

HORNBECK OFFSHORE SERVICES INC /LA

Form 10-Q

May 09, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2006**

**OR**

**" TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-32108**

**Hornbeck Offshore Services, Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**72-1375844**  
*(I.R.S. Employer Identification  
Number)*

**103 NORTHPARK BOULEVARD, SUITE 300**

**COVINGTON, LA 70433**

*(Address of Principal Executive Offices) (Zip Code)*

**(985) 727-2000**

*(Registrant's Telephone Number, Including Area Code)*

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The total number of shares of common stock, par value \$.01 per share, outstanding as of April 30, 2006 was 27,434,386.

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**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2006**

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1 Financial Statements****HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(DOLLARS AND SHARES IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)**

	March 31, 2006	December 31, 2005
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 287,417	\$ 271,739
Accounts receivable, net of allowance for doubtful accounts of \$614 and \$495, respectively	34,200	35,990
Prepaid insurance	5,834	1,355
Property taxes receivable	2,859	3,788
Other current assets	4,771	2,934
<b>Total current assets</b>	<b>335,081</b>	<b>315,806</b>
Property, plant and equipment, net	468,848	462,041
Goodwill, net	2,628	2,628
Deferred charges, net	19,293	15,904
Other assets	312	296
<b>Total assets</b>	<b>\$ 826,162</b>	<b>\$ 796,675</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 14,766	\$ 15,709
Accrued interest	6,235	1,653
Accrued payroll, insurance and benefits	7,616	6,893
Deferred revenues	811	24
Other accrued liabilities	1,049	1,056
<b>Total current liabilities</b>	<b>30,477</b>	<b>25,335</b>
Long-term debt, net of original issue discount of \$541 and \$551, respectively.	299,459	299,449
Deferred tax liabilities, net	49,859	41,558
Other liabilities	439	838
<b>Total liabilities</b>	<b>380,234</b>	<b>367,180</b>
Stockholders equity:		
Preferred stock: \$0.01 par value; 5,000 shares authorized, no shares issued and outstanding		
Common stock: \$0.01 par value; 100,000 shares authorized, 27,169 and 27,151 shares issued and outstanding, respectively	272	271

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Additional paid-in capital	373,875	372,303
Retained earnings	71,694	56,843
Accumulated other comprehensive income	87	78
	<u>          </u>	<u>          </u>
Total stockholders' equity	445,928	429,495
	<u>          </u>	<u>          </u>
Total liabilities and stockholders' equity	\$ 826,162	\$ 796,675
	<u>          </u>	<u>          </u>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(DOLLARS AND SHARES IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)**

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	
Revenues	\$ 61,056	\$ 37,904
Costs and expenses:		
Operating expenses	22,179	15,588
Depreciation	5,809	4,413
Amortization	1,680	1,586
General and administrative expenses	6,840	3,820
	<u>36,508</u>	<u>25,407</u>
Operating income	24,548	12,497
Other income (expense):		
Loss on early extinguishment of debt		(1,698)
Interest income	3,112	124
Interest expense	(4,353)	(2,585)
Other income, net	10	31
	<u>23,317</u>	<u>8,369</u>
Income before income taxes	23,317	8,369
Income tax expense	(8,466)	(3,131)
	<u>\$ 14,851</u>	<u>\$ 5,238</u>
Net income	<u>\$ 14,851</u>	<u>\$ 5,238</u>
Basic earnings per common share	<u>\$ 0.55</u>	<u>\$ 0.25</u>
Diluted earnings per common share	<u>\$ 0.54</u>	<u>\$ 0.25</u>
Weighted average basic shares outstanding	<u>27,159</u>	<u>20,827</u>
Weighted average diluted shares outstanding	<u>27,652</u>	<u>21,251</u>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(DOLLARS IN THOUSANDS)

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 14,851	\$ 5,238
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	5,809	4,413
Amortization	1,680	1,586
Stock-based compensation expense	1,238	
Provision for bad debts	119	(27)
Deferred tax expense	8,466	3,131
(Gain) loss on sale of assets	(1)	11
Equity income from investment	(16)	(45)
Loss on early extinguishment of debt		1,698
Amortization of financing costs	203	166
Changes in operating assets and liabilities:		
Accounts receivable	1,672	(467)
Prepaid insurance and other assets	(9,789)	(5,269)
Deferred drydocking charges	(882)	(1,984)
Accounts payable	(1,137)	3,372
Accrued liabilities and other liabilities	1,893	1,842
Deferred revenues	(787)	78
Accrued interest	4,582	2,598
	<u>27,901</u>	<u>16,341</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisitions and retrofit of tugs and tank barges	(3,499)	(2,955)
Acquisitions and retrofit of OSVs	(1,830)	(25,051)
Construction of tugs and tank barges	(630)	(16,593)
Construction of OSVs and conversion of MPSVs	(4,601)	
Net proceeds from the sale of assets	1	16
Vessel capital expenditures	(1,130)	(1,066)
Non-vessel capital expenditures	(660)	(781)
	<u>(12,349)</u>	<u>(46,430)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of senior notes		(15,546)
Redemption premium on retirement of debt		(1,436)
Net proceeds from borrowings under revolving credit facility		10,980
Deferred financing costs	(71)	(286)
Net cash proceeds from other shares issued	189	162
	<u>189</u>	<u>162</u>

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Net cash provided by (used in) financing activities	118	(6,126)
Effects of exchange rate changes on cash	8	(3)
Net increase (decrease) in cash and cash equivalents	15,678	(36,218)
Cash and cash equivalents at beginning of period	271,739	54,300
Cash and cash equivalents at end of period	\$ 287,417	\$ 18,082
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW ACTIVITIES:</b>		
Interest paid	\$ 50	\$ 776

The accompanying notes are an integral part of these consolidated financial statements.



Table of Contents**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS****1. Basis of Presentation**

The accompanying unaudited consolidated financial statements do not include certain information and footnote disclosures required by United States generally accepted accounting principles. The interim financial statements and notes are presented as permitted by instructions to the Quarterly Report on Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for a fair presentation of the interim financial statements have been included and consist only of normal recurring items. The financial statements should be read in conjunction with the financial statements and notes thereto included in the Annual Report on Form 10-K of Hornbeck Offshore Services, Inc. (together with its subsidiaries, the Company) for the year ended December 31, 2005. The results of operations for the three-month period ended March 31, 2006 are not necessarily indicative of the results that may be expected for the year ended December 31, 2006.

The consolidated balance sheet at December 31, 2005 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by United States generally accepted accounting principles for complete financial statements.

**2. Earnings Per Share**

Basic earnings per share of common stock was calculated by dividing net income applicable to common stock by the weighted average number of common shares outstanding, other than unvested restricted stock, during the period. Diluted earnings per share of common stock was calculated by dividing net income by the weighted average number of common shares outstanding during the period plus the effect of dilutive stock options and unvested restricted stock. Weighted average number of common shares outstanding was calculated by using the sum of the shares determined on a daily basis divided by the number of days in the period. The table below provides details regarding the Company's earnings per share (in thousands, except for per share data):

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net income	\$ 14,851	\$ 5,238
Weighted average number of shares of common stock outstanding (1)	27,159	20,827
Add: Net effect of dilutive stock options and unvested restricted stock (2)(3)	493	424
Adjusted weighted average number of shares of common stock outstanding(3)	27,652	21,251
Earnings per common share:		

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Basic	\$ 0.55	\$ 0.25
Diluted	\$ 0.54	\$ 0.25

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- (1) On October 5, 2005, the Company closed an underwritten public offering of 6,100 shares of its common stock.
  - (2) Stock options representing rights to acquire 3 and 312 shares of common stock for the three months ended March 31, 2006 and 2005, respectively, were excluded from the calculation of diluted earnings per share, because the effect was antidilutive. Stock options are antidilutive when the exercise price of the options is greater than the average market price of the common stock for the period.
  - (3) Dilutive restricted stock is expected to fluctuate from quarter to quarter depending on the relative stock price performance ranking among the Company's peers. See Note 5 for further information regarding the Company's restricted stock awards.

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**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**3. Recent Accounting Pronouncements**

On December 16, 2004, the Financial Accounting Standards Board, or FASB, issued FASB Statement No. 123 (revised 2004), Share-Based Payment, or FAS 123R, which is a revision of FASB Statement No. 123, Accounting for Stock-Based Compensation, or FAS 123. FAS 123R supersedes Accounting Principles Board Opinion No. 25, or APB 25, Accounting for Stock Issued to Employees, and amends FASB Statement No. 95, Statement of Cash Flows. Generally, the approach in FAS 123R is similar to the approach described in FAS 123. However, FAS 123R requires all share-based payments to employees, including grants of employee stock options and restricted stock, to be recognized in the income statement based on their fair values over the requisite service period. The Company adopted FAS No. 123R on January 1, 2006. Please see Note 5 for further discussion related to the Company's adoption of the statement.

In May 2005, the FASB issued FASB Statement No. 154, Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and FASB Statement No. 3, or FAS 154. This new standard requires retrospective application to prior periods financial statements of voluntary changes in accounting principles, unless it is impracticable to do so. FAS 154 also provides that a correction of errors in previously issued financial statements should be termed a restatement. The new standard is effective for accounting changes and correction of errors in fiscal years beginning after December 15, 2005.

**4. Long-Term Debt**

***Senior Notes***

On July 24, 2001, the Company issued \$175.0 million in aggregate principal amount of 10.625% senior notes, or old senior notes. The old senior notes were due to mature on August 1, 2008 and required semi-annual interest payments at an annual rate of 10.625% on February 1 and August 1 of each year until maturity. The effective interest rate on the old senior notes was 11.18%. No principal payments were due until maturity. On November 3, 2004, the Company commenced a cash tender offer for all of the old senior notes. Old senior notes totaling approximately \$159.5 million, or 91% of the old senior notes outstanding, were validly tendered during the designated tender period and repurchased during 2004. The remaining \$15.5 million of old senior notes were redeemed on January 14, 2005. A pre-tax loss on early extinguishment of debt for the old senior notes of approximately \$1.7 million was recorded during the first quarter of 2005. This loss included the tender offer costs, the write-off of unamortized financing costs and original issue discount, and a bond redemption premium.

On November 23, 2004, the Company issued in a private placement \$225.0 million in aggregate principal amount of 6.125% senior notes, or new senior notes, governed by an indenture, or the 2004 indenture. The net proceeds to the Company from the private placement were approximately \$219.0 million, net of transaction costs. The effective interest rate on the new senior notes is 6.38%. The Company used \$198.0 million of the proceeds to repurchase or redeem all of the old senior notes. The \$198.0 million comprised the total



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**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

consideration paid for the old senior notes, including related tender offer costs, consent fees, and the bond redemption premium required to be paid to holders of the old senior notes. The residual proceeds were used for the acquisition, construction and retrofit of vessels. The new senior notes were subsequently exchanged on March 7, 2005 for senior notes with substantially similar terms, except that the issuance of the senior notes issued in the exchange offer was registered under the Securities Act of 1933, or the Securities Act.

On October 4, 2005, the Company issued in a private placement an additional \$75.0 million in aggregate principal amount of 6.125% senior notes, or additional notes, governed by the 2004 indenture. The additional notes were priced at 99.25% of principal amount to yield 6.25%. The net proceeds to the Company from this private placement were approximately \$73.1 million, net of transaction costs. The effective interest rate on the additional notes is 6.41%. The Company intends to use the proceeds from the sale of the additional notes, as well as the proceeds from its concurrent public offering of common stock, to partially fund the construction of new offshore supply vessels, or OSVs, ocean-going tugs and ocean-going, double-hulled tank barges and the retrofit or conversion of certain existing vessels, including multi-purpose supply vessels, or MPSVs. In addition, the combined proceeds may be used in connection with possible future acquisitions and additional new vessel construction programs, as well as for general corporate purposes. Pending these uses, the Company repaid debt under its revolving credit facility, which may be reborrowed. The additional notes were subsequently exchanged on March 31, 2006 for senior notes with substantially similar terms, except that the issuance of the senior notes issued in the exchange offer was registered under the Securities Act.

The new senior notes and additional notes, or collectively, the senior notes, mature on December 1, 2014 and require semi-annual interest payments on June 1 and December 1 of each year until maturity. No principal payments are due until maturity. The senior notes are senior unsecured obligations and rank equally in right of payment with other existing and future senior indebtedness and senior in right of payment to any subordinated indebtedness that may be incurred by the Company in the future. The senior notes are guaranteed by certain of the Company's subsidiaries. The guarantees are full and unconditional, joint and several, and all of the Company's non-guarantor subsidiaries are minor as defined in Securities and Exchange Commission, or Commission, regulations. Hornbeck Offshore Services, Inc., as the parent company issuer of the senior notes, has no independent assets or operations other than its ownership interest in its subsidiaries and affiliates. There are no significant restrictions on the Company's ability or the ability of any guarantor to obtain funds from its subsidiaries by such means as a dividend or loan, except for certain restrictions contained in the Company's revolving credit facility restricting the payment of dividends by the Company's two principal subsidiaries. The Company may, at its option, redeem all or part of the senior notes from time to time at specified redemption prices and subject to certain conditions required by the indenture. The Company is permitted under the terms of the indenture to incur additional indebtedness in the future, provided that certain financial conditions set forth in the indenture are satisfied by the Company.

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**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Revolving Credit Facility***

The Company's \$100.0 million senior secured revolving credit facility currently has a borrowing base of \$60.0 million and its maturity date is February 13, 2009. Pursuant to the 2004 indenture governing the senior notes, unless the Company meets a specified consolidated interest coverage ratio test, the level of permitted borrowings under this facility is limited to the greater of \$75.0 million or 20% of the Company's consolidated net tangible assets determined as of the end of the Company's most recently completed fiscal quarter for which internal financial statements are available. Borrowings under the revolving credit facility accrue interest, at the Company's option, at either (1) the prime rate announced by Citibank, N.A. in New York, plus a margin of up to 1.0%, or (2) the London Interbank Offered Rate, plus a margin of 1.5% to 3.5%. Unused commitment fees are payable quarterly at the annual rate of one-quarter to one-half of one percent on the revolving credit facility, based on the leverage ratio defined by the agreement. As of March 31, 2006, the Company had no balance outstanding under the revolving credit facility and had \$60.0 million of credit immediately available under such facility. As of such date, seven OSVs and four ocean-going tugs and associated personalty collateralized the revolving credit facility.

The revolving credit facility and 2004 indenture impose certain operating and financial restrictions on the Company. Such restrictions affect, and in many cases limit or prohibit, among other things, the Company's ability to incur additional indebtedness, make capital expenditures, redeem equity, create liens, sell assets and make dividend or other restricted payments.

Interest expense excludes capitalized interest related to the construction or conversion of vessels in the approximate amount of \$0.5 million and \$1.0 million for the three months ended March 31, 2006 and 2005, respectively.

**5. Stock-Based Compensation**

***Incentive Compensation Plan***

The Company has an incentive compensation plan covering a maximum of 3.5 million shares of common stock that allows the Company to grant stock options, restricted stock awards and stock appreciation rights to employees and directors. Effective January 1, 2006, the Company adopted FAS 123R, using the modified prospective method. Prior to the adoption of FAS 123R, the Company accounted for stock option grants in accordance with APB Opinion No. 25, Accounting for Stock Issued to Employees, using the intrinsic value method, and accordingly, no compensation expense was recorded for stock option grants.

Under the modified prospective method, FAS 123R applies to new awards and to awards that were outstanding on January 1, 2006 or were repurchased or cancelled after the FAS 123R-required effective date. Additionally, compensation expense for the portion of awards for which the required service has not been rendered that are outstanding as of January 1, 2006 shall be recognized as the service is rendered on or after January 1, 2006. The compensation expense for that portion of awards shall be based on the

grant-date fair value

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estimated in accordance with the original provisions of FAS 123, and compensation expense for all share-based payments granted subsequent to January 1, 2006, shall be based on the grant-date fair value estimated in accordance with the provisions of FAS 123R. Prior periods were not restated to reflect the impact of adopting the new standard. The issuance of shares of common stock under the incentive compensation plan has been registered on Form S-8 with the Commission.

If compensation expense for the Company's stock options had been determined based on the fair value at the grant date consistent with the method under FAS 123, the Company's income available to common stockholders for the three months ended March 31, 2005 would have been as indicated below (in thousands, except per share data):

	<b>Three Months Ended March 31, 2005</b>
<b>Income available to common stockholders:</b>	
As reported	\$ 5,238
Deduct: stock-based compensation expense determined under fair-value-based method for all awards, net of related tax effect	(210)
Pro forma	<u>\$ 5,028</u>
<b>Earnings per share of common stock:</b>	
Basic, as reported	\$ 0.25
Basic, pro forma	<u>\$ 0.24</u>
Diluted, as reported	\$ 0.25
Diluted, pro forma	<u>\$ 0.24</u>

The Company's income before taxes, net income and basic and diluted earnings per share for the three months ended March 31, 2006, included \$1.2 million, \$0.8 million, \$0.04 per share and \$0.03 per share of stock-based compensation expense charges, respectively, as a result of adopting FAS 123R on January 1, 2006. FAS 123R also requires the benefits of tax deductions in excess of recognized compensation expense to be reported as financing cash flows, rather than as operating cash flows as required under previous GAAP literature. The Company recorded financing cash flows for such excess tax deductions of approximately \$0.1 million for the first quarter of 2006. Net cash proceeds from the exercise of stock options and the income tax benefit from such exercises were \$0.2 million and \$0.2 million, respectively, for the three months ended March 31, 2006. As of March 31, 2006, the Company has approximately 1.3 million shares available for future grants of stock options, restricted stock awards, stock appreciation rights or other awards to employees and directors under the incentive compensation plan.



***Stock Options***

The Company is authorized to grant stock options under its incentive compensation plan in which the purchase price of the stock subject to each option is determined by the Board of Directors of the Company and cannot be less than the fair market value of the stock on the

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date of grant. All options granted expire ten years after the date of grant, have an exercise price equal to or greater than the estimated market price of the Company's stock on the date of grant and vest over a one- to four-year period.

The fair value of the options granted under the Company's incentive compensation plan during each of the three months ended March 31, 2006 and 2005 was estimated using the Black-Scholes pricing model using the minimum value method with the following weighted-average assumptions for the respective periods.

	Three Months Ended March 31,	
	2006	2005
Dividend yield	0%	0%
Expected volatility	40.4%	36.9%
Risk-free interest rate	4.5%	4.3%
Expected term (years)	4.0	10.0
Weighted-average grant-date fair value per share	\$ 12.47	\$ 12.31

For the three months ended March 31, 2006, compensation expense related to stock option grants was approximately \$0.7 million, and unrecognized compensation expense related to nonvested stock option awards was approximately \$6.0 million with a weighted-average remaining vesting period of 1.6 years.

The following table represents the Company's stock option activity for the three months ended March 31, 2006 (in thousands, except per share data and years):

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2006	1,248	\$ 14.45	7.51	\$ 22,806
Granted	239	33.15	9.88	
Exercised	(18)	11.16	n/a	450
Forfeited	(19)	24.20	n/a	189
Expired				
Options outstanding at March 31, 2006	1,450	\$ 17.45	7.71	\$ 27,008

Exercisable options outstanding at March 31, 2006	833	\$ 11.55	6.68	\$ 20,426
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In addition, the total intrinsic value of stock options exercised and the total fair value of stock options vested for the three months ended March 31, 2006 were \$450 and \$2,004, respectively (in thousands).

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The following table represents the Company's nonvested stock option activity for the three months ended March 31, 2006 (in thousands, except per share data):

	<b>Number of Shares</b>	<b>Weighted-Average Grant-Date Fair Value</b>
Nonvested stock options at January 1, 2006	674	\$ 8.78
Granted	239	12.47
Vested	(281)	7.12
Forfeited	(14)	16.39
Nonvested stock options at March 31, 2006	618	\$ 10.80

***Restricted Stock***

The Company's incentive compensation plan allows the Company to issue restricted stock awards that are either time-based, performance-based or both. For performance-based restricted stock, the number of shares that will finally be received by the award recipients at the end of the performance period is dependent upon the Company's performance relative to a peer group, as defined by the Employee Restricted Stock Agreements. Performance is measured by the change in the Company's stock price measured against the peers during the measurement period, generally three years. The actual number of shares that may finally be received by the award recipients can range from 0% to 200% of the Company's base share awards depending on the Company's performance ranking relative to the peer group. Compensation expense related to restricted stock awards is recognized over the period the restrictions lapse, from one to three years. The compensation expense related to time-based restricted stock awards, which is amortized over the vesting period, is determined based on the market price of the Company's stock on the date of grant applied to the total shares that are expected to fully vest. The fair value of the Company's performance-based restricted stock is determined using a binomial lattice model and amortized over the vesting period. The Company had unamortized stock-based compensation expense of \$4.2 million as of March 31, 2006 and has recorded approximately \$0.5 million of compensation expense during the three months ended March 31, 2006 associated with awards granted.

The following table represents the shares of restricted stock that were granted and outstanding as of March 31, 2006 (in thousands):

	<b>Three Months Ended March 31, 2006</b>
Restricted stock:	
Granted during the period (1)	269

Cancellations during the period	(1)
Outstanding, as of March 31, 2006	268

(1) Includes the full amount of both base and bonus share awards granted during the period, which represents 200% of the aggregate total of the base share awards.

**Table of Contents****HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Employee Stock Purchase Plan***

On May 3, 2005, the Company established the Hornbeck Offshore Services, Inc. 2005 Employee Stock Purchase Plan, or ESPP, which was adopted by the Company's Board of Directors and approved by the Company's stockholders. Under the ESPP, the Company is authorized to issue up to 700,000 shares of common stock to eligible employees of the Company and its designated subsidiaries. Employees have the opportunity to purchase shares of the Company's common stock at periodic intervals through accumulated payroll deductions that will be applied at semi-annual intervals to purchase shares of common stock at a discount from the market price as defined by the ESPP. The ESPP is designed to satisfy the requirements of Section 423 of the Internal Revenue Code of 1986, as amended, and thereby allows participating employees to defer recognition of taxes when purchasing the shares of common stock at a 15% discount under the ESPP. On May 6, 2005, the Company filed a Registration Statement on Form S-8 to register the issuance of shares of common stock under the ESPP. Approximately 18.2% of eligible employees are currently participating in the ESPP during the purchase period, which is January 1, 2006 through June 30, 2006. As of March 31, 2006, there were approximately 693,000 shares available for future issuance to employees under the ESPP.

The fair value of the employees' stock purchase rights granted under the ESPP was estimated using the Black-Scholes model with the following assumptions for the three months ended March 31, 2006:

	<b>Three Months Ended March 31, 2006</b>
Dividend yield	0%
Expected volatility	43.8%
Risk-free interest rate	4.4%
Expected term (months)	6.0
Weighted-average grant-date fair value per share	\$ 9.81

**6. Commitments and Contingencies*****Vessel Construction***

As of March 31, 2006, the Company was committed under a vessel construction contract with a domestic shipyard for the retrofit of one remaining 6,100 horsepower tug, the *Eagle Service*, under its first tug and tank barge, or TTB, newbuild program. The *Eagle Service* was placed in service on April 1, 2006 and will service the newbuild tank barges delivered in 2005. With the delivery of the *Eagle Service*, the Company has completed its first TTB newbuild program for a total aggregate cost of \$119.3 million, or slightly under its \$121.0 million budget.

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On May 5, 2005, the Company announced a conversion program to retrofit two coastwise sulfur tankers into U.S.-flagged, new generation 370-foot MPSVs. The total project cost to

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**HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

acquire and convert the two vessels, before construction period interest, is now estimated to be \$110.0 million. Approximately \$1.5 million and \$13.4 million was incurred during the three months ended March 31, 2006 and since the inception of the conversion program, respectively. The Company has reached contract terms for the completion and retrofit of these MPSVs and anticipates delivery of the converted vessels during the latter half of 2007.

On September 26, 2005, the Company announced its fourth OSV newbuild program and its second TTB newbuild program. On February 23, 2006, the Company announced that it had deferred contracting Phase 1 of its fourth OSV newbuild program and expanded such program, with Phase 2, to include up to six 240 EDF class new generation OSVs. On May 4, 2006, Phase 2 of the Company's fourth OSV newbuild program was further expanded to include a total of nine proprietary OSVs, bringing the aggregate capacity of Phase 2 of this program to approximately 26,000 deadweight tons. These nine vessels will be comprised of a mix of proprietary 240 ED and 240 EDF class OSVs with projected delivery dates ranging from early 2008 through early 2009. The Company is contractually committed with two domestic shipyards for the construction of a total of seven OSVs with options for the construction of two additional vessels under Phase 2. Based on such construction contracts and internal estimates, the aggregate project costs, before construction period interest, for Phase 2 of the fourth OSV newbuild program is now expected to be approximately \$185.0 million.

The Company's second TTB newbuild program is expected to add approximately 400,000 barrels of total barrel-carrying capacity of double-hulled barges and the related tugs at a cost of approximately \$105.0 million in the aggregate. The Company is contractually committed with a domestic shipyard for the construction of three 60,000-barrel double-hulled barges, totaling 180,000 barrels of capacity. In addition, the Company recently agreed to purchase four 3,000 horsepower ocean-going tugs to be retrofitted under this program. The aggregate cost to acquire and retrofit these four tugs is approximately \$20.0 million to \$24.0 million, which is included in the total project budget of \$105.0 million. The precise number and specifications of the remaining 220,000 barrels of barge capacity and any additional tugs to be constructed or retrofitted under this program will be finalized as certain internal milestones are completed, including the negotiation of shipyard contracts. All of the vessels to be constructed or retrofitted under the Company's second TTB newbuild have projected delivery dates starting in early 2007 and ending in mid-2008.

***Contingencies***

In the normal course of its business, the Company becomes involved in various claims and legal proceedings in which monetary damages are sought. It is management's opinion that the Company's liability, if any, under such claims or proceedings would not materially affect its consolidated financial condition or results of operations.

The Company insures against losses relating to its vessels, pollution and third party liabilities, including claims by employees under Section 27 of the Merchant Marine Act of 1920, or the Jones Act. Third party liabilities and pollution claims that relate to vessel



**Table of Contents****HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

operations are covered by the Company's entry in a mutual protection and indemnity association, or P&I Club. Commencing in March 2005, the terms of entry for the Company's OSV and TTB segments, respectively, contained an annual aggregate deductible, or AAD, for which the Company remains responsible, while the P&I Club is responsible for all applicable amounts that exceed the AAD, after payment by the Company of an additional individual claim deductible. The Company provides reserves for those portions of the AAD and any individual claim deductibles for which the Company remains responsible by using an estimation process that considers Company-specific and industry data, as well as management's experience, assumptions and consultation with outside counsel. As additional information becomes available, the Company will assess the potential liability related to its pending litigation and revise its estimates. Such revisions in estimates of the potential liability could materially impact the Company's results of operations, financial position or cash flows. As of March 31, 2006, the Company's claims costs incurred under its P&I Club policies have not exceeded the AAD.

**7. Segment Information**

The Company provides marine transportation and related ancillary services through two business segments. The Company operates new generation OSVs along the coastlines of the United States, primarily the U.S. Gulf of Mexico, or GoM, and offshore Trinidad and Mexico through its OSV segment. The Company's OSVs principally support complex exploration and production projects by transporting cargo to offshore drilling rigs and production facilities and provide support for oilfield and non-oilfield specialty services, including military applications. The TTB segment primarily operates ocean-going tugs and tank barges in the northeastern United States and in Puerto Rico and occasionally in the GoM and in the Great Lakes. The Company's ocean-going tugs and tank barges provide coastwise transportation of refined and bunker grade petroleum products from one port to another, and, more recently, support deepwater well testing.

The following table shows reportable segment information for the three months ended March 31, 2006 and 2005, reconciled to consolidated totals and prepared on the same basis as the Company's unaudited consolidated financial statements (in thousands).

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Operating revenues:</b>		
Offshore supply vessels		
Domestic	\$ 33,314	\$ 18,368
Foreign	5,186	5,476
	<u>38,500</u>	<u>23,844</u>
Tugs and tank barges		
Domestic	20,611	12,212

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Foreign (1)	1,945	1,848
	<u>22,556</u>	<u>14,060</u>
Total	<u>\$ 61,056</u>	<u>\$ 37,904</u>

**Table of Contents****HORNBECK OFFSHORE SERVICES, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Operating expenses:</b>		
Offshore supply vessels	\$ 12,750	\$ 8,275
Tugs and tank barges	9,429	7,313
Total	<u>\$ 22,179</u>	<u>\$ 15,588</u>
<b>Depreciation:</b>		
Offshore supply vessels	\$ 3,417	\$ 3,048
Tugs and tank barges	2,392	1,365
Total	<u>\$ 5,809</u>	<u>\$ 4,413</u>
<b>Amortization:</b>		
Offshore supply vessels	\$ 655	\$ 460
Tugs and tank barges	1,025	1,126
Total	<u>\$ 1,680</u>	<u>\$ 1,586</u>
<b>General and administrative expenses:</b>		
Offshore supply vessels	\$ 3,196	\$ 1,813
Tugs and tank barges	3,644	2,007
Total	<u>\$ 6,840</u>	<u>\$ 3,820</u>
<b>Operating income:</b>		
Offshore supply vessels	\$ 18,482	\$ 10,248
Tugs and tank barges	6,066	2,249
Total	<u>\$ 24,548</u>	<u>\$ 12,497</u>
<b>Capital expenditures:</b>		
Offshore supply vessels	\$ 7,347	\$ 25,818
Tugs and tank barges	4,343	19,848
Corporate	660	780
Total	<u>\$ 12,350</u>	<u>\$ 46,446</u>
<b>Deferred drydocking charges:</b>		
Offshore supply vessels	\$ 740	\$ 844

Tugs and tank barges	142	1,140
Total	\$ 882	\$ 1,984

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	As of	
	March 31,	As of
	2006	December 31,
	<u>2006</u>	<u>2005</u>
<b>Identifiable assets:</b>		
Offshore supply vessels	\$ 628,728	\$ 599,514
Tugs and tank barges	183,126	182,766
Corporate	14,308	14,395
	<u>          </u>	<u>          </u>
<b>Total</b>	<b>\$ 826,162</b>	<b>\$ 796,675</b>
	<u>          </u>	<u>          </u>
<b>Long-lived assets:</b>		
Offshore supply vessels		
Domestic	\$ 240,230	\$ 231,445
Foreign (2)	57,686	62,141
	<u>          </u>	<u>          </u>
	297,916	293,586
	<u>          </u>	<u>          </u>
Tugs and tank barges		
Domestic	160,689	158,404
Foreign (1)(2)	5,660	5,841
	<u>          </u>	<u>          </u>
	166,349	164,245
	<u>          </u>	<u>          </u>
Corporate	4,583	4,210
	<u>          </u>	<u>          </u>
<b>Total</b>	<b>\$ 468,848</b>	<b>\$ 462,041</b>
	<u>          </u>	<u>          </u>

(1) Included are amounts applicable to the Company's TTB operations in Puerto Rico. Puerto Rico is considered a possession of the United States and, therefore, the Jones Act and U.S. environmental laws and regulations apply to vessels operating in Puerto Rican waters.

(2) The Company's vessels conduct operations in domestic and international areas. As these assets may move to and from foreign and domestic operating areas on a regular basis, the long-lived assets reflected above represent the assets that are foreign-flagged or were present in international areas as of March 31, 2006 and December 31, 2005, respectively.

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***Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read together with our unaudited consolidated financial statements and notes to unaudited consolidated financial statements in this Quarterly Report on Form 10-Q and our audited financial statements and notes thereto included in our Annual Report on Form 10-K as of and for the year ended December 31, 2005. This discussion contains forward-looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements. In this Quarterly Report on Form 10-Q, company, we, us, our or like terms refer to Hornbeck Offshore Services, Inc. and its subsidiaries, except as otherwise indicated. The term new generation, when referring to offshore supply vessels, or OSVs, means modern, deepwater-capable vessels subject to the regulations promulgated under the International Convention on Tonnage Measurement of Ships, 1969, which was adopted by the United States and made effective for all U.S.-flagged vessels in 1992 and foreign-flagged equivalent vessels.

**General**

We own a fleet of 25 technologically advanced, new generation OSVs, which includes two foreign-flagged anchor handling, towing and supply, or AHTS, vessels that primarily operate as supply vessels and for towing jack-up rigs. We also own and operate one fast supply vessel and own two former coastwise sulfur tankers that are being converted into multi-purpose supply vessels, or MPSVs. Currently, 16 of our OSVs are operating in the U.S. Gulf of Mexico, or GoM, four of our OSVs are operating in domestic waters outside of the GoM, four of our OSVs are operating offshore Trinidad, and one OSV and a fast supply vessel are working offshore Mexico. We plan to build additional new generation OSVs with an aggregate 46,000 tons of deadweight capacity. All of the new vessels currently contracted for construction under our MPSV program and our fourth OSV newbuild program are expected to be delivered from mid-2007 to early 2009.

We also own 14 ocean-going tugs and 19 ocean-going tank barges, six of which are double-hulled. Currently, 13 of our tank barges are operating in the northeastern United States, primarily New York Harbor, three are operating in the GoM, two are operating in Puerto Rico, and one is being reactivated and is expected to be placed in service in late 2006. We plan to build additional new double-hulled tank barges with an aggregate 400,000 barrels of carrying capacity and we recently agreed to acquire four 3,000 horsepower ocean-going tugs to be retrofitted for use as power units for the new barges. All of the new vessels to be constructed or retrofitted under the second tug and tank barge, or TTB, newbuild program are expected to be delivered from early-2007 through mid-2008. Upon completion of our second TTB newbuild program, 55% of our tank barge fleet barrel-carrying capacity will be double-hulled, up from 46% today and 7% at the end of 2004.

All of our OSVs and our fast supply vessel operate under time charters, including ten that are chartered under long-term contracts with expiration dates ranging from October 2006 through April 2007. The long-term contracts for our supply vessels are consistent with those used in the industry and are typically either fixed for a term of one or more years or are tied to the duration of a long-term contract for a drilling rig for which the vessel provides services.

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These contracts generally contain, among others, provisions governing insurance, reciprocal indemnifications, performance requirements and, in certain instances, dayrate escalation terms and renewal options.

While OSVs service existing oil and gas production platforms as well as exploration and development activities, incremental OSV demand depends primarily upon the level of drilling activity, which can be influenced by a number of factors, including oil and natural gas prices and the drilling budgets of exploration and production companies. As a result, utilization rates have historically been tied to oil and natural gas prices and drilling activity. However, the relatively large capital commitments, longer lead times and investment horizons associated with deepwater and deep well projects have diminished the significance of these factors compared to conventional shallow well projects on the U.S. continental shelf, or shelf.

We have developed, through a series of three newbuild programs, a proprietary fleet of 200, 240, and 265 class new generation OSVs to meet the diverse needs of our customers. Through acquisitions, we have broadened the mix of our fleet to include additional 200 class vessels that are well suited for deep shelf gas exploration and other complex shelf drilling applications and to fill the increasing demand for modern equipment for conventional drilling on the shelf. We have continued our efforts to expand the services that we offer our customers with the acquisition of two AHTS vessels, which primarily serve as 240 class supply vessels and for towing jack-up rigs, the ongoing conversion of two coastwise sulfur tankers for use as 370 class MPSVs, and the commencement of our fourth OSV newbuild program that will add, in the aggregate, 46,000 deadweight tons of capacity to our OSV fleet, including nine 240 ED and 240 EDF class vessels that were announced in February and May 2006.

Although the demand for new generation equipment has historically been driven by deepwater, deep shelf and highly complex projects, we are experiencing increased demand for our vessels for all types of projects, including transition zone and shelf activity, irrespective of water depth, drilling depth or project type. Notably, this prevailing shift in customer preference does not appear to be limited to the GoM, as we have also observed this preference in foreign areas such as Mexico, Trinidad, Brazil and West Africa. More recently, we have also seen an increase in demand for our new generation OSVs for non-oil and gas production activities, including military applications.

Market conditions in the GoM continue to show positive trends such as the increased level of approved applications to drill deepwater wells and certain operators announced construction commitments for new deepwater floating rigs, deep shelf jack-up rigs, floating production units, subsea tie-backs and other deepwater production infrastructure, as well as the additional demand for vessels in connection with rehabilitating infrastructure damaged by Hurricanes Katrina and Rita. GoM rig operators continue to contract at record day rates and the available rig fleet continues to operate close to 100% utilization, which in the past has been a barometer for OSV dayrates. The supply fundamentals for new generation OSVs could further impact market conditions. The average age of conventional 180 class OSVs is approximately 26 years; therefore, we expect that there will be a continued and accelerated attrition rate for such vessels working in the GoM and abroad. Although a number of modern OSVs have been recently constructed to replace the worldwide conventional 180 class tonnage being removed from service, several U.S.-flagged new generation OSVs have left

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the GoM for foreign markets, which is a long-term trend that we expect to continue. Additionally, there are signs that the improved market conditions in the GoM could result in an extended multi-year cycle beyond 2007. In the most recent offshore oil and natural gas lease sale by the Minerals Management Service during the first quarter of 2006, interest in acquiring leases was the highest it has been since 2001, a 38% increase over last year's Central GoM sale, with 25% of the leases bid on being located in ultra-deep water.

Generally, we operate an ocean-going tug and tank barge together as a tow to transport petroleum products between U.S. ports and along the coast of Puerto Rico. We also provide tug services to third party vessels on a periodic basis. Typically, these services include vessel docking and towage assistance. We operate our tugs and tank barges under fixed time charters, spot time charters, contracts of affreightment, or COAs, and consecutive voyage contracts. We now have 14 of our 18 active barges operating under time charters, including ten that are chartered under long-term contracts with expiration dates ranging from October 2006 through March 2008.

The primary demand drivers for our TTB services are population growth, the strength of the U.S. economy, changes in weather, oil prices and competition from alternate energy sources. The TTB market, in general, is marked by steady demand over time. In an attempt to expand our current service offering, we are now operating vessels from our TTB fleet in the GoM. These vessels are being used for the transportation of petroleum products and, more recently, ethanol. In addition, we have recently been successful in deploying our vessels in non-traditional tank barge services, such as support of deepwater well testing, for our upstream customers. As we shift more of our fleet from COAs to time charters and continue to diversify our services, some of our historic seasonality for this segment should be diminished.

As the most recent major OPA 90 milestone approached on January 1, 2005 and since that date, customer demand for double-hulled equipment has led to increases in dayrates for this equipment, particularly for tank barges in black oil service. We are actively working to ensure that our fleet is well positioned to take advantage of these opportunities as they develop. In November 2003, we commenced our first double-hulled tank barge newbuild program to replace some of our existing single-hulled tank barges that we anticipated retiring from service in accordance with OPA 90. Our first TTB newbuild program included the construction of five new double-hulled tank barges with aggregate carrying capacity of 600,000 barrels and the acquisition and retrofit of four higher horsepower ocean going tugs. Our second TTB newbuild program will add double-hulled tank barges with 400,000 barrels of aggregate carrying capacity, plus related offshore tugs, to our existing fleet. The new vessels to be added under this program are currently expected to be delivered from mid-2007 through mid-2008.

## **Critical Accounting Policies**

This Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q. In many cases, the accounting treatment of a particular transaction is specifically dictated by U.S. generally accepted accounting principles, or GAAP. In other circumstances, we are required to make estimates, judgments and assumptions that we believe are reasonable based upon available information. We base our estimates and



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judgments on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions. Our significant accounting policies are discussed in note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2005.

Effective January 1, 2006, we adopted FAS No. 123 (revised 2004), Share-Based Payment, or FAS 123R, utilizing the modified prospective method. Prior to the adoption of FAS 123R, we accounted for stock option grants in accordance with APB Opinion No. 25, Accounting for Stock Issued to Employees, utilizing the intrinsic value method, and accordingly, recognized no compensation expense for stock option grants. However, FAS 123R requires all share-based payments to employees, including grants of employee stock options and restricted stock, to be recognized in the income statement based on their fair values. Compensation expense for the portion of awards for which the requisite service has not been rendered that are outstanding as of January 1, 2006 shall be recognized as the service is rendered on or after the January 1, 2006. The compensation expense for that portion of awards shall be based on the grant-date fair value estimated in accordance with the original provisions of FAS 123. At March 31, 2006, approximately \$10.2 million of unrecognized compensation expense related to nonvested awards is expected to be recognized over a weighted-average period of 1.8 years. Our Employee Restricted Stock Agreements, effective February 14, 2006, allow the Company to issue restricted stock awards that may not be released or transferred until the end of the performance period, which is three years from the grant, or measurement, date. The number of shares that will finally be received by the award recipients at the end of the performance period will be calculated as a percentage of the base share awards according to our performance relative to a qualified peer group, as defined by the Agreement. Compensation expense related to restricted stock awards is recognized based on the unearned stock-based compensation that is amortized over the period prior to the restrictions lapsing (usually at the end of three years). Otherwise, there were no other significant changes to our critical accounting policies, as reported in our most recently filed Annual Report on Form 10-K, during the three months ended March 31, 2006.

**Table of Contents****Results of Operations**

The tables below set forth, by segment, the average dayrates, utilization rates and effective dayrates for our vessels and the average number and size of vessels owned during the periods indicated. These OSVs and tank barges generate substantially all of our revenues and operating profit. The table does not include the results of operations of the *HOS Hotshot*, a 165-ft. fast supply vessel that we acquired in May 2004 or the *Energy 8701*. Following a recently successful court appeal of a U.S. Coast Guard ruling, the *Energy 8701* has been remeasured for purposes of establishing its OPA 90 retirement date. This 86,454-barrel, single-hulled barge, which was previously retired from service under OPA 90 in December 2004, is expected to be reinstated into our active tank barge fleet in the fourth quarter of 2006, following a recertification drydocking and other capital expenditures necessary to reactivate the vessel for service.

	Three Months Ended March 31,	
	2006	2005
<b>Offshore Supply Vessels:</b>		
Average number of vessels	25.0	24.0
Average fleet capacity (deadweight)	59,042	55,720
Average vessel capacity (deadweight)	2,362	2,392
Average utilization rate (1)	90.0%	94.5%
Average dayrate (2)	\$ 18,175	\$ 11,577
Effective dayrate (3)	\$ 16,358	\$ 10,940
<b>Tugs and Tank Barges:</b>		
Average number of tank barges (4)	18.0	13.3
Average fleet capacity (barrels) (4)	1,482,540	923,002
Average barge capacity (barrels)	82,363	65,929
Average utilization rate (1)	93.7%	85.5%
Average dayrate (5)	\$ 14,771	\$ 13,192
Effective dayrate (3)	\$ 13,840	\$ 11,279

(1) Utilization rates are average rates based on a 365-day year. Vessels are considered utilized when they are generating revenues.

(2) Average dayrate represents average revenue per day, which includes charter hire and net brokerage revenues, based on the number of days during the period that the OSVs generated revenues.

(3) Effective dayrate represents the average dayrate multiplied by the average utilization rate.

(4) The *Energy 8701* is not included in the above table as it is currently inactive. The vessel is expected to be reinstated into our active tank barge fleet in the fourth quarter of 2006.

(5) Average dayrate represents average revenue per day, including time charters, brokerage revenues, revenues generated on a per-barrel-transported basis, demurrage, shipdocking and fuel surcharge revenues, based on the number of days during the period that the tank barges generated revenue. For purposes of brokerage arrangements, this calculation excludes that portion of revenues that is equal to the cost paid by customers of in-chartering third party equipment.

**Non-GAAP Financial Measures**

We disclose and discuss EBITDA as a non-GAAP financial measure in our public releases, including quarterly earnings releases, investor conference calls and other filings with the Commission. We define EBITDA as earnings (net income) before interest, income taxes, depreciation, amortization and losses on early extinguishment of debt. Our measure of EBITDA may not be comparable to similarly titled measures presented by other companies. Other companies may calculate EBITDA differently than we do, which may limit its usefulness as a comparative measure.



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We view EBITDA primarily as a liquidity measure and, as such, we believe that the GAAP financial measure most directly comparable to it is cash flows provided by operating activities. Because EBITDA is not a measure of financial performance calculated in accordance with GAAP, it should not be considered in isolation or as a substitute for operating income, net income or loss, cash flows provided by operating, investing and financing activities, or other income or cash flows statement data prepared in accordance with GAAP.

EBITDA is widely used by investors and other users of our financial statements as a supplemental financial measure that, when viewed with our GAAP results and the accompanying reconciliation, we believe provides additional information that is useful to gain an understanding of the factors and trends affecting our ability to service debt, pay deferred taxes and fund drydocking charges and other maintenance capital expenditures. We also believe the disclosure of EBITDA helps investors meaningfully evaluate and compare our cash flows generating capacity from quarter to quarter and year to year.

EBITDA is also one of the financial metrics used by management (i) as a supplemental internal measure for planning and forecasting overall expectations and for evaluating actual results against such expectations; (ii) as a significant criteria for annual incentive cash bonuses paid to our executive officers and other shore-based employees; (iii) to compare to the EBITDA of other companies when evaluating potential acquisitions; and (iv) to assess our ability to service existing fixed charges, incur additional indebtedness and execute our growth strategy.

The following table provides the detailed components of EBITDA, as we define that term, for the three months ended March 31, 2006 and 2005, respectively (in thousands).

	Three Months Ended March 31,	
	2006	2005
<b>Components of EBITDA:</b>		
Net income	\$ 14,851	\$ 5,238
Interest expense, net	1,241	2,461
Income tax expense	8,466	3,131
Depreciation	5,809	4,413
Amortization	1,680	1,586
Loss on early extinguishment of debt		1,698
<b>EBITDA</b>	<b>\$ 32,047</b>	<b>\$ 18,527</b>

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The following table reconciles EBITDA to cash flows provided by operating activities for the three months ended March 31, 2006 and 2005, respectively (in thousands).

	Three Months Ended March 31,	
	2006	2005
<b>EBITDA Reconciliation to GAAP:</b>		
EBITDA	\$ 32,047	\$ 18,527
Cash paid for deferred drydocking charges	(882)	(1,984)
Cash paid for interest	(50)	(776)
Changes in working capital	(4,553)	635
Stock-based compensation expense	1,238	
Changes in other, net	101	(61)
<b>Net cash flows provided by operating activities</b>	<b>\$ 27,901</b>	<b>\$ 16,341</b>

Set forth below are the material limitations associated with using EBITDA as a non-GAAP financial measure compared to cash flows provided by operating activities.

EBITDA does not reflect the future capital expenditure requirements that may be necessary to replace our existing vessels as a result of normal wear and tear,

EBITDA does not reflect the interest, future principal payments and other financing-related charges necessary to service the debt that we have incurred in acquiring and constructing our vessels,

EBITDA does not reflect the deferred income taxes that we will eventually have to pay once we are no longer in an overall tax net operating loss carryforward position, and

EBITDA does not reflect changes in our net working capital position.

Management compensates for the above-described limitations in using EBITDA as a non-GAAP financial measure by only using EBITDA to supplement our GAAP results.

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The following table provides detailed components of net income for the three months ended March 31, 2006 and 2005, respectively (in thousands, except for percentage changes).

	Three Months Ended March 31,		Increase (Decrease)	
	2006	2005	\$ Change	% Change
<b>Revenues:</b>				
Offshore supply vessels (1)				
Domestic	\$ 33,314	\$ 18,368	\$ 14,946	81.4%
Foreign	5,186	5,476	(290)	(5.3)
	<u>38,500</u>	<u>23,844</u>	<u>14,656</u>	<u>61.5</u>
Tugs and tank barges				
Domestic	20,611	12,212	8,399	68.8
Foreign (2)	1,945	1,848	97	5.2
	<u>22,556</u>	<u>14,060</u>	<u>8,496</u>	<u>60.4</u>
<b>Total</b>	<b>\$ 61,056</b>	<b>\$ 37,904</b>	<b>\$ 23,152</b>	<b>61.1%</b>
<b>Operating expenses:</b>				
Offshore supply vessels	\$ 12,750	\$ 8,275	\$ 4,475	54.1%
Tugs and tank barges	9,429	7,313	2,116	28.9
	<u>\$ 22,179</u>	<u>\$ 15,588</u>	<u>\$ 6,591</u>	<u>42.3%</u>
<b>Depreciation and amortization:</b>				
Offshore supply vessels	\$ 4,072	\$ 3,508	\$ 564	16.1%
Tugs and tank barges	3,417	2,491	926	37.2
<b>Total</b>	<b>\$ 7,489</b>	<b>\$ 5,999</b>	<b>\$ 1,490</b>	<b>24.8%</b>
<b>General and administrative expenses</b>	<b>\$ 6,840</b>	<b>\$ 3,820</b>	<b>\$ 3,020</b>	<b>79.1%</b>
<b>Loss on early extinguishment of debt</b>	<b>\$</b>	<b>\$ 1,698</b>	<b>\$ (1,698)</b>	<b>(100.0)%</b>
<b>Interest expense</b>	<b>\$ 4,353</b>	<b>\$ 2,585</b>	<b>\$ 1,768</b>	<b>68.4%</b>
<b>Interest income</b>	<b>\$ 3,112</b>	<b>\$ 124</b>	<b>\$ 2,988</b>	<b>2,409.7%</b>
<b>Income tax expense</b>	<b>\$ 8,466</b>	<b>\$ 3,131</b>	<b>\$ 5,335</b>	<b>170.4%</b>

(1) Included in OSV revenues are amounts applicable to our two foreign-flagged AHTS vessels, the *HOS Saylor* and *HOS Navegante*, which we acquired in January and March 2005, respectively.

(2) Included are amounts applicable to our TTB operations in Puerto Rico. Puerto Rico is considered a possession of the United States and, therefore, the Jones Act and U.S. environmental laws and regulations apply to vessels operating in Puerto Rican waters.

**Three Months Ended March 31, 2006 Compared to Three Months Ended March 31, 2005**

*Revenues.* Revenues for the three months ended March 31, 2006 were significantly higher than the same period in 2005 due to the continued market strength in each of our two business segments and the increase in our average fleet size. Our OSV fleet size increased by one vessel resulting from the acquisition of the *HOS Navegante*, which was placed in service in June 2005, while our tank barge fleet increased by five vessels due to all five double-hulled tank barges under our first TTB newbuild program being placed in service on various dates in 2005. The vessels added to our fleet since March 2005 represent \$9.2 million of the increase in our revenues, while vessels that were in service during each of the full quarters ended March 31, 2006 and 2005 accounted for the remaining \$14.0 million of the net increase in revenues.

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Revenues from our OSV segment were 61.5% higher for the three months ended March 31, 2006 compared to the same period in 2005 due primarily to a significant improvement in effective dayrates and the addition of two AHTS vessels to our active fleet in January and June 2005. Our OSV average dayrates increased to \$18,175 for the first quarter of 2006 compared to \$11,577 for the same period of 2005, an increase of \$6,598 or 57.0%. Our OSV utilization rate was 90.0% for the three months ended March 31, 2006 compared to 94.5% for the same period in 2005 due to increased drydock activity. Domestic revenues for our OSV segment were \$33.3 million for the first quarter of 2006, an increase of \$14.9 million or 81.4%, compared to \$18.4 million for the same period of 2005, due mainly to the continued strengthening of demand in the OSV markets in which we operate. Foreign revenues for our OSV segment decreased to \$5.2 million for the three months ended March 31, 2006, compared to \$5.5 million for the same period in 2005, a decrease of \$0.3 million or 5.3%, due primarily to having an average of one less vessel working internationally during the first quarter of 2006. Based on current market trends, we anticipate that our fleetwide OSV effective dayrates should remain at or above first quarter 2006 levels for the remainder of calendar 2006 and throughout 2007.

Revenues from our TTB segment increased 60.4% for the three months ended March 31, 2006 compared to the same period in 2005 due to increased utilization and dayrates, and the addition of five new double-hulled tank barges throughout calendar 2005. Our tank barge utilization increased to 93.7% for the three months ended March 31, 2006 compared to 85.5% for the same period in 2005, which was partially the result of a change in contract mix from contracts of affreightment to time charters. Our tank barge average dayrate of \$14,771 for the three months ended March 31, 2006 increased \$1,579 or 12.0% from \$13,192 for the same period in 2005. The increase in average dayrates was primarily due to increasing demand in the northeastern United States tank barge market and the impact of our five new double-hulled tank barges. These new larger, double-hulled barges are able to command higher average dayrates than our previous fleet mix, which was predominately comprised of single-hulled barges with a smaller fleetwide average barrel-carrying capacity.

*Operating Expenses.* Operating expenses for the three months ended March 31, 2006 grew 42.3%, or \$6.6 million, to \$22.2 million. The increase in operating expenses was primarily the result of having more vessels in service and operating a recently acquired OSV shore-based facility during the first quarter of 2006 compared to the same period of 2005, as well as increasing costs related to insurance and personnel.

Operating expenses for our OSV segment increased 54.1% for the three months ended March 31, 2006 compared to the same period in 2005, primarily due to expenses related to the operation of HOS Port, increased personnel and insurance costs, and to a lesser extent, the full-quarter contribution of two AHTS vessels placed in service during the first half of 2005.

Operating expenses for our TTB segment for the three months ended March 31, 2006 were 28.9% higher than the prior-year period primarily as a result of the addition of two higher horsepower, ocean-going tugs and five double-hulled tank barges to this segment during 2005 and the addition of one higher horsepower tug during the first quarter of 2006. The increase in operating expenses was also affected by increasing costs related to fuel, in-chartered third party vessels, personnel and insurance.



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*Depreciation and Amortization.* Depreciation and amortization was \$1.5 million higher for the three months ended March 31, 2006 compared to the same period of 2005, due to having two AHTS vessels, five new double-hulled tank barges and two higher horsepower, ocean-going tugs in service in the first quarter of 2006. Depreciation expense is expected to increase further with the full-period contribution of two newly retrofitted tugs placed in service in early 2006. In addition, we expect our amortization costs to trend higher as newly constructed and recently acquired vessels undergo their initial 30 and 60-month recertifications.

*General and Administrative Expenses.* General and administrative expenses increased \$3.0 million during the first quarter of 2006 compared to the same period of 2005 primarily resulting from increased overhead related to employee benefits, including variable incentive compensation, and expenses recorded due to our recent adoption of FAS 123R under the modified prospective approach. The adoption of FAS 123R requires the recognition of stock-based compensation expense in our results of operations for the three months ended March 31, 2006, whereas, for the same period in 2005, we accounted for stock-based compensation in accordance with APB Opinion No. 25, and, therefore, no compensation expense was recognized. During the first quarter of 2006, we recorded stock-based compensation expense of approximately \$1.2 million related to FAS 123R. General and administrative expenses are expected to trend higher for the remainder of 2006 to accommodate our continued growth via vessel acquisitions, our newbuild and conversion programs and our continued application of FAS 123R to any additional stock options and restricted stock granted during the year.

*Interest Expense.* Interest expense increased during the first quarter of 2006 by \$1.8 million compared to the same quarter of 2005, as a result of the October 2005 issuance of an additional \$75 million in principal amount outstanding under our 6.125% senior notes and a decrease in capitalized interest. Capitalization of interest costs relating to new construction or conversion of vessels was approximately \$0.5 million for the three months ended March 31, 2006 compared to \$1.0 million for the same period in 2005.

*Interest Income.* Interest income increased to \$3.1 million during the first quarter of 2006 compared to \$0.1 million for the same quarter of 2005. The increase in interest income is primarily due to a higher average cash balance of \$279.6 million for the first quarter of 2006 compared to \$36.2 million for the same period of 2005. The average cash balance was higher in the first quarter of 2006 due to the approximate \$290.0 million of gross proceeds raised from the issuance of \$75.0 million of additional 6.125% senior notes and the public offering of 6.1 million shares of our common stock at a price of \$35.35 per share in October 2005. We are also earning higher interest rates on our invested cash balances during 2006 than year-ago levels.

*Income Tax Expense.* Our effective tax rate for the three months ended March 31, 2006 was 36.3% compared to 37.4% for the same period in 2005. Our effective tax rate decreased due mainly to our vessels shifting to and from foreign regions, which resulted in a change in our estimated foreign tax liability. Our income tax expense primarily consists of deferred taxes due to our federal net operating loss carryforwards. Our income tax rate is higher than the federal statutory rate due primarily to expected state and foreign tax liabilities and items not deductible for federal income tax purposes.

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### **Liquidity and Capital Resources**

Our capital requirements have historically been financed with cash flows from operations, proceeds from issuances of our debt and common equity securities, and borrowings under our credit facilities. We require capital to fund ongoing operations, construction of new vessels, acquisitions, vessel recertifications, discretionary capital expenditures and debt service. The nature of our capital requirements and the types of our financing sources are not expected to change significantly during 2006.

We have a five-year \$100 million senior secured revolving credit facility with a current borrowing base of \$60 million. On October 5, 2005, we used a portion of the net proceeds from a public offering of common stock and a concurrent private placement of additional 6.125% senior notes to pay down our revolving credit facility to a zero balance. As of March 31, 2006, we had \$60 million of credit immediately available under such facility. We have historically made, and may make additional, short-term draws on our revolving credit facility from time to time to satisfy scheduled capital expenditure requirements or for other corporate purposes. Any liquidity in excess of our planned capital expenditures will be utilized to repay debt or finance the implementation of our growth strategy, which includes expanding our fleet through the construction of new vessels, conversion or retrofit of existing vessels or acquisition of additional vessels, including OSVs, MPSVs, AHTS vessels, fast supply vessels, ocean-going tugs, tank barges and tankers, as needed to take advantage of the demand for such vessels.

We believe that our current working capital, projected cash flows from operations and available capacity under our revolving credit facility, will be sufficient to meet our cash requirements for the foreseeable future and will fund the recently announced vessel newbuild and conversion programs. Although we expect to continue generating positive working capital through our operations, events beyond our control, such as declines in expenditures for exploration, development and production activity, mild winter conditions or a reduction in domestic consumption of refined petroleum products, may affect our financial condition or results of operations. Depending on the market demand for OSVs, tugs and tank barges and other growth opportunities that may arise, we may require additional debt or equity financing.

*Operating Activities.* We rely primarily on cash flows from operations to provide working capital for current and future operations. Cash flows from operating activities were \$27.9 million for the three months ended March 31, 2006 compared to \$16.3 million for the same period in 2005. The increase in operating cash flows was the result of substantially improved market conditions in both of our business segments and the growth of our fleet. Our cash flows from operations for the three months ended March 31, 2006 reflect a full period of revenue contribution from two AHTS vessels and five new double-hulled tank barges that were placed in service during 2005.

As of December 31, 2005, we had federal tax net operating loss carryforwards of approximately \$92 million available through 2020 to offset future federal taxable income. These federal tax net operating losses were generated primarily through accelerated tax depreciation applied to our vessels. Our use of these tax net operating losses and additional tax benefits may be limited due to U.S. tax laws. Based on the age and composition of our current and projected fleet, we expect to continue generating federal tax net operating losses over the near term.

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*Investing Activities.* Net cash used in investing activities for the three months ended March 31, 2006 was approximately \$12.3 million compared to \$46.4 million for the same period in 2005. Cash utilized in the first quarter of 2006 consisted of construction costs incurred for our first TTB newbuild program, our MPSV conversion program and our fourth OSV newbuild program. Cash utilized in the first quarter of 2005 consisted of construction costs incurred under our first TTB newbuild program, as well as costs related to the purchase and retrofit of the *HOS Saylor* and *HOS Navegante* acquired in January and March 2005, respectively.

In May 2005, we announced a conversion program to retrofit two coastwise sulfur tankers into U.S.-flagged, new generation 370 class MPSVs. The total project cost to acquire and convert the two vessels is now expected to be \$110.0 million. We have recently reached contract terms for the retrofit and conversion of these vessels at an East Coast location and have incurred approximately \$13.4 million to-date, which primarily includes the vessel acquisition costs and the purchase of owner-furnished equipment. The remaining conversion costs are expected to be incurred during the remainder of 2006 and calendar year 2007. We plan to fund the project from current cash on-hand and projected cash flows from operations. The *M/V W.K. McWilliams, Jr.*, which we acquired in November 2001 and renamed the *Energy Service 9001*, and the *M/V Benno C. Schmidt*, the sister vessel to the *Energy Service 9001* that we acquired in May 2005, are the two coastwise tankers that are being converted and will be renamed under the MPSV conversion program. We anticipate delivery of the converted vessels during mid-to-late 2007.

In August and September 2005, we acquired two 6,100 horsepower tugs, which were renamed the *Eagle Service* and *Patriot Service*, respectively. The aggregate cost to purchase and retrofit these vessels is expected to be approximately \$16.0 million, substantially all of which has been incurred to date. The *Patriot Service* was placed in service on March 15, 2006 and the *Eagle Service* was placed in service on April 1, 2006.

In September 2005, we announced new vessel construction programs for each of our two business segments. These will be our fourth OSV newbuild program and second TTB newbuild program. Our fourth OSV newbuild program was originally comprised of an innovative high-end proprietary class of vessel that would add approximately 20,000 deadweight tons of capacity at an aggregate cost of \$170.0 million. However, in February 2006, we decided to defer contracting these vessels, now referred to as Phase 1 of our fourth OSV newbuild program, until more favorable shipyard conditions materialize. In conjunction with the deferral of Phase 1, we also announced, in February 2006, Phase 2 of this program that would add up to six 240 EDF class vessels to our proprietary OSV fleet, representing an incremental 17,000 deadweight tons of capacity. In May 2006, we announced that we have further expanded the scope of our fourth OSV newbuild program from six vessels to a total of nine proprietary OSVs, bringing the aggregate capacity of Phase 2 of this program to approximately 26,000 deadweight tons. These nine vessels will be comprised of a mix of proprietary 240 ED and 240 EDF class OSVs with projected delivery dates ranging from early 2008 through early 2009. We are now contracted with two domestic shipyards for the construction of seven of the nine vessels and have an option with respect to the remaining two newbuilds. Based on such contracts and current estimates, the total cost of the nine new OSVs to be constructed under Phase 2 of this program is now expected to be approximately \$185.0 million in the aggregate.

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Our second TTB newbuild program is to be comprised of several new double-hulled tank barges with an aggregate 400,000 barrels of additional carrying capacity and the related ocean-going tugs to be used as power units for the new barges, which we plan to acquire and retrofit or construct. The estimated total cost of the new ocean-going tugs and ocean-going tank barges to be constructed or retrofitted under our second TTB newbuild program is expected to be approximately \$105.0 million in the aggregate. We are now contracted with one domestic shipyard to build three 60,000-barrel barges under this program, of which approximately \$3.7 million has been incurred to-date. In addition, we have recently agreed to acquire up to four 3,000 horsepower, ocean-going tugs and plan to retrofit these vessels for a combined aggregate cost of approximately \$20.0 million to \$24.0 million, which is included in the total project budget of \$105.0 million. After a retrofit period in the shipyard, these tugs will be used as power sources for the new tank barges to be delivered under this program. The precise number and specifications of the remaining 220,000 barrels of barge capacity and any additional tugs to be constructed or retrofitted under this program will be finalized as certain internal milestones are completed, including the negotiation of shipyard contracts. All of the new vessels to be constructed under the second TTB newbuild program are expected to be delivered from early-2007 through mid-2008.

For all newbuild vessels, planned or under construction, the projected timing and pricing are subject to change due to delays and cost overruns inherent in any large construction project, including shortages of equipment, lack of shipyard availability, unforeseen engineering problems, work stoppages, weather interference, unanticipated cost increases, inability to obtain necessary certifications and approvals and shortages of materials or skilled labor.

Investing activities for the remainder of 2006 are anticipated to include costs related to the construction of vessels under our current newbuild and conversion programs, the acquisition and retrofit of additional vessels, and other capital expenditures, including discretionary vessel modifications and corporate projects. See **Contractual Obligations** for a brief overview of anticipated vessel construction commitments in 2006. Construction costs related to the fourth OSV newbuild program and the second TTB newbuild program will be funded, in part, with a portion of the proceeds from our October 2005 common stock offering and concurrent senior note offering and projected cash flows from operations. All of the above historical and budgeted capital expenditure project budget amounts for our active and pending newbuild and conversion programs represent estimated cash outlays and do not include any allocation of capitalized construction period interest.

*Financing Activities.* Net cash provided by financing activities was \$0.1 million for the three months ended March 31, 2006, which resulted from cash proceeds generated from stock option exercises. Net cash used by financing activities was \$6.1 million for the three months ended March 31, 2005, which primarily relates to the January 2005 redemption of our non-tendered 10.625% senior notes.

## **Contractual Obligations**

We have a \$100.0 million revolving credit facility due February 2009 with a borrowing base of \$60.0 million. As of March 31, 2006, we had no outstanding balance and \$60.0 million of borrowing capacity immediately available under the facility. We plan to negotiate a new

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revolving credit facility with our current bank group, and possibly add new lenders, during 2006. Our goal will be to provide for, among other things, a longer maturity, increased borrowing capacity, lower interest rates and an updated covenant package commensurate with our improved credit standing.

As of March 31, 2006, we had outstanding debt of \$299.5 million, net of original issue discount, under our senior unsecured 6.125% notes, or senior notes. The effective interest rate on the senior notes is 6.39%. Semi-annual cash interest payments of \$9.2 million are due and payable each June 1 and December 1. The senior notes do not require any payments of principal prior to their stated maturity of December 1, 2014, but pursuant to the 2004 indenture under which the senior notes are issued, we would be required to make offers to purchase the senior notes upon the occurrence of specified events, such as certain asset sales or a change in control. For additional information with respect to our revolving credit facility and our senior notes, please refer to note 4 of our unaudited consolidated financial statements included herein.

As of March 31, 2006, we were committed under vessel construction contracts with one domestic shipyard for three 60,000-barrel double-hulled tank barges under our second TTB newbuild program. All five double-hulled tank barges under our first TTB newbuild program were delivered in 2005. The two remaining 6,100 horsepower tugs under that program, the *Patriot Service* and the *Eagle Service*, were delivered on March 15, 2006 and April 1, 2006, respectively. We are also contractually committed for a total of seven OSVs and have options for two additional vessels under our fourth OSV newbuild program. The following table sets forth the amounts incurred, before construction period interest, during the three months ended March 31, 2006 and since each program's inception, as well as the estimated total project costs for each of our current expansion programs (in millions):

	Three Months Ended	Amounts Incurred	Estimated Program
	March 31, 2006	Since Inception	Totals
<b>Growth Capital Expenditures:</b>			
Completed:			
TTB newbuild program #1	\$ 3.9	\$ 119.3	\$ 119.3
Active:			
MPSV conversion program	1.5	13.4	110.0
TTB newbuild program #2		3.7	105.0
OSV newbuild program #4	2.2	2.2	185.0
Pending:			
OSV newbuild program #4			170.0
<b>Total:</b>	<b>\$ 7.6</b>	<b>\$ 138.6</b>	<b>\$ 689.3</b>

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During calendar 2006, we expect to drydock a total of eleven OSVs, five tugs, and seven tank barges for recertification and/or discretionary vessel enhancements, as well as incur non-vessel capital expenditures related primarily to information technology initiatives. The following table summarizes the costs incurred for those purposes for the three months ended March 31, 2006, along with such costs expected to be incurred for the full year ended December 31, 2006 (in millions):

	Three Months Ended	Year Ended
	March 31, 2006	December 31, 2006
<b>Maintenance Capital Expenditures:</b>	<b>Actual</b>	<b>Forecast</b>
Deferred drydocking charges	\$ 0.9	\$ 11.2
Other vessel capital improvements	1.1	4.4
Miscellaneous non-vessel additions	1.3	3.7
<b>Total:</b>	<b>\$ 3.3</b>	<b>\$ 19.3</b>

**Forward Looking Statements**

We make forward-looking statements in this Quarterly Report on Form 10-Q, including certain information set forth in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations." We have based these forward-looking statements on our current views and assumptions about future events and our future financial performance. You can generally identify forward-looking statements by the appearance in such a statement of words like anticipate, believe, continue, could, estimate, expect, intend, may, plan, potential, predict, project, should or will or other comparable words or phrases. When you consider our forward-looking statements, you should keep in mind the risk factors we describe in our Annual Report on Form 10-K for the year ended December 31, 2005 and other cautionary statements we make in this Quarterly Report on Form 10-Q.

Among the risks, uncertainties and assumptions to which these forward-looking statements may be subject are:

activity levels in the energy markets;

changes in oil and natural gas prices;

increases in supply of vessels in our markets;

the effects of competition;

our ability to complete vessels under construction or conversion without significant delays or cost overruns;

our ability to integrate acquisitions successfully;

our ability to maintain adequate levels of insurance;

demand for refined petroleum products or in methods of delivery;

loss of existing customers and our ability to attract new customers;

changes in laws;

changes in international economic and political conditions;

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changes in foreign currency exchange rates;

adverse foreign or domestic tax consequences;

uncollectible foreign accounts receivable or longer collection periods on such accounts;

financial stability of our customers;

retention of skilled employees and our management;

laws governing the health and safety of our employees working offshore;

catastrophic marine disasters;

adverse weather and sea conditions;

oil and hazardous substance spills;

war and terrorism;

acts of God;

our ability to finance our operations and capital requirements on acceptable terms and access the debt and equity markets;

our ability to charter our vessels on acceptable terms; and

our success at managing these risks.

Our forward-looking statements are only predictions based on expectations that we believe are reasonable. Actual events or results may differ materially from those described in any forward-looking statement. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. To the extent these risks, uncertainties and assumptions give rise to events that vary from our expectations, the forward-looking events discussed in this Quarterly Report on Form 10-Q may not occur.

***Item 3 Quantitative And Qualitative Disclosures About Market Risk***



We have not entered into any derivative financial instrument transactions to manage or reduce market risk or for speculative purposes.

Changes in interest rates may result in changes in the fair market value of our financial instruments, interest income and interest expense. Our financial instruments that are exposed to interest rate risk are cash equivalents and long-term borrowings. Due to the short duration and conservative nature of our cash equivalent investment portfolio, we do not expect any material loss with respect to our investments. The book value for cash equivalents is considered to be representative of its fair value.

We are subject to interest rate risk on our long-term fixed interest rate senior notes. In general, the fair market value of debt with a fixed interest rate will increase as interest rates fall. Conversely, the fair market value of debt will decrease as interest rates rise. The currently outstanding senior notes accrue interest at the rate of 6.125% per annum and mature on December 1, 2014 and the effective interest rate on such notes is 6.39%. Our revolving credit facility has a variable interest rate and, therefore, is not subject to interest rate risk.

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Our operations are primarily conducted between U.S. ports, including along the coast of Puerto Rico, and historically we have not been exposed to foreign currency fluctuation. However, as we expand our operations to international markets, we may become exposed to certain risks typically associated with foreign currency fluctuation. We currently have time charters for four of our OSVs for service offshore Trinidad. Although such contracts are denominated and will be paid in U.S. Dollars, value added tax, or VAT, payments are paid in Trinidad & Tobago dollars which creates an exchange risk related to currency fluctuations. In addition, we are currently operating under fixed time charters with one of our other OSVs and our fast supply vessel for service offshore Mexico. Although we are paid in U.S. Dollars, there is an exchange risk to foreign currency fluctuations related to the payment terms of such time charters. To date, we have not hedged against any foreign currency rate fluctuations associated with foreign currency VAT payments or other foreign currency denominated transactions arising in the normal course of business. We continually monitor the currency exchange risks associated with conducting international operations. To date, gains or losses associated with such fluctuations have not been material.

## ***Item 4 Controls and Procedures***

### **Management's Quarterly Report on Internal Control Over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13(a)-15(e). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with U.S. generally accepted accounting principles; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with authorizations of the Company's management and board of directors; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of the end of the most recent fiscal quarter reported on herein and our management concluded that our internal control over financial reporting was effective as of March 31, 2006.

### **Changes in Internal Control Over Financial Reporting**

There were no significant changes in our internal controls over financial reporting that occurred during the quarter ended March 31, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

***Item 1 Legal Proceedings***

We are not currently a party to any material legal proceedings, although we may from time to time be subject to various legal proceedings and claims that arise in the ordinary course of business.

***Item 1A Risk Factors***

There were not material changes from risk factors as previously disclosed in the Company's Form 10-K for the fiscal year ended December 31, 2005, in response to Item 1A to Part I of Form 10-K.

***Item 2 Unregistered Sales of Equity Securities and Use of Proceeds***

None.

***Item 3 Defaults Upon Senior Securities***

None.

***Item 4 Submission of Matters to a Vote of Security Holders***

None.

***Item 5 Other Information***

None.

**Item 6 Exhibits**

**Exhibit**

**Number**

**Description of Exhibit**

- |     |                                                                                                                                                                                                                                                                                                               |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Second Restated Certificate of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended March 31, 2005).                                                                                                                           |
| 3.2 | Certificate of Designation of Series A Junior Participating Preferred Stock filed with the Secretary of State of the State of Delaware on June 20, 2003 (incorporated by reference to Exhibit 3.6 to the Company's Registration Statement on Form S-1 dated September 19, 2003, Registration No. 333-108943). |
| 3.3 | Fourth Restated Bylaws of the Company adopted June 30, 2004 (incorporated by reference to Exhibit 3.3 to the Company's Form 10-Q for the quarter ended June 30, 2004).                                                                                                                                        |

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<b>Exhibit</b>	
<b>Number</b>	<b>Description of Exhibit</b>
4.1	Indenture dated as of November 23, 2004 between the Company, the guarantors named therein and Wells Fargo Bank, National Association (as Trustee), including table of contents and cross-reference sheet (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 18, 2004).
4.2	Specimen 6.125% Series B Senior Note due 2014 (incorporated by reference to Exhibit 4.5 to the Company's Amendment No. 1 to Registration Statement on Form S-4 dated February 7, 2005, Registration No. 333-121557).
4.3	Specimen 144A Global 6.125% Series A Senior Note Due 2014 (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended September 30, 2005).
4.4	Specimen Regulation S Global 6.125% Series A Senior Note Due 2014 (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended September 30, 2005).
4.5	Exchange and Registration Rights Agreement, dated as of October 4, 2005, among Goldman, Sachs & Co., Bear, Stearns & Co., Inc., Jefferies & Company, Inc., Hornbeck Offshore Services, Inc. and the guarantors party thereto (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated October 4, 2005).
4.6	Specimen stock certificate for the Company's common stock, \$0.01 par value (incorporated by reference to the Company's amended Registration Statement on Form 8-A/A dated September 3, 2004).
4.7	Rights Agreement dated as of June 18, 2003 between the Company and Mellon Investor Services LLC as Rights Agent, which includes as Exhibit A the Certificate of Designations of Series A Junior Participating Preferred Stock, as Exhibit B the form of Right Certificate and as Exhibit C the form of Summary of Rights to Purchase Stock (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed July 2, 2003).
4.8	Amendment to Rights Agreement dated as of March 5, 2004 between the Company and Mellon Investor Services LLC as Rights Agent (incorporated by reference to Exhibit 4.13 to the Company's Form 10-K for the period ended December 31, 2003).
4.9	Second Amendment to Rights Agreement dated as of September 3, 2004 by and between the Company and Mellon Investor Services, LLC as Rights Agent (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A/A file September 3, 2004, Registration No. 333-108943).
10.1	Facilities Use Agreement effective January 1, 2006, and incorporated Indemnification Agreement and amendments thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 14, 2006).

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<b>Exhibit</b>	
<b>Number</b>	<b>Description of Exhibit</b>
10.2	Director & Advisory Director Compensation Policy, effective February 14, 2006 (incorporated by reference to Exhibit 10.15 to the Company's Form 10-K for the period ended December 31, 2005).
10.3	Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan, effective May 2, 2006 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 4, 2006)..
10.4	Third Amendment to Senior Employment Agreement dated effective March 31, 2006 by and between Todd M. Hornbeck and the Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 31, 2006).
10.5	Third Amendment to Employment Agreement dated effective March 31, 2006 by and between Carl G. Annessa and the Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 31, 2006).
10.6	Third Amendment to Employment Agreement dated effective March 31, 2006 by and between James O. Harp, Jr. and the Company (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated March 31, 2006).
*31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

Hornbeck Offshore Services, Inc.

Date: May 9, 2006

/s/ JAMES O. HARP, JR.

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**James O. Harp, Jr.**

**Executive Vice President and Chief Financial Officer**

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<b>Exhibit</b>	
<b>Number</b>	<b>Description of Exhibit</b>
3.1	Second Restated Certificate of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended March 31, 2005).
3.2	Certificate of Designation of Series A Junior Participating Preferred Stock filed with the Secretary of State of the State of Delaware on June 20, 2003 (incorporated by reference to Exhibit 3.6 to the Company's Registration Statement on Form S-1 dated September 19, 2003, Registration No. 333-108943).
3.3	Fourth Restated Bylaws of the Company adopted June 30, 2004 (incorporated by reference to Exhibit 3.3 to the Company's Form 10-Q for the quarter ended June 30, 2004).
4.1	Indenture dated as of November 23, 2004 between the Company, the guarantors named therein and Wells Fargo Bank, National Association (as Trustee), including table of contents and cross-reference sheet (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 18, 2004).
4.2	Specimen 6.125% Series B Senior Note due 2014 (incorporated by reference to Exhibit 4.5 to the Company's Amendment No. 1 to Registration Statement on Form S-4 dated February 7, 2005, Registration No. 333-121557).
4.3	Specimen 144A Global 6.125% Series A Senior Note Due 2014 (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended September 30, 2005).
4.4	Specimen Regulation S Global 6.125% Series A Senior Note Due 2014 (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended September 30, 2005).
4.5	Exchange and Registration Rights Agreement, dated as of October 4, 2005, among Goldman, Sachs & Co., Bear, Stearns & Co., Inc., Jefferies & Company, Inc., Hornbeck Offshore Services, Inc. and the guarantors party thereto (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated October 4, 2005).
4.6	Specimen stock certificate for the Company's common stock, \$0.01 par value (incorporated by reference to the Company's amended Registration Statement on Form 8-A/A dated September 3, 2004).
4.7	Rights Agreement dated as of June 18, 2003 between the Company and Mellon Investor Services LLC as Rights Agent, which includes as Exhibit A the Certificate of Designations of Series A Junior Participating Preferred Stock, as Exhibit B the form of Right Certificate and as Exhibit C the form of Summary of Rights to Purchase Stock (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed July 2, 2003).



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<b>Exhibit</b>	
<b>Number</b>	<b><u>Description of Exhibit</u></b>
4.8	Amendment to Rights Agreement dated as of March 5, 2004 between the Company and Mellon Investor Services LLC as Rights Agent (incorporated by reference to Exhibit 4.13 to the Company's Form 10-K for the period ended December 31, 2003).
4.9	Second Amendment to Rights Agreement dated as of September 3, 2004 by and between the Company and Mellon Investor Services, LLC as Rights Agent (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A/A file September 3, 2004, Registration No. 333-108943).
10.1	Facilities Use Agreement effective January 1, 2006, and incorporated Indemnification Agreement and amendments thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 14, 2006).
10.2	Director & Advisory Director Compensation Policy, effective February 14, 2006 (incorporated by reference to Exhibit 10.15 to the Company's Form 10-K for the period ended December 31, 2005).
10.3	Second Amended and Restated Hornbeck Offshore Services, Inc. Incentive Compensation Plan, effective May 2, 2006 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 4, 2006).
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**Exhibit**

**Number**

**Description of Exhibit**

\*32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

39

/font>

**31**

**34**

83

(1

)

82

Overseas

**(12**

)

**12**

9

5

14

Other on-demand deposits

Australia

47

84

131

Table of Contents

59

Overseas

)

)

)

)

Term deposits and certificates of deposit

Australia

**365**

**313**

**678**

335

(24

)

311

Overseas

(17

)

**19**

**2**

Table of Contents

**61**

)

)

Government and official institution deposits

Australia

4

1

5

Overseas

(8

)

(2

)

(10

)

5

(21

)

(16

)

Short-term borrowings

Australia

**254**

**(33**

)

**221**

61

(3

)

58

Overseas

**31**

**9**

**40**

Table of Contents

**64**



)	(48
)	(124
)	(172
Long-term borrowings	

Australia

**148**

**74**

**222**

Table of Contents

**65**

	15
	(155
)	
	(140
)	
Overseas	
	<b>32</b>
	7
	<b>39</b>
	(103
)	
	23
	(80
)	
Other debt issues	

Australia

(3

)

(2

)

(5

)

(11

)

2

(9

)

Overseas

6

(23

)

(17

)

Table of Contents

67

	9
	(26
)	
	(17
)	
Other interest-bearing liabilities	
	<b>(1,078</b>
)	
	<b>1,847</b>
	<b>769</b>
	(457
)	
	545
	88
Change in interest expense	
	<b>(476</b>
)	
	<b>2,332</b>
	<b>1,856</b>
Table of Contents	68

	213
	178
	391
Change in net interest income	<b>1,653</b>
)	<b>(1,881</b>
)	<b>(228</b>
)	1,191
)	(994
)	197

Average interest-earning assets for 2004 increased by \$13.2 billion or 4.5% to \$306.5 billion, from \$293.3 billion in 2003 and \$270.5 billion in 2002. *(Refer to volumes below for information.)* The impact of the volume growth on interest income was an increase of \$1,177 million in 2004, after an increase of \$1,404 million in 2003. This reflects a continued environment of housing lending-driven volume growth, although there has been a slowdown in 2004. The movement in rates over the same period resulted in an increase in interest income of \$451 million in 2004, after a decrease of \$816 million in 2003. The increase in 2004 reflects an environment of rising interest rates in Australia and the UK, while the decrease in 2003 was primarily impacted by a fall in rates in the UK.

Average interest-bearing liabilities increased by \$11.4 billion in 2004, after increases of \$15.6 billion in 2003 and \$10.8 billion in 2002. The impact of the increasing volumes on interest expense was a decrease of \$476 million in 2004, after an increase of \$213 million in 2003. The movement in rates over the same period resulted in an increase in interest expense of \$2,332 million in 2004, after an increase of \$178 million in 2003. The increase in interest expense on other interest-bearing liabilities of \$769 million in 2004 reflects an increase in interest expense relating to swaps (an off-balance sheet item). In addition, there has been a continued increase in term deposits (primarily in Australia) due to more competitive pricing in 2004, an increase in short-term borrowings (primarily global commercial paper), and an increase in long-term borrowings

in 2004.

### Interest spreads and margins

	2004 \$m	2003 \$m	2002 \$m
<b>Australia</b>			
Net interest income	3,822	3,792	3,613
Average interest-earning assets	173,071	151,225	129,458
Interest spread adjusted for interest foregone on non-accrual and restructured loans (%)	1.89	2.37	2.67
Interest foregone on non-accrual and restructured loans (%)	(0.02)	(0.04)	(0.04)
Net interest spread (%) (1)	1.87	2.33	2.63
Benefit of net free liabilities, provisions and equity (%)	0.34	0.18	0.16
Net interest margin (%) (2)	2.21	2.51	2.79

<b>Overseas</b>			
Net interest income	<b>3,369</b>	3,627	3,609
Average interest-earning assets	<b>149,051</b>	160,169	154,282
Interest spread adjusted for interest foregone on non-accrual and restructured loans (%)	<b>1.91</b>	1.86	2.03
Interest foregone on non-accrual and restructured loans (%)	<b>(0.01)</b>	(0.02)	(0.02)
Net interest spread (%) (1)	<b>1.90</b>	1.84	2.01
Benefit of net free liabilities, provisions and equity (%)	<b>0.36</b>	0.43	0.33
Net interest margin (%) (2)	<b>2.26</b>	2.27	2.34
<b>Group</b>			
Net interest income	<b>7,191</b>	7,419	7,222
Average interest-earning assets	<b>306,500</b>	293,318	270,527
Interest spread adjusted for interest foregone on non-accrual and restructured loans (%)	<b>1.96</b>	2.21	2.41
Interest foregone on non-accrual and restructured loans (%)	<b>(0.02)</b>	(0.03)	(0.02)
Net interest spread (%) (1)	<b>1.94</b>	2.18	2.39
Benefit of net free liabilities, provisions and equity (%)	<b>0.41</b>	0.35	0.28
Net interest margin (%) (2)	<b>2.35</b>	2.53	2.67

(1) *Net interest spread represents the difference between the average interest rate earned and the average interest rate incurred on funds.*

(2) *Net interest margin is net interest income as a percentage of average interest-earning assets.*

Net interest income decreased by \$228 million to \$7,191 million in 2004, driven by an 18 basis point decline in net interest margin to 2.35%, partly offset by a 4.5% growth in average interest-earning assets to \$306.5 billion. Australian net interest income increased 0.8% to \$3,822 million, with average interest-earning assets growing 14.4% to \$173.1 billion and net interest margin declining 30 basis points to 2.21%. Overseas net interest income decreased by 7.1% to \$3,369 million, with average interest earning-assets declining by 6.9% to \$149.1 billion, and the net interest margin falling 1 basis point to 2.26%.

Net interest income increased by \$197 million to \$7,419 million in 2003, driven by 8.4% growth in average interest-earning assets to \$293.3 billion, partly offset by a 14 basis point decline in net interest margin to 2.53%. Australian net interest income increased by 5.0% to \$3,792 million, with average interest-earning assets growing 16.8% to \$151.2 billion and net interest margin declining 28 basis points to 2.51%. Overseas net interest income increased by 0.5% to \$3,627 million, with average interest-earning assets growing by 3.8% to \$160.2 billion, and the net interest margin falling 7 basis points to 2.27%.

## Volumes

Average interest-earning assets for 2004 increased by \$13.2 billion or 4.5% to \$306.5 billion, from \$293.3 billion in 2003 and \$270.5 billion in 2002. Growth in 2004 and 2003 was primarily driven by growth in loans and advances in Australia, which increased by \$17.5 billion or 13.9% in 2004 (2003: \$17.5 billion or 16.2%). However, this was partly offset by a decline in amounts due from other financial institutions in Europe of \$5.8 billion or 29.2% in 2004. Loan growth continued to be predominantly in housing lending. *For a further discussion of the main factors influencing the movement in average interest-earning assets, refer to gross loans and advances on page 52.*

### **Net interest margin**

The net interest margin (net interest income as a percentage of average interest-earning assets), which includes the impact of non-accrual and restructured loans on net interest income, decreased by 18 basis points to 2.35% in 2004, from 2.53% in 2003 and 2.67% in 2002. The decrease during 2004, as with the 14 basis point decrease in 2003, was primarily driven by the mix effect of the strong growth in lower margin mortgage and fixed rate lending and a reduced contribution from the Corporate & Institutional Banking Market's division. The 2004 year was also impacted by higher wholesale funding costs and the reversal of prior period capitalised interest of \$28 million on a large exposure which has been re-classified as a non-accrual loan. A funding benefit on the proceeds of the sale of HomeSide US was recognised in 2003.

The interest rate on Australian interest-earning assets increased by 35 basis points to 6.7% in 2004, from 6.3% in 2003 and 6.9% in 2002, while the interest rate on interest-bearing liabilities increased by 81 basis points to 4.8% from 4.0% in 2003 and 4.2% in 2002. The decline in net interest margin in Australia of 30 basis points in 2004 and 28 basis points in 2003 resulted primarily from the mix effect of the strong growth in lower margin mortgage lending, a reduced contribution from the Corporate & Institutional Banking Market's division and the focus on selective business lending to enhance the portfolio asset quality. The 2004 year was also impacted by higher wholesale funding costs and the reversal of prior period capitalised interest of \$28 million on a large exposure, which has been reclassified as a non-accrual loan.

The interest rate on overseas interest-earning assets was flat at 5.0% in 2004 compared to 5.0% in 2003 and 5.2% in 2002, while the interest rate on interest-bearing liabilities was also flat at 3.1% in 2004, compared to 3.2% in 2003 and 3.2% in 2002. Overseas net interest margin decreased by 1 basis point in 2004 and primarily reflects a change in product mix towards lower margin mortgage and fixed rate lending products and a decline in personal loans in Europe. The decrease in net interest margin of 7 basis points in 2003 was driven by an increase in structured lending products in Corporate & Institutional Banking in 2003.



**Net life insurance income**

2004	\$	1,012 million
2003	\$	444 million
2002	\$	(10) million

Net life insurance income comprises the revenue and interest component of premiums, dividends, realised and unrealised capital gains and other returns on investments under the life insurer's control, net of claims expense, change in policy liabilities, policy acquisition and maintenance expense, and investment management fees (refer to note 54 in the financial report for disclosures in relation to the Group's life insurance business).

Net life insurance income increased by \$568 million to \$1,012 million income in 2004, from \$444 million in 2003 and a \$10 million loss in 2002.

Life insurance revenue increased by \$2,139 million to \$5,847 million in 2004 from \$3,708 million in 2003 and \$146 million in 2002. This increase was impacted by an increase in investment revenue (increase of \$2,083 million in 2004 and \$3,747 million in 2003) reflecting improvement in the performance of global equity markets. This was offset by an increase in the change in policy liabilities of \$1,850 million to \$3,368 million in 2004 from \$1,518 million in 2003. There was a further offset within income tax expense, which includes the tax expense for policyholders relating to investment income. Premium and related revenue increased \$56 million, or 5.9%, to \$1,005 million due to growth in average in force premiums for personal and group protection products, and strong annuities sales. This was partly offset by reduced earnings as a result of the sale of National Australia Life Company Limited in December 2003.

In 2003 premium and related revenue decreased \$185 million, or 16.3%, to \$949 million as a result of decreased premium revenue from the international businesses arising from the strength of the Australian dollar, decreased investment business sales in Australia and a decline in premiums from the closed book of traditional business. This decrease was partly offset by increased insurance premiums reflecting growth in volumes.

Life insurance expenses increased by \$1,571 million to \$4,835 million in 2004 from \$3,264 million in 2003 and \$156 million in 2002. This was due to the increase in change in policy liabilities resulting from the improved performance of global equity markets, and is consistent with the increase in investment revenue during 2004 and 2003. Claims expense decreased \$256 million, or 26.7%, to \$702 million, as a result of decreased claims due to the sale of National Australia Life Company Limited in December 2003, and a decrease in claims driven by higher surrenders in 2003, which did not occur in 2004, due to the withdrawal from the traditional life business. In 2003, claims expense increased \$2 million, or 0.2%, reflecting higher surrenders in the closed traditional life business and increased insurance claims as a result of volume growth, partly offset by the impact of the strengthening Australian dollar reducing claims expense from the international businesses.

In addition, net life insurance income includes investment revenue attributable to consolidated registered schemes of the Group's life insurance statutory funds, with a corresponding increase in net profit attributable to outside equity interest.

**Other banking and financial services income**

2004	\$	4,831 million
2003	\$	5,010 million
2002	\$	7,006 million

Other banking and financial services income includes loan fees from banking, money transfer fees, fees and commissions, treasury-related income, investment management fees, fleet management fees and other income (including rental income, dividends received and profit on sale of property, plant and equipment and other assets).

Other banking and financial services income decreased by \$179 million, or 3.6%, to \$4,831 million in 2004, after a decrease of 28.5% in 2003 and an increase of 47.5% in 2002. Refer below for a detailed analysis of the main categories of other banking and financial services income.

#### Loan fees from banking

2004	\$	1,447 million
2003	\$	1,441 million
2002	\$	1,361 million

Loan fees from banking primarily consist of acceptance fees for accepting bills of exchange, application fees to cover costs of establishing lending facilities, commitment fees to compensate for undrawn funds set aside for a customer's ultimate use, and service fees to cover costs of maintaining credit facilities.

Loan fees from banking increased by \$6 million, or 0.4%, to \$1,447 million in 2004, after increases of 5.9% in 2003 and 2.0% in 2002. The flat loan fees result reflects solid bill fee income growth in Australia, offset by the impact of changing customer behaviour to avoid fees and competitive pricing across all regions. Lending growth achieved in 2003, primarily in relation to housing in Australia and New Zealand, is reflected in the increase in loan fees from banking of \$80 million, or 5.9%, in 2003.

**Money transfer fees**

2004	\$	983 million
2003	\$	1,026 million
2002	\$	1,014 million

Money transfer fees are fees earned on the transfer of monies between accounts and/or countries and also include fees for bank cheques and teletransfers, dishonours and special clearances, and periodical payments.

Money transfer fees decreased by \$43 million, or 4.2%, to \$983 million in 2004, after an increase of 1.2% in 2003 and a decrease of 2.8% in 2002. This decrease reflects customers moving to lower cost transaction channels and a reduction in fees as a result of competition. The \$12 million increase in 2003 reflected sustained activity across all regions.

**Fees and commissions**

2004	\$	1,221 million
2003	\$	1,158 million
2002	\$	1,118 million

Fees and commissions consist of fees charged to cover the costs of establishing credit card facilities, commissions from selling insurance and investment products and other fees.

Fees and commissions increased by \$63 million, or 5.4%, to \$1,221 million in 2004, after an increase of 3.6% in 2003 and 12.0% in 2002. This increase is primarily due to increased contributions from life commission income in the UK, increased contributions from Plum Financial Services Group, higher fees as a result of growth in funds under management, and increased commissions due to growth in trading volumes, partly offset by negative impact of the Reserve Bank of Australia credit interchange fee reform, which was effective October 31, 2003. In 2003, the increase reflected higher fees from structured finance transactions, which in part was offset by the outsourcing of the merchant acquiring business in Europe.

**Trading income**

2004	\$	575 million
2003	\$	625 million
2002	\$	563 million

Trading income includes all realised and unrealised profits and losses resulting directly from foreign exchange trading activities, trading securities and interest rate-related and other derivative trading activities.

Trading income (excluding significant items) decreased by \$50 million, or 8.0%, to \$575 million in 2004, after an increase of 11.0% in 2003 and a decrease of 21.9% in 2002. The decrease in 2004 is a result of a benign trading environment influenced by flatter yield curves and reduced volatility in interest rate and foreign exchange environments. The result was also impacted by the closure of the currency options desk from January 2004 and the inability of Corporate & Institutional Banking to offer a full suite of products to customers following the closure. It was also impacted by a reduced risk profile in response to the Group's revised risk management policy, which was issued following the unauthorised foreign currency options trading losses incident. The increase in 2003 reflected higher interest rate income due to increased activity within Corporate & Institutional Banking. The impact of this was partially offset by lower foreign exchange derivative income.

In January 2004, the Company announced that it has identified losses relating to unauthorised trading in foreign currency options. Based on its assessment, the Company announced a total loss of \$360 million before tax, arising from the unauthorised foreign currency options trading, which has been classified as a significant item. The Company analysed the amount of losses that were incurred during the year ended September 30, 2003. This 2003 amount was estimated at \$66 million (\$42 million due to false transactions and \$24 million due to valuation adjustments) before tax, which is included in the \$360 million total loss. Under applicable accounting principles, based on a quantitative and qualitative assessment of the loss incurred in 2003, that amount was not recognised in the financial statements for that year, which were published prior to discovery of the losses. The Company recognised the total losses during the 2004 year.

*For a more detailed discussion of the Company's losses relating to unauthorised trading in foreign currency options, refer to page 84 of the report on the directors and officers .*

#### **Investment management fees**

2004	\$	321 million
2003	\$	303 million
2002	\$	297 million

Investment management fee income relates to management fees received for services rendered acting as a responsible entity and/or an approved trustee for retail and wholesale unit trusts.

Investment management fees increased by \$18 million, or 5.9%, to \$321 million in 2004, after an increase of 2.0% in 2003 and a decrease of 2.6% in 2002. The increase in 2003 and 2004 reflects growth in management fees due to an increase in funds under management, increased trading volumes and higher sales of investment products.

#### Fleet management fees

2004	\$	108 million
2003	\$	85 million
2002	\$	56 million

Fleet management fees consist of fleet and custom fleet management fees. Specifically, fleet management fees include fleet management, maintenance and fleet fuel card fees, whilst custom fleet management fees includes operating lease, sale and leaseback and management service fees.

Fleet management fees increased by \$23 million, or 27.1%, to \$108 million in 2004, after an increase of 51.8% in 2003 and 3.7% in 2002. The increase primarily reflects continued growth in the custom fleet businesses following acquisitions during the 2003 year. The increase in 2004 also reflects a change in the accounting treatment for vehicle registrations income during the year, with a corresponding increase in expenses.

#### Other income

2004	\$	176 million
2003	\$	372 million
2002	\$	2,597 million

Other income includes rental income, dividends received, profit on sale of property, plant and equipment and other assets, other general insurance income and sundry income.

Other income decreased by \$196 million, or 52.7%, to \$176 million in 2004, after a decrease of 85.7% in 2003 and an increase of 783.3% in 2002. The 2003 result included a one-off gain on the restructure of hedging swaps in connection with the TrUEPrS<sup>SM</sup> preference shares, not repeated in 2004. The decrease in 2004 further reflects lower dividend income as a result of the sale of shareholdings in St George Bank Limited and a reduction in proceeds from the sale of property, plant and equipment. The decrease in 2003 was impacted by the sale of HomeSide US. Excluding this sale, other income increased by 56.3% in 2003 as a reflection of the one-off gain on the restructure of hedging swaps in connection with the TrUEPrS<sup>SM</sup> preference shares in 2003.

#### Mortgage servicing and origination revenue

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Net mortgage servicing fees related to HomeSide US and represented fee income derived from mortgage servicing activities less amortisation of capitalised costs. Net mortgage origination revenue also related to HomeSide US and comprised fees earned on the origination of mortgage loans, gains and losses on the sale of loans, gains and losses resulting from hedges of secondary marketing activity, and fees charged to review loan documents for purchased loan production.

On March 1, 2002, HomeSide US sold its operating assets and operating platform to Washington Mutual Bank, FA. Following this sale, mortgage origination revenue was no longer derived by the Group. On October 1, 2002, the Group sold SR Investment, Inc., the parent entity of HomeSide US, to Washington Mutual Bank, FA. The sale resulted in the complete disposal of the associated mortgage servicing rights. Following this sale, mortgage servicing fees were no longer derived by the Group. Prior to the sale of SR Investment, Inc. and the operating assets of HomeSide US, \$378 million of income was earned in the 2002 year.

### **Movement in the excess of net market value over net assets of life insurance controlled entities**

2004	\$	(137) million
2003	\$	(160) million
2002	\$	(155) million

Australian Accounting Standard AASB 1038 Life Insurance Business requires life insurance entities of the Group to value their investments in controlled entities at net market value, with changes in the excess of net market value over net assets reflected in the consolidated statement of financial performance.

The revaluation of life insurance entities' interest in controlled entities gave rise to a loss of \$137 million before tax, reflecting the movement in the excess of the net market value over the net assets of companies owned by National Australia Financial Management Limited (NAFiM), adjusted for capital. Values shown are directors' market valuations. The valuations are based on discounted cash flow (DCF) valuations prepared by Tillinghast-Towers Perrin, using, for the Australian and New Zealand entities, risk discount rates specified by the directors.

## NAFiM subsidiaries market value summary

	Net assets (1) \$m	Value of in force business \$m	Embedded value \$m	Value of future new business (2) \$m	Net market value \$m
Net market value at September 30, 2003	1,572	2,463	4,035	2,598	6,633
Operating profit after tax (3)	270		270		270
Net capital transfers (4)	(216)	(41)	(257)		(257)
Increase in shareholders' net assets	54	(41)	13		13
<b>Movement in the excess of net market value over net assets of life insurance controlled entities, components before tax:</b>					
Roll forward and business assumptions					
Roll forward of DCF (5)		385	385		385
Change in assumptions and experience		(354)	(354)	(105)	(459)
Tax consolidations – transfer of franking credits to the Group		(63)	(63)		(63)
<b>Movement in the excess of net market value over net assets of life insurance controlled entities before tax (6)</b>					
Excess movements (7)	(21)	21	(32)	(105)	(137)
<b>Net market value at September 30, 2004</b>	<b>1,605</b>	<b>2,411</b>	<b>4,016</b>	<b>2,493</b>	<b>6,509</b>

- (1) Net assets represent the shareholder capital, reserves and retained profits. A portion of these net assets is non-distributable, as it is required to support regulatory capital requirements. The cost of this capital support is reflected in the value of in force business.
- (2) For some smaller entities, the projection of future new business and in force business is combined for the purposes of valuation. For these entities, the value of future new business is reflected in the embedded value.
- (3) Operating profit after tax is before the movement in the excess of net market value over net assets of life insurance controlled entities and excludes the profits of entities outside the market value accounting environment (that is, it excludes the operating profit after tax from NAFiM's own business, and other entities not owned by NAFiM)
- (4) Net capital transfers represent movements in value such as the payment of dividends, capital injections and reductions, acquisitions of subsidiaries and foreign exchange movements on intra-group debt related to international subsidiaries.
- (5) The roll forward of the DCF is calculated on operating profit of \$320 million, before the deduction of the \$50 million prior year adjustment. The change in assumptions and experience item does not include the \$50 million prior year adjustment.
- (6) The movement in excess of net market value over net assets of life insurance controlled entities before tax does not include revaluation uplift in respect of NAFiM's own business. AASB 1038 requires assets of a life company to be valued at net market value; since NAFiM is the parent life entity, the change in market value of its own life business is not brought to account.
- (7) Excess movements represent excess on the increase of the Group's interest in Plum Financial Services Limited and Advance MLC Assurance Co. Limited and foreign exchange impacts on the net assets of international subsidiaries and market value of intra-group debt.

The components that contributed to the \$137 million loss (\$16 million profit after tax) in the excess of net market value of the life insurance controlled entities comprised:

the effect of assumption and experience changes primarily comprising lower near-term sales for domestic Retail Investments business, reflecting the impact of slower recovery of retail funds flow from the recent market downturn and the closure of the MLC Platinum Global Fund to new MLC Investment Trust investors, partly offset by lower planned expenses in line with lower business volumes;

the anticipated growth in the business above current levels of operating profit (ie. the roll forward of the DCF); and

the negative impact from the transfer of franking credits from NAFiM's subsidiaries.

The components that contributed to the \$160 million (\$200 million after tax) negative movement in 2003 in the excess of net market value of the life insurance controlled entities comprised:

the effect of assumption and experience changes primarily comprising lower retail sales volumes than anticipated at September 2002, the effect of weaker operating environments reducing the values of the international businesses, and the overall strengthening in the Australian dollar. The impact of these factors were partially mitigated by the active management of expenses; and

the anticipated growth in the business above current levels of operating profit (ie. the roll forward of the DCF).



**Significant revenue****Sale of strategic shareholdings**

On January 28, 2004, the Company sold its strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC. The Group received proceeds from the sale of \$993 million for assets with a cost base of \$678 million, resulting in a profit on sale of \$315 million (after tax).

**Proceeds from the sale of SR Investment, Inc.**

The results and assets and liabilities of SR Investment, Inc. and its controlled entities were included up to and including the year to September 30, 2002. On October 1, 2002, the Group sold SR Investment, Inc. (the parent entity of HomeSide US) to Washington Mutual Bank, FA. Controlled entities other than HomeSide US were excluded from the sale. The Group received proceeds on sale of \$2,671 million for assets with a cost of \$2,686 million, resulting in a profit on sale of \$6 million after all disposal costs, including income tax.

**Operating expenses****Personnel expenses**

2004	\$ 3,616 million
2003	\$ 3,416 million
2002	\$ 3,379 million

Personnel expenses increased by \$200 million or 5.9% to \$3,616 million in 2004, after an increase of 1.1% in 2003 and a decrease of 9.3% in 2002. This result reflects market-based salary increases across regions and growth in staffing (full-time equivalent employee) levels (*refer to employees on page 42*), higher superannuation costs associated with the European defined benefits pension funds and increased contractor costs largely in relation to regulatory reform projects such as Basel II Capital Accord and International Financial Reporting Standards. The impact of this was partly offset by lower superannuation costs in relation to a superannuation contribution holiday in Australia, which reduced the Australian defined contribution superannuation expense and a reduction in performance-based compensation as a result of the decline in EVA<sup>®</sup> during the year.

Excluding the impact of the sale of HomeSide US, personnel costs increased by 5.7% during 2003. This increase reflected market-based salary increases across regions, increased defined benefit pension fund expenses and higher contractor costs; which were partly offset by a reduction in staff numbers.

**Occupancy expenses**

2004	\$	591 million
2003	\$	556 million
2002	\$	559 million

Occupancy expenses increased by \$35 million or 6.3% to \$591 million in 2004, after a decrease of 0.5% in 2003 and 4.8% in 2002. The increase primarily reflects appreciating rental rates as a result of annual market-based rent reviews and costs associated with the move of staff to the Australian operations new headquarters at Docklands, Melbourne, which commenced in March 2004.

The \$3 million decrease in 2003 reflected a reduced contribution from HomeSide US following its sale, offset by appreciating rental rates and on-costs (ie. security expenses) and higher costs associated with the sale and lease-back of buildings in Australia and New Zealand.

**General expenses**

2004	\$	2,605 million
2003	\$	2,382 million
2002	\$	4,769 million

General expenses increased by \$223 million or 9.4% to \$2,605 million in 2004, after a decrease of 50.1% in 2003 and an increase of 121.0% in 2002. The increase has been impacted by the large growth in advertising costs, including costs associated with the sponsorship of the 2006 Commonwealth Games in Melbourne and new product launches. It has also been impacted by higher professional fees and other expenses associated with industry-wide regulatory reforms such as as Basel II Capital Accord, International Financial Reporting Standards, Financial Services Reform Act, and the United States *Sarbanes-Oxley Act of 2002*. Fees and commission expenses also increased in line with the increase in trading activity within Wealth Management, as did software amortisation reflecting prior period investments in infrastructure.

Excluding the impact of the sale of HomeSide US of \$2,533 million incurred in the 2002 year, general expenses increased \$146 million during 2003. The increase was impacted by the write-off of development costs associated with the European Monetary Unit and global roll out of SAP core banking module. Contributing to the increase were higher professional fees and other expenses associated with the industry-wide regulatory reforms, outlined above. The increase was partially offset by lower compensation provided for investors relating to a reduction in unit prices, lower fees and commissions within Wealth Management, and a reduction in communications, postage and stationery costs as a result of telecommunication contract renegotiations within Australia and Europe.

*(Refer to notes 4 and 5 in the financial report for details of revenue and expense items.)*

**Charge to provide for doubtful debts**

2004	\$	559 million
2003	\$	633 million
2002	\$	697 million

The total charge to provide for doubtful debts (before significant items) decreased by \$74 million or 11.7% to \$559 million in 2004, after a decrease of 9.2% in 2003 and 29.5% in 2002. Refer to *significant expenses* below for a discussion of the significant item in relation to the charge to provide for doubtful debts in 2004.

*(The nature of general and specific provisioning is explained in note 1(p)(i) in the financial report.)*

The charge in Australia decreased by \$77 million to \$244 million in 2004, after an increase of 197.2% in 2003 and a decrease of 77.2% in 2002. The 2003 charge was unfavourably impacted by a small number of large corporate exposures in Financial Services Australia and Corporate & Institutional Banking, which were not experienced in 2004. The 2002 charge reflected the favourable impact of a review of the portfolio, with a smaller residual impact in 2003.

The charge in Europe decreased by \$2 million or 0.7% to \$275 million in 2004, after a decrease of 28.1% in 2003 and 2.8% in 2002. The declining charge reflects the favourable impact of the change in the mix of the loan portfolio experienced over the past two years, with falling personal loans and higher housing volumes. In addition, 2003 was favourably impacted by the recovery of a large corporate exposure. The decrease in 2004 was partly offset by an increase in provisioning relating to corporate exposures in Corporate & Institutional Banking.

The charge in New Zealand increased by \$9 million to \$20 million in 2004, compared with a charge of \$11 million in 2003 and a credit of \$12 million in 2002. The increase has primarily resulted from a charge in relation to a large Agribusiness exposure in the 2004 year. The \$23 million increase in the 2003 year reflected a charge in relation to a large corporate exposure in Corporate & Institutional Banking, whilst 2002 reflected the favourable impact of a review of the portfolio resulting in a provisioning writeback.

The charge in the United States decreased by \$15 million or 44.1% to \$19 million in 2004, after a decrease of 84.2% in 2003 and an increase of 100.9% in 2002. The decrease in 2004 has resulted from a review of the portfolio favourably impacting the charge to provide for doubtful debts. The 2002 charge included the impact of a large corporate exposure in Corporate & Institutional Banking.

The charge in Asia increased by \$11 million to \$1 million in 2004 compared with a credit of \$10 million in 2003 and a charge of \$1 million in 2002. The 2003 charge reflected the favourable impact of a review of the portfolio in that year resulting in a provisioning write-back.

**Charge to provide for doubtful debts (before significant items) by region**

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	2004 \$m	2003 \$m	2002 \$m
Australia	244	321	108
Europe	275	277	385
New Zealand	20	11	(12)
United States	19	34	215
Asia	1	(10)	1
Total charge to provide for doubtful debts	559	633	697

Net write-offs (bad debts written off less recoveries) in 2004 were \$605 million compared with \$798 million in 2003 and \$814 million in 2002. As a percentage of risk-weighted assets, net write-offs were 0.2% in 2004, 0.3% in 2003 and 0.3% in 2002.

**Percentage of risk-weighted assets (before significant items)**

	2004 %	2003 %	2002 %
Australia (1)			
Charge	0.15	0.22	0.08
Net write-offs	0.19	0.28	0.23
Europe (1)			
Charge	0.33	0.42	0.52
Net write-offs	0.27	0.50	0.54
New Zealand (1)			
Charge	0.07	0.04	(0.05)
Net write-offs	0.07	0.05	0.05
United States (1)			
Charge	0.21	0.35	1.35
Net write-offs	0.48	0.34	0.64
Asia (1)			
Charge	0.02	(0.23)	0.02
Net write-offs	0.02	0.05	(0.02)
Group			
Charge	0.19	0.25	0.28
Net write-offs	0.21	0.31	0.32

(1) Ratio calculated as a percentage of risk-weighted assets of Australia, Europe, New Zealand, United States and Asia, as appropriate.

The overall provision for doubtful debts (*refer to notes 1(p)(i) and 17 in the financial report*) is augmented as necessary by a charge against profit having regard to both specific and general factors. *An explanation of the Group's lending and risk analysis policies is provided within risk management on page 58.*

### Significant expenses

#### General provision for doubtful debts – revision of accounting estimate

During the year, the Group reviewed the level of the general provision for doubtful debts and the application of the associated statistically-based provisioning methodology, taking into account recent experience, industry practice and emerging developments. As a result, the discount rate in the statistical model was reduced from the shareholder cost of capital to a rate akin to a risk-free debt rate, resulting in a revision to the accounting estimate of general provision for doubtful debts as at September 30, 2004. This discount rate is used to determine the present value of cumulative probability of default rates used for the purpose of loan provisioning.

The impact of this reduction in discount rate and flow on impact was an increase in the charge to provide for doubtful debts of \$292 million (\$204 million after tax).

#### Charge to provide for doubtful debts (total) by region

2004	Ordinary \$m	Significant \$m	Total \$m	Total as a % of risk- weighted assets (1)
Australia	244	175	419	0.26
Europe	275	85	360	0.44
New Zealand	20	25	45	0.15
United States	19	5	24	0.26
Asia	1	2	3	0.06
Total	559	292	851	0.30

(1) *Ratio calculated as a percentage of risk-weighted assets of Australia, Europe, New Zealand, United States and Asia, as appropriate.*

#### Foreign currency options trading losses

In January 2004, the Company announced that it had identified losses relating to unauthorised trading in foreign currency options and had established a structured process to review and resolve all issues arising from this matter.

The Company announced a total loss of \$360 million before tax, or \$252 million after tax, arising from the unauthorised foreign currency options trading. This total loss consisted of losses arising from the removal of fictitious trades from the foreign currency options portfolio of \$185 million and a further loss of \$175 million arising from a risk evaluation and complete mark-to-market revaluation of the foreign currency options portfolio in January 2004. The Company analysed the amount of these losses that were incurred during the 2003 year. The 2003 amount was estimated at \$66 million (\$42 million due to false transactions and \$24 million due to valuation adjustments) before tax, or \$46 million after tax, which is included in the above total loss announced. Under applicable accounting principles, based on a quantitative and qualitative assessment of the loss incurred in 2003, that amount was not recognised in the financial statements for that year, which were published prior to discovery of the losses. The Company recognised the total losses during the 2004 year. Included within the total loss of \$360 million was a valuation allowance for long-dated and illiquid trading derivatives in other portfolios of \$26 million as at September 30, 2004.

During the year, the Company also released reports by PricewaterhouseCoopers (PwC) and APRA into this matter. The PwC and APRA reports provide a roadmap for the Company to address issues concerning culture, risk management, governance and operational controls, primarily related to the Market s division of Corporate & Institutional Banking. The Company is in the process of implementing remedial actions required by APRA. On October 20, 2004, the Group announced that it had provided ASIC with a range of undertakings to review certain key systems and controls across those businesses which operate under the primary Australian Financial Services Licence applicable to the Company s Australian banking business. The enforceable undertakings require the Group to carry out work that is in line with current regulatory requirements within a specific timeframe, as agreed with ASIC and to provide reports on each of the areas identified.

*Refer to the report on the directors and officers for further information on the foreign currency options trading losses, including key findings arising from the PwC and APRA investigations, and the remedial actions implemented by the Company.*

### **Write-down of impaired application software**

During the year, the Group undertook a detailed review of the carrying value of its software assets which resulted in a charge to the profit and loss account of \$409 million (\$307 million after tax).

The Group ceased its global enterprise resource planning strategy supported by its Integrated Systems Implementation application software and has indefinitely deferred the implementation of further modules of this software. The software was written down by \$200 million to its recoverable amount of \$87 million as at September 30, 2004.

The recoverable amount of the software was determined through the application of a valuation methodology performed by an external party. In performing the assessment, the external party used a number of assumptions based on its industry expertise taking into account the complexity of the software, the cost of building such software and the build environment. The resulting carrying value of the asset represents the recoverable amount of the software that is in use.

Other software assets that were no longer expected to provide future economic benefits with a carrying value of \$209 million were identified as fully impaired and were written off.

### **SR Investment, Inc. sale of foreign controlled entity and revision of accounting estimate**

On October 1, 2002, the Group sold SR Investment, Inc. (the parent entity of HomeSide US) to Washington Mutual Bank, FA. Controlled entities other than HomeSide US were excluded from the sale. The Group received proceeds on sale of \$2,671 million for assets with a cost of \$2,686 million, resulting in a profit on sale of \$6 million after all disposal costs, including income tax. Included within the sale result was a charge to provide for certain sale-related costs of \$70 million. During 2004, \$64 million of this provision was written back as a revision to the accounting estimate.

The results of SR Investment, Inc. and its controlled entities were included in the Group's financial performance up to and including the year ended September 30, 2002. The assets and liabilities of SR Investment, Inc. and its controlled entities were included in the Group's financial position up to and including the year ended September 30, 2002. SR Investment, Inc. contributed \$98 million net profit to the Group in the 2002 year up to the date of sale. The net asset position at the date of sale was \$2,267 million. The net cash outflow of SR Investment, Inc. in the 2002 year to the date of sale was \$609 million, which is reflected in the Group's cash flows.

### **Restructuring costs**

During 2002, the Group recognised restructuring costs of \$580 million resulting from the Positioning for Growth and other restructuring initiatives. The Positioning for Growth initiative comprised a fundamental reorganisation of the management and organisational structure of the Group at the time. The \$580 million was comprised of termination benefits of \$327 million, occupancy costs of \$68 million, write-off of property, plant and equipment of \$132 million (which included write-off of redundant components of the Integrated Systems Implementation

application software assets of \$54 million) and other costs of \$53 million.

Personnel costs of \$327 million provided for and expensed in 2002 related to termination benefits for approximately 2,955 positions in management, support and customer-facing roles. In 2004, payments of \$37 million (2003: \$147 million, 2002: \$101 million) were made in respect of 417 positions (2003: 1,317 positions, 2002: 859 positions) made redundant. The reduction in staff numbers occurred in both managerial and non-managerial positions.

The remaining provision for restructuring costs raised in 2002 relates to future payments for redundancies, occupancy and other costs. Final payments for redundancies and other costs will be made in the first half of the 2005 year, whilst future payments for occupancy costs will be made in periods corresponding with the relevant lease terms.

**Income tax expense relating to ordinary activities**

2004	\$ 1,190 million
2003	\$ 1,681 million
2002	\$ 962 million

Income tax expense relating to ordinary activities of \$1,190 million in 2004, was \$491 million or 29.2% lower than 2003. The quantum of income tax expense is impacted by Wealth Management products and international activities, to which a wide range of tax rates are applied. The decision to elect to consolidate under the Australian tax consolidation regime resulted in a tax benefit of \$150 million recognised in the 2004 year, due to the reset tax values of assets of life insurance subsidiaries within the Wealth Management business. Further, income tax expense in 2004 was impacted by a tax benefit of \$95 million relating to the sale of shareholdings in St George Bank Limited, AMP Limited and HHG PLC, and the decision not to book a tax benefit of \$33 million on the interest expense relating to exchangeable capital units following the receipt of an Australian Taxation Office assessment.



**Net profit by segment****Contribution to Group net profit attributable to members of the Company by operating segment**

	2004 \$m	2003 (1) \$m	2002 (1) \$m
Financial Services Australia	1,749	1,868	1,572
Financial Services Europe	453	835	757
Financial Services New Zealand	305	310	242
Corporate & Institutional Banking	322	877	817
Wealth Management	370	174	120
Other	(22)	(109)	(135)
Net profit attributable to members of the Company	3,177	3,955	3,373

*(1) Net profit attributable to members of the Company by operating segment has been restated to reflect a change in business segments as described in note 3 of the financial report.*

*(Refer to note 3 in the financial report for detailed information by operating segment.)*

**2004 compared with 2003****Financial Services Australia**

Financial Services Australia's net profit decreased 6.4% to \$1,749 million in 2004, from \$1,868 million in 2003. Excluding the impact of significant expenses incurred during the 2004 year of \$119 million (after tax) in relation to the write-down of application software and the charge to provide for doubtful debts, net profit remained flat. Details of this result (excluding significant items) are as follows.

Total revenue increased 1.4% to \$5,545 million. Net interest income increased 0.9% to \$3,552 million, reflecting higher lending income, primarily driven by housing growth and retail deposits. This has been almost entirely offset by a 33 basis point reduction in net interest margin to 2.81%, caused by the increased proportion of lower margin housing lending in the loan portfolio, higher wholesale funding costs and lower long-term term lending yields in a less favourable interest rate environment.

Non-interest income increased marginally by 2.2% to \$1,993 million, driven by changes in accounting treatments of Wealth Management property rental recharges and fleet vehicle registration costs (both of which are offset by corresponding expense increases). Excluding these impacts, non-interest income was flat. Lending and transaction fee growth achieved during the year was offset by the Reserve Bank of Australia credit card interchange fee reforms effective October 31, 2003.

Total expenses increased 2.3% to \$2,867 million. Total expenses in 2004 include \$8 million of goodwill amortisation and a \$204 million charge to provide for doubtful debts. Excluding these items, total expenses increased 6.1%. This increase was driven by higher advertising and marketing expenses partly associated with the 2006 Melbourne Commonwealth Games sponsorship, increase in technology costs arising from the sale and leaseback of voice and data equipment to obtain enhanced service delivery, as well as increased amortisation on major projects. The increase was also driven by an increase in regulatory expenses in relation to Basel II and International Financial Reporting Standards, higher occupancy costs reflecting increased market rentals, rising utility costs, and the cost of upgrading accommodation, as well as the unfavourable impact of the accounting changes offset in non-interest income (as discussed above). Personnel expenses were broadly flat, with annual salary increases offset by a superannuation contribution holiday in Australia reducing the Australian defined contribution superannuation expense and a reduction in performance-related remuneration.

The charge to provide for doubtful debts decreased from \$298 million in 2003 to \$204 million in 2004. This is primarily a result of a provision for a single large exposure recorded in 2003.

### **Financial Services Europe**

Financial Services Europe's net profit decreased 45.7% to \$453 million in 2004, from \$835 million in 2003. Excluding the impact of significant expenses incurred during the 2004 year of \$83 million (after tax) in relation to the write-down of application software and the charge to provide for doubtful debts, net profit decreased 35.8% or 31.0% in local currency terms. Details of this result (excluding significant items) are as follows.

Total revenue decreased 9.0% to \$2,970 million. Net interest income decreased 8.3%, or decreased 2.6% in local currency terms, to \$2,133 million, primarily due to a decrease in net interest margin, partly offset by lending growth. Net interest margin declined 27 basis points to 4.03%, reflecting the change in product mix towards lower margin lending products. Lending growth was primarily in housing as a result of increased focus on mortgage lending and business variable rate term lending, while higher margin personal lending volumes declined.

Non-interest income decreased 10.8% or 5.0% in local currency terms, to \$837 million, resulting from a reduction in account maintenance fees, overdraft fees, the outsourcing of the Merchant Acquiring business, lower levels of insurance commission income, and a reduction in credit card income due to lower customer numbers and card transaction volumes.

Total expenses increased 7.3% to \$2,176 million. Total expenses in 2004 include \$62 million of goodwill amortisation and a \$224 million charge to provide for doubtful debts. Excluding these items, total expenses increased 9.9% or 16.3% in local currency terms. This was largely a result of higher defined benefit pension fund expenses, additional provisions for retiree medical expenses, and costs associated with integrated financial solutions centres, including personnel costs from the uplift in the number of customer-facing staff to support the growth strategy in the south of England. In addition, the increase reflects project expenditure on major programs, including investment in the front-end teller system and the integration of Clydesdale Bank and Yorkshire Bank, ongoing expenditure on regulatory projects, such as Basel II and International Financial Reporting Standards, as well higher occupancy costs due to increased property rentals, and growth in advertising costs in relation to branding and communication-related expenses.

The charge to provide for doubtful debts decreased from \$247 million in 2003 to \$224 million in 2004 and was mainly driven by a reduction in Business provisions.

On December 14, 2004, the Group entered into an agreement to sell its Irish businesses, Northern Bank Limited and National Irish Bank Limited to Danske Bank A/S. Refer to page 87 of the *report on the directors and officers events subsequent to balance date* for further information.

#### **Financial Services New Zealand**

Financial Services New Zealand's net profit decreased 1.6% to \$305 million in 2004, from \$310 million in 2003. Excluding the impact of significant expenses incurred during the 2004 year of \$23 million (after tax) in relation to the write-down of application software and the charge to provide for doubtful debts, net profit increased 5.8% or 6.6% in local currency terms. Details of this result (excluding significant items) are as follows.

Total revenue increased 4.7% to \$1,026 million. Net interest income increased 7.5% or 8.4% in local currency terms, to \$700 million, reflecting strong volume growth in housing, business lending and retail deposits. This has been partly offset by a 13 basis point decrease in net interest margin to 2.58%, resulting from a change in product mix to lower margin fixed rate products in a low, but rising interest rate environment.

Non-interest income decreased 0.9% to \$326 million, and remained flat in local currency terms. Growth from higher volumes and transaction levels have been offset by the impact of simplified fee structures and a trend by customers to move towards lower cost channels.

Total expenses increased 3.7% to \$534 million. Total expenses in the 2004 year include \$1 million of goodwill amortisation and a \$17 million charge to provide for doubtful debts. Excluding these items, total expenses increased 4.7% or 5.5% in local currency terms. This was due to annual salary increases, higher pension expenses and higher regulatory costs.

The charge to provide for doubtful debts decreased from a \$21 million charge in 2003 to \$17 million in 2004. The lower charge is a result of favourable re-ratings of customers, partly offset by a higher specific provisioning resulting from a charge in relation to a large Agribusiness exposure in the 2004 year.

### **Corporate & Institutional Banking**

Corporate & Institutional Banking decreased its contribution to net profit attributable to members of the Company by 63.3% to \$322 million in 2004, from \$877 million in 2003. Excluding the impact of the significant expenses incurred during the 2004 year of \$296 million (after tax) in relation to the foreign currency option trading losses, write-down of application software and the charge to provide for doubtful debts, net profit decreased 29.5%. Details of this result (excluding significant items) are as follows.

Total revenue decreased 11.5% to \$1,726 million. As a result of the unauthorised foreign currency option trading losses incident, income was impacted by the inability to offer a full suite of products, resulting in not only lower sales of currency options, but also reduced other income from other products as some customers utilised alternative providers to source their entire business needs. Risk and trading income was also impacted as the Markets division reduced its risk profile in response to the Group's revised risk management policy, which was issued following the currency options incident and the associated remedial actions.

Net interest income decreased 20.0% to \$678 million, mainly due to a benign trading environment influenced by flatter yield curves and reduced volatility in interest rate and foreign exchange markets. It was also impacted by the unauthorised foreign currency option trading losses incident, which impacted the broader performance of the Markets division (as discussed above), and the need to reverse prior year capitalised interest of \$28 million on a large project finance exposure, which has been reclassified as a non-accrual loan.

Non-interest income decreased 4.9% to \$1,048 million, as a result of the factors that impacted net interest income. In addition, the result also reflects reduced Specialised Finance income due to a slowdown in overall deal flow.

Total expenses increased 17.6% to \$970 million. Total expenses in 2004 include a \$112 million charge to provide for doubtful debts. Excluding this item, total expenses increased 13.6%. This result reflects strategies implemented to support client revenues, increased personnel costs as a result of higher employee numbers, increased investment in the control environment following the foreign currency option trading losses incident, increased rental costs, higher volume-related expenses and higher regulatory costs for Basel II and International Financial Reporting Standards.

The charge to provide for doubtful debts increased from \$70 million in 2003 to \$112 million in 2004. This higher charge reflects specific provisions taken on US project finance exposures and other exposures.

### **Wealth Management**

Wealth Management increased its contribution to net profit attributable to members of the Company by \$196 million to \$370 million in 2004, from \$174 million in 2003. Excluding the impact of significant expenses incurred during the 2004 year of \$55 million (after tax) in relation to the write-down of application software, net profit increased to \$425 million. Details of this result (excluding significant items) are as follows.

The result comprised \$409 million of profit generated through operations (2003: \$374 million), and a \$16 million increase (after tax) in the excess of the net market value over the net assets of life insurance controlled entities (2003: was a decrease of \$200 million).

The main factors impacting the profit generated through operations were:

growth in investments profit resulting from growth in average funds under management driven by improved investment market conditions and strong Australian wholesale sales;

growth in annual inforce premiums and favourable claims experience in the insurance sector;

growth in the Private Bank sector reflecting strong lending growth in investment and housing;

improved global equity market conditions increasing earnings generated on shareholders' invested capital and retained profits;

offset by

recognition of unfavourable adjustments from prior years; and

strategic investment expenditure of \$39 million (after tax), up \$11 million on 2003, including operational and amortised capitalised expenditure in Australia and Europe. During the year, the roll out of an integrated advice platform to advisers was commenced.

The valuation of businesses held in the mark-to-market environment decreased by \$124 million from \$6,633 million at September 30, 2003 to \$6,509 million at September 30, 2004. The decrease in value comprised \$13 million from growth in shareholders' net assets less \$137 million (\$16 million profit after tax) from other components, which are reported as the movement in the excess of net market value over net assets of life insurance controlled entities.

Contributing to the \$137 million negative movement in the net market value of the life insurance controlled entities were the following:

the effect of assumption and experience changes primarily comprising lower near-term sales for domestic Retail Investments business, reflecting the impact of slower recovery of retail funds flow from the recent market downturn and the closure of the MLC Platinum Global Fund to new MLC Investment Trust investors, partly offset by lower planned expenses in line with lower business volumes;

the anticipated growth in the business above current levels of operating profit (ie. the roll forward of the discounted cash flow); and

the transfer of \$63 million of franking credits to National Australia Bank Limited.

The after tax result of \$16 million was positively impacted by:

an income tax benefit of \$150 million which arose from the decision to elect to consolidate under the Australian tax consolidation regime due to the reset tax values of assets of life insurance subsidiaries within the Wealth Management business.

## **2003 compared with 2002**

### **Financial Services Australia**

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Financial Services Australia increased net profit 18.8% to \$1,868 million in 2003, from \$1,572 million in 2002. Excluding the impact of the significant expenses incurred during 2002 of \$185 million (after tax), net profit increased 6.3%. Details of the increase in net profit are as follows.

Total revenue increased 7.5% to \$5,469 million. Net interest income increased 6.4% to \$3,519 million, reflecting growth in lending volumes, particularly housing lending, and growth in retail deposits. This was partially offset by a 31 basis point reduction in net interest margin to 3.14%, caused by the increased proportion of housing lending in the loan portfolio, and the impact of lower market rates on deposit margins and capital.

Non-interest income increased 9.6% to \$1,950 million, driven by strong housing loan growth, and strong bill acceptances growth.

Total expenses decreased 1.9% to \$2,803 million. During 2002, significant expenses of \$261 million were incurred relating to Positioning for Growth restructuring and efficiency initiatives. Total expenses in 2003, included \$3 million of goodwill amortisation and a \$298 million charge to provide for doubtful debts. Excluding these items, total expenses increased 2.1%. This was due to higher personnel expenses with the impact of enterprise bargaining agreements partly offset by lower staff numbers reflecting the implementation of productivity initiatives. Expenses were further impacted by higher software amortisation and costs associated with the continued roll out of customer relationship and loan processing technology.

Asset quality management remained a key focus during the 2003 year. The charge to provide for doubtful debts increased from \$146 million in 2002 to \$298 million in 2003, which was impacted by a large corporate exposure. The year saw a continued focus on credit quality and capital efficiency.

### **Financial Services Europe**

Financial Services Europe increased net profit 10.3% to \$835 million in 2003, from \$757 million in 2002. Excluding the impact of the significant expenses incurred during 2002 of \$117 million (after tax), net profit decreased 4.5%. Details of the movement in net profit are as follows.

Total revenue decreased 4.4% to \$3,265 million. Net interest income decreased 3.1% to \$2,327 million, but increased in local currency terms due to growth in lending, particularly mortgage and business lending. Net interest margin declined slightly reflecting falling interest rates on retail deposits, together with a change in product mix resulting from the growth in mortgage lending and the focus on selective business lending to enhance the portfolio asset quality.

Non-interest income decreased 7.4% to \$938 million, driven by lower income from sales of creditor insurance, lower account fee income and the outsourcing of the merchant acquiring business, partly offset by increased lending fee income.

Total expenses decreased 11.1% to \$2,028 million. During 2002 significant expenses of \$166 million were incurred relating to Positioning for Growth restructuring and efficiency initiatives. Total expenses in 2003 included \$62 million of goodwill amortisation and a \$247 million charge to provide for doubtful debts. Excluding these items, total expenses increased 2.3%. This was largely a result of higher pension expenses, higher personnel costs due to annual salary reviews offset by reductions in staff numbers, higher investment in core infrastructure such as the teller system and higher costs associated with compliance activities including Financial Services Authority mortgage regulation and the write-off European monetary union development costs.

The charge to provide for doubtful debts decreased from \$373 million in 2002 to \$247 million in 2003. Asset quality management remained a key priority during the year and improved, with higher security coverage and a lower risk profile. In addition, during 2003 the book value of the largest non-accrual loan was repaid and a large previously written-off debt was recovered.



**Financial Services New Zealand**

Financial Services New Zealand increased net profit 28.1% to \$310 million in 2003, from \$242 million in 2002. Excluding the impact of the significant expenses incurred during 2002 of \$13 million (after tax), net profit increased 21.6%. Details of the increase in net profit are as follows.

Total revenue increased 17.8% to \$980 million. Net interest income increased 18.6%, or 10.4% in local currency terms, to \$651 million, reflecting strong growth in lending volumes, particularly in fixed rate housing mortgages and term lending, growth in retail deposit volumes and 10 basis point increase in the net interest margin to 2.71%.

Non-interest income increased 16.3% to \$329 million, or 8.3% in local currency terms, with increased lending fees resulting from strong volumes and transaction levels, partly offset by lower income from the transition of customers to lower cost channels.

Total expenses increased 11.7% to \$515 million. During 2002 significant expenses of \$20 million were incurred relating to Positioning for Growth restructuring and efficiency initiatives. Total expenses in the 2003 year include \$1 million of goodwill amortisation and a \$21 million charge to provide for doubtful debts. Excluding these items, total expenses increased 11.0%, or 3.4% in local currency terms. This was due to higher personnel expenses from the renegotiation of standard terms of employment, whilst all other expenses remained flat.

The charge to provide for doubtful debts increased from \$5 million credit in 2002 to a charge of \$21 million in 2003. The higher charge is a result of higher commodity prices and export conditions adversely impacting Agribusiness lending. Further, the 2002 charge was impacted by a statistical provisioning write-back adjustment.

## **Corporate & Institutional Banking**

Corporate & Institutional Banking increased its contribution to net profit attributable to members of the Company by 7.3% to \$877 million in 2003, from \$817 million in 2002. Excluding the impact of the significant expenses incurred during 2002 of \$31 million (after tax), it increased 3.4%. Details of the increase in net profit attributable to members of the Company are as follows.

Total revenue decreased marginally by 2.0% to \$1,950 million, as a result of a more challenging environment and the focus on building strong relationships with customers. The split of income between net interest income and non-interest income can vary considerably in the wholesale market, depending on market activity and environmental conditions. This was particularly evident in the 2003 year's results.

Net interest income decreased 22.1% to \$848 million, mainly due to flat yield curves and the stabilisation of interest rates which has reduced the Markets unit's net interest income from funding and liquidity management activities, slightly offset by the growth in securities under reverse repurchase agreements.

Non-interest income increased 22.2% to \$1,102 million, reflecting growth from specialised finance, debt markets, trading income and corporate banking.

Total expenses decreased 15.5% to \$825 million. During 2002 significant expenses of \$42 million were incurred relating to Positioning for Growth restructuring and efficiency initiatives. Total expenses in 2003 included a \$70 million charge to provide for doubtful debts. Excluding these items, total expenses decreased 0.9%. This primarily reflected the impact of cost containment initiatives.

The quality of the loan portfolio across all regions remains high, with approximately 91.4% of credit exposures equivalent to investment grade or above. The charge to provide for doubtful debts decreased from \$172 million in 2002 to \$70 million in 2003. This was due to 2002 including a number of large corporate exposures.

## **Wealth Management**

Wealth Management increased its contribution to net profit attributable to members of the Company by 45.0% to \$174 million in 2003, from \$120 million in 2002. Excluding the impact of the significant expenses incurred during 2002 of \$20 million (after tax), it increased 24.3%.

The result comprised of \$374 million of profit generated through operations (2002: \$272 million) and a \$200 million decrease in the excess of the net market value over the net assets of life insurance controlled entities, after tax (2002: negative \$152 million).

The main factors impacting the 2003 profit generated through operations were:

growth in insurance business volumes;

reversal of capitalised losses due to favourable expense experience;

growth in the contribution of the Private Bank as a result of strong lending and deposit volumes;

significant improvement in global equity market conditions particularly in the six months to September 30, 2003, which increased earnings generated on shareholders' invested capital and retained earnings;

stable disability claims experience;

lower investor compensation costs of \$27 million compared with \$64 million in 2002;

strategic investment expenditure of \$28 million (after tax), up \$5 million on 2002, including operational and amortised capitalised expenditure in Australia and Europe; and

increased compliance costs and spend on regulatory projects.

The valuation of businesses held in the mark-to-market environment increased by \$158 million from \$6,475 million at September 30, 2002 to \$6,633 million at September 30, 2003. This increase in value comprised \$318 million from growth in shareholders' net assets less \$160 million (\$200 million after tax) from other components over and above the increase in net assets, which are reported as the movement in the excess of net market value over net assets of life insurance controlled entities.

The components that contributed to the \$160 million (\$200 million after tax) negative movement in the net market value of the life insurance controlled entities comprised:

the effect of assumption and experience changes primarily comprising lower retail sales volumes than anticipated at September 30, 2002, the effect of weaker operating environments reducing the values of the international businesses, and the overall strengthening in the Australian dollar. The impact of these factors has been partially mitigated by the active management of expenses; and

the anticipated growth in the business above current levels of operating profit (ie. the roll-forward of the discounted cash flow).

## Contribution to Group net profit by major geographic area

	2004	2003	2002	2001	2000
	\$m	\$m	\$m	\$m	\$m
<b>Australia</b>					
Australia (excluding Wealth Management) (1)	1,714	2,099	1,798	3,264	1,406
Wealth Management	365	127	73	666	241
Deduct: Amortisation of goodwill	(1)	(3)	(8)	(1)	(1)
	<b>2,078</b>	<b>2,223</b>	<b>1,863</b>	<b>3,929</b>	<b>1,646</b>
<b>Europe</b>					
Clydesdale and Yorkshire Banks	442	745	733	819	708
Northern and National Irish Banks	129	224	191	200	174
Other (2)	15	105	89	4	(16)
Deduct: Amortisation of goodwill	(62)	(62)	(62)	(62)	(62)
	<b>524</b>	<b>1,012</b>	<b>951</b>	<b>961</b>	<b>804</b>
<b>New Zealand</b>					
Bank of New Zealand	415	494	433	348	311
Other (3)	(25)	(36)	(29)	(35)	(30)
Deduct: Amortisation of goodwill	(40)	(33)	(31)	(31)	(31)
	<b>350</b>	<b>425</b>	<b>373</b>	<b>282</b>	<b>250</b>
<b>United States</b>					
Michigan National Corporation				156	291
SR Investment, Inc.			98	(3,438)	141
Other (4)	157	213	31	191	161
Deduct: Amortisation of goodwill				(73)	(103)
	<b>157</b>	<b>213</b>	<b>129</b>	<b>(3,164)</b>	<b>490</b>
<b>Asia</b>					
Asian branches	21	36	44	71	39
Other (5)	47	46	13	4	10
	<b>68</b>	<b>82</b>	<b>57</b>	<b>75</b>	<b>49</b>
Net profit attributable to members of the Company	<b>3,177</b>	<b>3,955</b>	<b>3,373</b>	<b>2,083</b>	<b>3,239</b>

(1) Australia (excluding Wealth Management) included the net profit on sale of Michigan National Corporation and its controlled entities of \$1,681 million in 2001.

(2) Europe Other includes National Wealth Management Europe Holdings Limited, National Australia Group Europe Limited, the London branch of the Company, NAB Investment Limited and NAB Finance (Ireland) Limited.

(3) New Zealand Other includes National Australia Group (NZ) Limited and National Wealth Management New Zealand Holdings Limited.

(4) United States Other includes the New York branch of the Company, National Australia Funding (Delaware), Inc. and National America Investment, Inc.

(5) *Asia Other includes Nautilus Insurance Pte Limited, National Australia Capital Markets (Japan) Co., Limited, National Australia Finance (Asia) Limited, Hong Kong MLC Holdings Limited, PT MLC Life Indonesia and Advance MLC Assurance Co. Limited.*

#### **Australia**

Australia's net profit attributable to members of the Company decreased by 6.5% to \$2,078 million from \$2,223 million in 2003 and \$1,863 million in 2002. Excluding net significant expenses (after tax) of \$194 million in relation to the foreign currency option trading losses, the write-down of application software, the charge to provide for doubtful debts, the profit on the sale of strategic shareholdings, and the profit on the selling-related costs provision in relation to HomeSide US, net profit increased by 2.2%, primarily due to the improvement in the net movement in the excess of net market value over net assets of life insurance controlled entities (after tax) relating to Wealth Management. Details of this result (excluding significant items) are as follows.

#### **Australia (excluding Wealth Management)**

The net profit of Australia (excluding Wealth Management and before goodwill amortisation) decreased 18.3% to \$1,714 million from \$2,099 million in 2003 and \$1,798 million in 2002. Excluding current year net significant expenses (as discussed above) of \$180 million (after tax), net profit of \$1,894 million decreased 9.8% from the prior year.

Net interest income increased by 0.8% to \$3,822 million, reflecting an increase in income from lending (primarily driven by housing growth) and retail deposits, which has almost entirely been offset by net interest margin contraction. It has also been impacted by the need to reverse prior year capitalised interest of \$28 million on a large project finance exposure, which has been reclassified as a non-accrual loan.

Total expenses (before the charge to provide for doubtful debts) increased as a result of higher advertising and marketing expenses associated with the 2006 Melbourne Commonwealth Games sponsorship, increase in technology costs, increase in regulatory expenses in relation to Basel II and International Financial Reporting Standards, and increased investment in the control environment following the foreign currency option trading losses incident. This has been partly offset by the favourable impacts of a superannuation contribution holiday reducing the Australian defined contribution superannuation expense during the year and a reduction in performance-related remuneration.

The charge to provide for doubtful debts (excluding significant charge) decreased by \$77 million or 24.0%. The 2003 charge was unfavourably impacted by a small number of large corporate exposures in Financial Services Australia and Corporate & Institutional Banking, which were not experienced in 2004. However, the charge during the 2004 year was unfavourably impacted by volume-related increases.

#### **Wealth Management**

Net profit attributable to members of the Company for Wealth Management Australia increased \$238 million to \$365 million in 2004, from \$127 million in 2003. Excluding the impact of significant expenses incurred during the 2004 year of \$14 million (after tax) in relation to the write-down of application software, the result comprised \$363 million of profit generated through operations (2003: \$327 million), and a \$16 million net movement in the excess of net market value over the net assets of life insurance controlled entities, after tax (2003: negative \$200 million).

Factors supporting the profit generated through operations result include:

the improved global equity market conditions increasing earnings generated on shareholders' invested capital and retained profits;

higher fee income resulting from higher funds under management;

growth in group and personal insurance;

growth in the Private Bank due to an increase in investment and housing lending; and

offset by the recognition of unfavourable adjustments from prior years.

*For a discussion of the \$16 million (after tax) increase in the excess of net market value over net assets of life insurance controlled entities, refer to page 28.*

## **Europe**

Europe's net profit decreased by \$488 million or 48.2% in the year to \$524 million from \$1,012 million in 2003 and \$951 million in 2002. Excluding the impact of significant expenses incurred during the year of \$137 million (after tax) in relation to the write-down of application software and the charge to provide for doubtful debts, net profit decreased 34.7%. Details of this result (excluding significant items) are as follows.

### **Clydesdale and Yorkshire Banks**

Clydesdale and Yorkshire Banks contributed a net profit (before goodwill amortisation) of \$442 million, a decrease of 40.7% from the prior year.

Net interest income declined by \$194 million or 10.4%. The decline reflects margin contraction over the year primarily due to the impact of a change in product mix towards lower margin lending products. Lower margins were partly offset by volume growth, mainly driven from increased business lending and an increased focus on mortgage lending leading to strong growth in the mortgage portfolio. Non-interest income decreased by 10.1% due to the outsourcing of the Merchant Acquiring business and lower levels of account maintenance fees, unauthorised overdraft charges, insurance commission and cards income.

Total expenses (excluding the charge to provide for doubtful debts) increased \$156 million or 12.3%. The increase was mainly the result of higher defined benefit pension expenses, increased project spend on regulatory and investment programs and an increase in costs associated with the integrated financial solution centres. Additional provisions were also raised over the year and impacted expense growth. The charge to provide for doubtful debts (excluding significant charge) decreased \$43 million or 17.2%, mainly driven by reductions in Business provisions.



### **Northern and National Irish Banks**

Northern and National Irish Banks contributed a net profit of \$129 million, a decrease of \$95 million or 42.4% from the prior year.

Net interest income declined by \$25 million. Despite increased volume growth from mortgages and business lending, a change in mix towards lower margin products resulted in reduced income over the year. Non-interest income decreased by 11.1% primarily reflecting lower account maintenance fees and unauthorised fees.

Total expenses (excluding the charge to provide for doubtful debts) increased \$60 million or 14.0%. The increase mainly reflects higher defined benefit pension expenses, increased spend on regulatory and investment programs and additional provisions raised over the year. The charge to provide for doubtful debts (excluding significant charge) increased by \$18 million, as the prior year charge included the favourable impact of a review of the portfolio.

On December 14, 2004, the Group entered into an agreement to sell its Irish businesses, Northern Bank Limited and National Irish Bank Limited to Danske Bank A/S. Refer to page 87 of the *report on the directors and officers events subsequent to balance date* for further information.

### **New Zealand**

New Zealand's net profit decreased 17.6% in the year to \$350 million from \$425 million in 2003 and \$373 million in 2002. Excluding the impact of significant expenses incurred during the 2004 year of \$46 million (after tax) in relation to the write-down of application software and the charge to provide for doubtful debts, net profit decreased 6.8%.

The New Zealand operations of Bank of New Zealand contributed net profit (before goodwill amortisation) of \$415 million, a decrease of 16.0% from the prior year. Excluding the impact of significant expenses (as discussed above), net profit decreased 6.7%.

Net interest income grew \$24.5 million or 3.0% as a result of sound growth in lending (particularly housing) and retail deposit volumes, partly offset by a decline in the net interest margin, reflecting a move towards fixed rate products in a low, but rising interest rate environment.

Total expenses (excluding significant expenses) increased 8.2%, primarily reflecting the impact of the higher personnel expenses as a result of annual salary increases, higher pension expenses and an increase in project expenditure on regulatory projects. The charge to provide for doubtful debts (excluding significant charge) increased by \$9 million to a charge of \$20 million in 2004. The increase has primarily resulted from a charge in relation to a large Agribusiness exposure in the 2004 year.

**United States**

The United States contributed a net profit of \$157 million compared to \$213 million in 2003 and \$129 million in 2002. Excluding the impact of significant expenses incurred during the 2004 year of \$4 million (after tax) in relation to the charge to provide for doubtful debts, net profit decreased by \$52 million.

The decrease in net profit is primarily a result of a decreased contribution from Corporate & Institutional Banking. This mainly reflects low US interest rates, as well as the benign trading environment influenced by flatter yield curves and reduced volatility in interest rate and foreign exchange markets. It was also impacted by the unauthorised foreign currency option trading losses incident, which impacted the broader performance of the Markets division. This is partly offset by the decrease in the charge to provide for doubtful debts (excluding significant items) as a result of the inclusion of a major provisioning charge in 2003 for a large corporate exposure.

**Asia**

Asia's net profit attributable to members of the Company decreased 17.1% in the year to \$68 million from \$82 million in 2003 and \$57 million in 2002. Excluding the impact of significant expenses incurred during the 2004 year of \$2 million (after tax) in relation to the charge to provide for doubtful debts, net profit decreased by 14.6%.

The decrease in net profit is primarily a result of a decreased contribution from Corporate & Institutional Banking. This mainly reflects the charge to provide for doubtful debts, which increased by \$11 million to \$1 million in 2004 compared with a credit of \$10 million in 2003. The low charge in 2003 reflected the favourable impact of a review of the portfolio. The decrease also reflects a reduction in income from the Markets division of Corporate & Institutional Banking.

**Employees**

The following tables summarise the Group's staffing position as at September 30:

	2004 Number	2003 Number	2002 (1) Number
<b>By region</b>			
Australia	24,567	23,880	24,294
Europe	13,324	13,104	13,542
New Zealand	4,766	4,688	4,560
United States	141	136	165
Asia	719	732	641
Total full-time equivalents (3)	43,517	42,540	43,202

	2004 Number	2003 (2) Number	2002 (1)(2) Number
<b>By line of business</b>			
Financial Services Australia	17,514	17,233	17,928
Financial Services Europe	11,765	11,411	11,707
Financial Services New Zealand	4,324	4,257	4,277
Corporate & Institutional Banking	2,832	2,624	2,576
Wealth Management	6,048	6,174	6,105
Other (4)	1,034	841	609
Total full-time equivalents (3)	43,517	42,540	43,202

(1) Includes full-time equivalent employees for SR Investment, Inc. (the parent entity of HomeSide US) of 38 at September 30, 2002.

(2) Divisional full-time equivalent employees (FTEs) in relation to 2003 and 2002 have been restated as described in note 3 in the financial report.

(3) FTEs includes part-time (pro-rated) and non-payroll FTEs (ie. contractors).

(4) Includes Corporate Centre functions.

The Group's full-time equivalent (FTE) employee numbers increased by 977 or 2.3% from 42,540 at September 30, 2003 to 43,517 at September 30, 2004. This compares to a 1.5% decrease from 2002 to 2003. The 2004 increase is largely due to an increase in employees on major projects, including Basel II Capital Accord, International Financial Reporting Standards, compliance and technology projects, growth in customer-facing staff in Australia and the impact of the Group's growth strategy in Europe, partly offset by a reduction in staff as a result of redundancies (refer to note 5(a) in the financial report).

In Australia, there was a net increase in employee numbers of 687 in 2004, following a decrease of 414 in the previous year. The 2004 increase reflects growth in customer-facing staff (following reductions in the prior year), more staff to support the roll out of Wealth Management's integrated advice platform to advisers, increases to support large compliance projects such as Basel II Capital Accord and International Financial Reporting Standards, and more staff to address APRA's remedial actions following the foreign currency options trading losses.

In Europe, employees increased by 220 in 2004, having decreased by 438 in the previous year. The net increase in employees in 2004 primarily resulted from the European growth strategy, in particular the establishment of a network of Financial Solutions Centres, and additional staff required in relation to regulatory and compliance projects.

In New Zealand, employees increased by 78 in 2004, having increased by 128 in the previous year. This is due to more technology staff driven by project work and an increase in staff in the customer contact centre. In the United States, employees increased by 5 in 2004, having decreased by 29 in the previous year. In Asia, employees decreased by 13 in 2004, having increased by 91 in the previous year.

In August 2004, a statement of Corporate Principles was sent to all employees globally. The principles will become the over-arching way we do things and defines the behaviours expected of all employees. One of the behaviours states that we actively promote the health and wellbeing of our employees with a balance between personal and work life. During the year, a new global occupational, health and safety strategy was developed. The strategy is aimed to renew the focus on a risk management approach to prevent injury and illness in the workplace.

In Australia, approximately 43% of employees are members of the Finance Sector Union. In New Zealand, approximately 30% of employees are members of FinSec. In Europe, 50% to 60% are members of Irish Bank Officials Association and UNIFI. The Group has continued to work constructively with the global unions, recognising both the unions and their members as key stakeholders in the organisation. During 2004, the Group hosted a Global Unions conference during which a set of principles were agreed to highlight the strength of engagement with unions and the dedication of both parties to constructive and consultative processes.

The Group has a number of industrial instruments including collective agreements that are negotiated or renewed regularly with the relevant trade unions globally. In Australia, two agreements are due to expire in the 2005 calendar year. The Enterprise Bargaining Agreement expires in October 2005 and the Wealth Management Enterprise Development Agreement expires in December 2005. Additionally, the Bank of New Zealand has two collective agreements covering the branch network and contact centres which will expire on October 31 each year, with negotiations commencing during the months of September and October. Three separate pay negotiations occur annually during October and November in the UK. No pay negotiations occur for National Irish Bank, as the National Wage Agreement determines pay.

#### Assets and equity

Year-end total assets increased to \$411.3 billion from \$397.5 billion at September 30, 2003 and \$377.4 billion at September 30, 2002. Excluding the impact of exchange rate movements, total assets (in Australian dollar terms) grew \$9.6 billion or 2.4% during 2004 (2003: \$48.3 billion or 13.8%, excluding the impact of the sale of SR Investment, Inc.), primarily reflecting continued growth in lending. This reflects the following:

in Australia, total assets grew by \$12.7 billion to \$256.5 billion (2003: \$30.3 billion to \$243.7 billion) with gross loans and advances increasing by 9.0% to \$148.4 billion (2003: 16.5% to \$136.1 billion). As for the 2003 year, the major contributor to this increase was housing loans, which grew by 9.9% to \$91.3 billion (2003: 21.3% to \$83.0 billion), buoyed by a continuing low interest rate environment. Investments relating to life insurance business increased by \$5.2 billion (2003: \$4.9 billion); however, this is largely offset by an increase in life insurance policy liabilities;

in Australian dollar terms, total assets in Europe increased by 0.2% to \$104.1 billion during 2004 (2003: decrease of 3.1% to \$103.9 billion). Excluding the effect of exchange rate movements, total assets in Europe decreased by 2.1% (2003: increase of 12.1%). This was impacted by a \$6.7 billion decline in due from other financial institutions reflecting a reduction in reverse repurchase agreements, and a \$3.6 billion reduction in the fair value of trading derivatives (although the net position in Europe is largely unchanged). These reductions were partly offset by an 8.9% or \$5.3 billion increase in net loans and advances, driven by continued growth in housing lending and an increase in business lending. The increase in 2003 was driven by growth in Corporate & Institutional Banking lending as well as solid housing lending growth;

in Australian dollar terms, total assets in New Zealand increased by 13.0% to \$36.8 billion in 2004 (2003: 7.4% to \$32.6 billion). Excluding the effect of exchange rate movements, total assets in New Zealand increased by 5.5% (2003: 6.2%), buoyed by continued strong retail lending growth, particularly in relation to housing lending, up 17.9% (2003: 17.9%) and growth in other term lending;

in Australian dollar terms, total assets in the United States decreased by 18.0% to \$6.8 billion in 2004 (2003: 37.8% to \$8.3 billion, excluding the impact of the sale of SR Investment, Inc.). Excluding the effect of exchange rate movements, total assets in the United States fell by 13.9% (2003: 22.2%, excluding the impact of the sale of SR Investment, Inc.), reflecting reduced activity in Corporate & Institutional Banking; and

in Australian dollar terms, total assets in Asia decreased by 21.1% to \$7.1 billion in 2004 (2003: flat at \$9.0 billion). Excluding the effect of exchange rate movements, total assets in Asia decreased 17.6% (2003: increase of 17.5%), reflecting a reduction in activity in Corporate & Institutional Banking, following an increase in activity in 2003.

Year-end total equity increased to \$29.8 billion from \$27.2 billion at September 30, 2003 and \$23.3 billion at September 30, 2002. Total parent entity interest in equity increased \$1.5 billion to \$25.9 billion during 2004 (2003: \$1.2 billion to \$24.4 billion). This reflects an increase in contributed equity of \$0.5 billion to \$10.2 billion (2003: decrease of \$0.2 billion to \$9.7 billion), reflecting ordinary share issues and dividend reinvestment of \$1.4 billion (2003: \$0.4 billion), including the underwriting of the dividend reinvestment plan, partially offset by \$0.7 billion on the buy-back of preference shares and the impact of the \$0.2 billion on-market ordinary share buy-back (2003: \$1.6 billion). In addition, reserves increased by \$0.3 billion to \$1.2 billion (2003: decrease of \$1.2 billion to \$0.9 billion), primarily reflecting positive movements in the foreign currency translation reserve, following negative movements in 2003. Retained profits have increased \$0.7 billion to \$14.5 billion (2003: \$2.6 billion to \$13.8 billion). Further, outside equity interest has increased \$1.1 billion (2003: \$2.7 billion) following consolidation of the registered schemes of the Group's life insurance statutory funds.

#### Assets and equity adjusted to accord with US GAAP

Year-end total assets calculated in accordance with US GAAP increased to \$418.1 billion in 2004 after an increase to \$398.9 billion at September 30, 2003. In US dollar terms, year-end total assets increased by US\$31.7 billion, or 11.7%, from US\$271.1 billion in 2003 to US\$302.8 billion in 2004 (2003: increase of US\$64.6 billion, or 31.3%, from US\$206.5 billion in 2002). The increase in total assets in 2004 and 2003 is mainly attributable to the factors outlined above. In 2004, total equity under US GAAP reported in Australian dollars increased 3.8% to \$24.8 billion (2003: flat at \$23.9 billion), primarily reflecting the factors outlined above. (Refer to note 56 in the financial report for a detailed reconciliation of total assets and total equity according to US GAAP.)

#### Return on average equity

	2004	2003	2002	2001	2000
	\$m	\$m	\$m	\$m	\$m
Weighted average equity (1)	21,341	20,579	21,104	20,685	17,540
Return on average equity (%) (1)(2)	14.0	18.3	15.1	9.0	17.3
Return (before significant items) on average equity (%) (1)(2)	15.8	18.3	17.0	18.6	18.1

(1) Based on average ordinary shareholder funds.

(2) Based on amounts attributable to ordinary shareholders.

Profitability is measured by return on average equity, which decreased to 14.0% in 2004 from 18.3% in 2003 and 15.1% in 2002. Excluding the impact of significant items, return on average equity decreased to 15.8% in 2004 from 18.3% in 2003 and 17.0% in 2002. This has been impacted by a deterioration in underlying operating performance in major areas of the business, including Australia, Europe and Corporate & Institutional Banking. Weighted average equity increased by 3.7%, primarily due to the increase in average retained profits.

#### Earnings and dividends per share

	2004 Cents	2003 Cents	2002 Cents	2001 Cents	2000 Cents
Earnings per share					
Basic	197.3	248.8	205.7	121.5	202.3
Diluted (1)	196.1	243.6	202.5	122.8	199.1
Earnings per share before significant items					
Basic	222.7	248.8	231.9	247.4	211.3
Diluted (1)	220.4	243.6	227.4	243.2	207.7
Cash earnings per share					
Basic	203.1	268.5	222.0	110.7	205.7
Diluted (1)	201.7	262.3	218.2	112.4	202.0
Cash earnings per share before significant items					
Basic	228.5	268.5	248.2	236.6	214.8
Diluted (1)	226.0	262.3	243.0	233.0	211.0
Dividends per share	166.0	163.0	147.0	135.0	123.0

(1) Calculated based on the weighted average diluted number of ordinary shares, which includes the impact of performance options, potential conversion of exchangeable capital units, performance rights and partly paid ordinary shares, as set out in note 8 in the financial report.

Management use growth in diluted cash earnings per share as a key indicator of performance. Cash earnings is a key performance measure and financial target used by the Group. Refer to *non-GAAP financial measures* for a more detailed discussion on page 69. Diluted cash earnings per share takes full account of the impact of the exchangeable capital units and provides a consistent basis for year on year comparison moving forward. The potential conversion of exchangeable capital units has a dilutive impact on earnings per share, which varies from year to year depending on conversion.

Diluted earnings per share decreased 19.5% in 2004 to 196.1 cents, from 243.6 cents in 2003 and 202.5 cents in 2002. Excluding the impact of significant items, diluted earnings per share decreased 9.5% for 2004 to 220.4 cents, from 243.6 cents in 2003 and 227.4 cents in 2002.

Diluted cash earnings per share decreased 23.1% in 2004 to 201.7 cents, from 262.3 cents in 2003 and 218.2 cents in 2002. Excluding the impact of significant items, diluted cash earnings per share decreased 13.8% in 2004 to 226.0 cents, from 262.3 cents in 2003 and 243.0 cents in 2002. The decrease in diluted cash earnings per share before significant items reflects a deterioration in underlying operating performance in major areas of the business, including Australia, Europe and Corporate & Institutional Banking.

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An interim dividend of 83 cents per fully paid ordinary share was paid during the year ended September 30, 2004, compared to an interim dividend of 80 and 72 cents per share in 2003 and 2002 respectively. The final dividend declared from the 2004 profit was 83 cents per share, which remained consistent with the 2003 final dividend. The 2004 final dividend was paid on December 8, 2004.

The Company expects to continue its policy of paying regular cash dividends; however, there is no assurance as to future dividends. Future dividends will be determined by the Board with regard to the Company's earnings, capital requirements, financial conditions and applicable government regulations and policies. The dividend payout ratio for 2004 was equivalent to 72.1% of after-tax cash earnings (before significant items). In addition, the payment of dividends is subject to the restrictions described in note 7 in the financial report.

The interim dividend paid was fully franked and the final dividend was also fully franked. These dividends carry imputation tax credits at a tax rate of 30%, reflecting the current Australian company tax rate of 30%. For non-resident shareholders of the Company for Australian tax purposes, the dividends will not be subject to Australian withholding tax.

The extent to which future dividends will be franked will depend on a number of factors, including the level of the Group's profits that will be subject to Australian income tax and any future changes to the Australian business tax systems as a result of the Australian Commonwealth Government's tax reform initiatives.

The Company has a bonus share plan enabling shareholders (principally those who do not benefit from dividend imputation) to elect to take all or part of their dividend in the form of unfranked bonus ordinary shares. The Company's dividend reinvestment plan permits reinvestment of cash dividends in new ordinary shares. In addition, the UK dividend plan permits ordinary shareholders to receive dividends paid out of the profits of a UK controlled entity.



**Shareholder value**

EVA<sup>®</sup> is a measure designed to recognise the shareholder requirement to generate a satisfactory return on the economic capital invested in the business. If the business produces profit in excess of its cost of capital, then value is being created for shareholders. The first three year EVA<sup>®</sup> cycle concluded on September 30, 2003. Subsequently, with effect from October 1, 2003, the Group simplified the EVA<sup>®</sup> calculation methodology, such that it is now comparable to the Group's banking peers and aligned more closely with cash earnings and ordinary shareholders funds. The new methodology has been applied to the 2003 results for comparative purposes. *Refer to non-GAAP financial measures on page 69 for a further discussion on EVA<sup>®</sup> and the new methodology.*

EVA<sup>®</sup>'s net operating profit after tax (NOPAT) is based on cash earnings before significant items, and includes the calculated benefit of imputation credits earned by paying Australian tax. EVA<sup>®</sup>'s capital charge is currently based on an 11.0% per annum cost of capital, applied to average economic capital that is based on ordinary shareholders funds. In 2004, EVA<sup>®</sup> NOPAT declined by 12.3% and the capital charge increased 2.1% compared to the 2003 year. The decline in EVA<sup>®</sup> over the prior year was \$642 million or 28.4%.

*EVA<sup>®</sup> is a registered trademark of Stern Stewart & Co.*

**Current methodology**

	2004 \$m	2003 \$m
EVA <sup>®</sup> net operating profit after tax (1)	4,200	4,790
Deduct: Capital charge	(2,583)	(2,531)
EVA <sup>®</sup>	1,617	2,259
Cost of capital (%) (2)	11.0	11.5

**Previous methodology**

	2003 \$m	2002 \$m	2001 \$m	2000 \$m
EVA <sup>®</sup> net operating profit after tax (1)	4,524	4,157	3,881	3,680
Deduct: Capital charge (2)	(2,856)	(2,873)	(2,752)	(2,301)
EVA <sup>®</sup>	1,668	1,284	1,129	1,379
Cost of capital (%) (2)	11.5	11.5	11.5	11.4

(1) *Refer to reconciliations of non-GAAP measures on page 6, for reconciliation.*

(2) *The change in cost of capital from 11.5% per annum to 11.0% per annum took effect from April 1, 2004.*

### **Liquidity and funding**

Liquidity risk is the risk that the Group is unable to meet its financial obligations as they fall due. These obligations include the repayment of deposits on-demand or at their contractual maturity dates, the repayment of borrowings and loan capital as they mature, the payment of insurance policy benefits, claims and surrenders, the payment of operating expenses and tax, the payment of dividends to shareholders, and the ability to fund new and existing loan commitments.

The Group's banking entities comply with the regulatory liquidity requirements of the banking regulators in Australia, the UK, the Republic of Ireland, New Zealand, the United States, Singapore, Hong Kong, Korea and Japan as required. Wealth Management also complies with the regulatory liquidity requirements of its Australian Financial Services Licences. Liquidity within the Group is also managed in accordance with policies approved by the Board, with oversight from regional and Group Asset and Liability Management Committees (*refer to liquidity and funding under risk management on page 61 for a detailed discussion*).

The principal sources of liquidity for the Group are:

trading and available for sale securities;

interest received from customer loans;

customer deposits;

life insurance premiums;

proceeds from commercial paper, certificates of deposit, bonds, notes and subordinated debt issues;

fee income; and

interest and dividends from investments.



The Group's primary source of funding is from customer deposits — either on-demand and short-term deposits, and term deposits and bank issued certificates of deposit. Of total liabilities at September 30, 2004 of \$381.5 billion, funding from customer deposits and certificates of deposit amounted to \$199.4 billion (52.3%). Although a substantial portion of customer accounts are contractually repayable within one year, on-demand, or at short-notice, customer deposit balances have traditionally provided a stable source of core long-term funding for the Group.

Deposits taken from the inter-bank market of \$42.0 billion as at September 30, 2004 supplement the Group's customer deposits. The Group also accesses the domestic and international debt capital markets under its various funding programs. As at September 30, 2004, the Group had on issue \$32.6 billion of term debt securities (bonds, notes and subordinated debt) and the following funding programs available to fund the Group's general banking businesses:

Short-term funding programs:

US commercial paper program;

Global commercial paper and certificate of deposit program; and

Bank of New Zealand (BNZ) global commercial paper and certificate of deposit program; and

Long-term funding programs:

Euro medium-term note (MTN) program;

BNZ domestic bond program;

Yen shelf;

Australian debt issuance program;

US MTN program; and

## US medium-term deposit notes program (New York branch).

At September 30, 2004, the Company's credit ratings were as follows:

	Short-term debt	Senior long-term debt
Standard & Poor's Corporation	A-1+	AA-
Fitch, Inc.	F1+	AA
Moody's Investors Service, Inc.	P-1	Aa3

On March 12, 2004, Standards & Poor's Ratings Service lowered its long-term counterparty credit rating on the Company and related entities from AA to AA-. Moody's Investors Services and Fitch Ratings both have reaffirmed their ratings at Aa3 and AA respectively. Ratings are not a recommendation to purchase, hold or sell securities, and may be changed, superseded or withdrawn at any time.

The ability to sell assets quickly is an important source of liquidity for the Group. The Group holds sizeable balances of marketable treasury and other eligible bills and debt securities which could be disposed of to provide additional funding should the need arise. As at September 30, 2004, the Group held \$24.2 billion of trading securities and \$4.6 billion of available for sale securities. In addition, the Group held \$247.8 billion of net loans and advances to customers, of which \$83.0 billion is due to mature within one year although a proportion of these maturing customer loans will be extended in the normal course of business.

Within the Group's Wealth Management business, the principal sources of liquidity are premiums received from policyholders, charges levied upon policyholders, investment income and proceeds from the sale and maturity of investments. The investment policies adhered to by the Group's life insurance companies consider the anticipated cash flow requirements by matching cash inflows with projected liabilities.

Based on the level of resources within the Group's businesses, and the ability of the Group to access wholesale money markets and issue debt securities should the need arise, overall liquidity is considered more than sufficient to meet current obligations to customers, policyholders and debtholders.

The following table sets out the amounts and maturities of the Group's long-term contractual cash obligations at September 30, 2004:

	Payments due by period				Total \$m
	Less than 1 year \$m	1 to 3 year(s) \$m	3 to 5 years \$m	After 5 years \$m	
Long-term debt dated	4,673	8,734	10,844	8,329	32,580
Other debt issues undated				1,612	1,612
Operating leases	370	535	313	1,014	2,232
Total contractual cash obligations	5,043	9,269	11,157	10,955	36,424

The above table excludes deposits and other liabilities taken in the normal course of banking business and short-term and undated liabilities, including life insurance policy liabilities.



The following table sets out the amounts and maturities of the Group's contingent liabilities and other commercial commitments at September 30, 2004:

	Amount of commitment expiration per period				Total \$m
	Less than 1 year \$m	1 to 3 year(s) \$m	3 to 5 years \$m	After 5 years \$m	
<b>Contingent liabilities</b>					
Guarantees	4,063	143	34	1	4,241
Letters of credit	5,187	1,025	1,173	20	7,405
Performance-related contingencies	2,508	94	34	1	2,637
Other contingent liabilities	114				114
<b>Other commercial commitments</b>					
Other binding credit commitments (1)	56,836	13,227	2,284	4,437	76,784
Investment commitments (2)	554				554
Total commercial commitments	69,262	14,489	3,525	4,459	91,735

(1) Credit-related commitments arise from contracts entered into in the normal course of business generally relating to financing needs of customers (refer to note 44 in the financial report).

(2) In the normal course of business of the Group's life insurance business statutory funds, various types of investment contracts are entered into that give rise to contingent or future obligations.

Refer to note 44 in the financial report for further discussion of contingent liabilities and credit commitments.

### Special purpose entities

Special purpose entities (SPEs) are entities that are typically set up for a specific, limited purpose and generally would not enter into an operating activity or have any employees.

The primary purposes of SPEs relating to the Group are to:

obtain an alternative form of funding by the securitisation of certain Group assets;

assist customers to securitise their assets;

provide diversified funding sources to customers; and

tailor new products to satisfy customers' funding requirements.

The most common form of SPE involves the acquisition of financial assets that are funded by the issuance of securities to external investors. The repayment of these securities is determined by the performance of the assets acquired by the SPE. These entities form an integral part of many financial markets.

The Group generally does not hold any material interest in the SPEs that it sponsors or sets up, but may provide arm's length services to the SPEs. The Group may provide standby liquidity facilities to SPEs. Exposures that relate to such facilities are included within contingent liabilities and credit-related commitments (*refer to note 44 in the financial report*). Generally, an SPE may only make a drawing under a standby liquidity facility in certain limited circumstances such as market circumstances (where commercial paper is unable to be issued at an economic rate on a maturity date). Standby liquidity facilities are not available to be drawn where an obligor defaults in respect of assets held by an SPE. If such an event occurs, the commitment in respect of the liquidity facility is reduced to the extent of the amount in default.

An important feature of financial accounts prepared under Australian GAAP is that they are required to present a true and fair view, which includes reflecting the economic substance of transactions and arrangements and not just their legal form or structure.

Australian Accounting Standard AASB 1024 Consolidated Accounts (AASB 1024) requires a company to consolidate entities it controls and not just entities in which it has majority ownership. Therefore, an SPE would be required to be consolidated if the Group had the capacity to dominate decision making, directly or indirectly, in relation to the financial and operating policies of the SPE, so as to enable the SPE to operate with it in pursuing the objectives of the Group.

Further, Urgent Issues Group Abstract 28 Consolidation Special Purpose Entities provides additional guidance as to some of the factors that would indicate control relating to the activities, decision making powers, risks and benefits of an SPE that would generally require the SPE to be consolidated.

An SPE is consolidated in the Group if it either meets the requirements of AASB 1024 or if the risks and rewards associated with the SPE lie with the Group such that the substance of the relationship is that of a controlled entity. Substance over form means examining all the agreements in relation to the transaction, including side letters or agreements relating to either the provision of guarantees or collateral on loans, or equity funding based on the value of the entity.

The Group, in the ordinary course of business, has established or sponsored the establishment of SPEs for various types of transactions, which are described below along with their Australian GAAP treatment.



### **Asset securitisation**

The Group makes limited use of asset securitisation arrangements. SPEs for securitisation are created when the Group has a financial asset (eg. a residential mortgage loan portfolio), which it sells to an SPE. The SPE in turn sells interests in the asset as securities to investors. This type of securitisation program benefits the Group by providing an alternative source of funding and enables the Group to monetise long-term assets which positively impacts the Group's regulatory capital requirements and reduces the Group's credit exposure.

The Group does not recognise the assets and liabilities of these SPEs and they are not reported on the Group's statement of financial position at September 30, 2004. This is because the risks and rewards of the assets in the SPEs no longer lie with the Group (ie. the Group no longer retains any significant exposure to the returns on these assets). Further, the Group does not retain control over the financial or operational decision making of these SPEs.

During the year ended September 30, 2004, the Company securitised Australian residential mortgage loans amounting to \$2,483 million. The Company previously securitised Australian residential mortgage loans amounting to \$1,924 million during the year ended September 30, 2001. Outstanding securitised loans of these programs totalled \$2,788 million as at September 30, 2004 (2003: \$585 million). The securities issued pursuant to the securitisation programs do not represent liabilities of the Company or the Group. Neither the Company nor the Group stands behind the capital value or performance of securities or assets of the programs except to the limited extent provided in the transaction documents for the programs through the provision of arm's length services and facilities. The Company and the Group do not guarantee the payment of interest or repayment of principal due on the securities. The Company and the Group are not obliged to support any losses that may be suffered by the investors and do not intend to provide such support. The Company and the Group have no obligation to repurchase any of the securitised loans other than in limited circumstances. The Company has transacted with the SPEs on an arm's length basis to act as servicer in relation to the loans and to provide the SPEs with fixed and basis swaps and limited redraw and liquidity facilities. (*Refer to notes 1 and 16 in the financial report for additional information*).

### **Multi-seller securitisation conduits**

The Group manages two multi-seller securitisation conduits, Titan Securitisation Limited (Titan) and Quasar Securitisation Limited (Quasar). These conduits provide off-balance sheet funding for the Group's corporate customers. This type of securitisation program has no material impact on the Group's liquidity, capital resources or credit risk because the substance of the economic arrangement is to provide a securitisation service to the Group's customers. These securitisation conduits use SPEs to provide access to funding via the asset-backed commercial paper and medium term note (MTN) investor markets.

These securitisation arrangements generally involve the sale of financial assets by customers to SPEs, which then issue commercial paper or MTNs to fund the purchases. The assets acquired by the conduits, which totalled \$2,510 million at September 30, 2004, included debt securities, mortgages, lease receivables, commodity receivables and loans. These financial assets do not represent assets of the Group and are not reported on the Group's statement of financial position at September 30, 2004. Certain administrative activities and the provision of liquidity and credit facilities to the programs are performed by the Group under arm's length contracts that it or the conduits' independent board of directors can terminate. Fees received by the Group for performing these services are recorded as fees and commission income when earned.

**Repackaging securitisation**

The Group sponsors and manages a repackaging securitisation vehicle, Script Securitisation Pty Ltd (Script). Script acquires debt instruments and, through the application of derivatives, generates master-funded repackaged debt instruments for sale to customers of the Group. This type of securitisation arrangement has no material impact on the Group's liquidity, capital resources or credit risk because the substance of the economic arrangement is to provide a securitisation service to the Group's customers. The Group has no interest in the debt instruments acquired and these instruments are not reported on the Group's statement of financial position at September 30, 2004.

**Structured finance transactions**

The use of an SPE to isolate cash flows and assets is common in the banking industry to enable a customer to minimise their funding cost or maximise their investment returns, and the bank to have access to specific collateral. The Group has relationships with numerous SPEs to provide financing to customers. Any financing relationships are entered into under normal lending criteria and are subject to the Group's credit approval process. The assets arising from these financing activities are generally included in loans and advances to customers, investment securities, or shares in entities and other securities depending on the economic substance of the transaction. The Group also has relationships with SPEs to enable the placement of customers' surplus funds with the Group. These surplus funds are in all cases included in the Group's statement of financial position as deposits and other borrowings.

## Capital resources

The Group assesses its capitalisation against market, regulatory and ratings agency expectations, having regard to Australian and international peers and the Group's own asset base, risk profile and capital structure. The Group believes it has sufficient capital to meet current and future commitments.

The Group's capital position increased during the year, primarily due to the full underwriting of the Group's dividend reinvestment plan (DRP) and bonus share plan (BSP) in respect of the 2004 interim dividend amounting to \$1,253 million and the issue of \$4,181 million of subordinated debt during the year. It has also been impacted by the buy-back of 36,008,000 fully paid non-converting non-cumulative preference shares of the Company that were issued in connection with the issue of 18,004,000 Trust Units Exchangeable for Preference Shares™ (TrUEPrS™) in 1998; the sale of strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC; and the impact of the APRA requirement to deduct capitalised expenses, which amounted to \$200 million from Tier 1 capital. The capital position also increased due to the reinvestment of dividends under the Company's DRP, BSP, issue of shares under the share purchase plan (SPP) and employee share and option plans.

During the years ended September 30, 2004, 2003 and 2002, 47.5 million, 10.8 million and 13.8 million fully paid ordinary shares respectively, were issued under the DRP, BSP and SPP to shareholders at varying prices. In 2004, this included 23.0 million relating to the underwriting of the DRP in respect of the 2004 interim dividend.

On October 1, 2003, the Company announced its intention to buy back ordinary shares on-market approximately equal to the number of shares issued under the Company's dividend package plans and staff share and option plans. On March 24, 2004, the Company announced that it was terminating this share buy-back program. During the year, the Company bought back approximately 5.5 million ordinary shares. The shares were bought back at an average price, including incidental costs, of \$29.58 per share, thereby reducing ordinary equity by \$162 million. The highest price paid was \$30.22 per share and the lowest price paid was \$28.70 per share. All buy-backs are subject to appropriate pricing parameters and an assessment of the circumstances facing the Group at the relevant time.

## Capital adequacy

The Group's primary prudential supervisor is APRA. APRA imposes capital adequacy requirements on banks, the prime objective of which is to ensure that an adequate level of capital is maintained, thereby providing a buffer to absorb unanticipated losses from activities. Consistent with the international standards of the Basel Committee on Banking Supervision, APRA's approach to assessing capital adequacy of banks focuses on three main elements: the credit risk associated with a bank's exposures, the market risk associated with a bank's trading activities, and the form and quantity of a bank's capital.

In order to provide a broad indication of relevant credit risk, all assets are risk weighted according to four categories (0%, 20%, 50% and 100%). The assets to which those weightings apply are described more fully below (*refer to risk-adjusted assets and off-balance sheet exposures*). Off-balance sheet transactions are converted to balance sheet equivalents, using a credit conversion factor, before being allocated to a risk-weighted category.

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Off-balance sheet activities giving rise to credit risk are categorised as follows: direct credit substitutes such as financial guarantees and standby letters of credit; trade and performance-related contingent items such as performance bonds, warranties, and documentary letters of credit; long-term commitments such as formal credit lines with a residual maturity exceeding one year; and market-related transactions such as foreign exchange contracts, currency and interest rate swaps and forward rate agreements.

Market risk is defined as the risk of losses in on- and off-balance sheet positions arising from movements in market prices pertaining to interest rate-related instruments and equities in the trading book, and foreign exchange risk and commodity risk throughout the Group. APRA's current capital requirements for market risk, which involve creating equivalent risk-weighted exposures (*refer to risk-adjusted assets and off-balance sheet exposures*) are broadly consistent with the Basel Committee on Banking Supervision's recommendations.

For regulatory purposes, capital comprises two elements, eligible Tier 1 and Tier 2 capital, from which certain deductions are made to arrive at Tier 1 and Tier 2 capital. Tier 1 capital includes paid-up ordinary shares, hybrid instruments (such as National Income Securities), non-cumulative irredeemable preference shares, reserves (other than asset revaluation reserves), retained profits less goodwill and other intangible assets. In addition, where recognised future income tax benefits are greater than deferred income tax liabilities, the net future income tax benefit is deducted from Tier 1 capital. Tier 2 capital includes asset revaluation reserves, general provision for doubtful debts (net of associated future income tax benefits), certain hybrid debt/equity instruments, and subordinated long-term debt.

The total amount of the resultant capital is subject to further deductions to form the capital base. Such deductions include net assets in controlled entities that are deconsolidated for regulatory capital purposes and holdings of capital instruments in other non-subsidiary banks. Tier 1 capital must constitute at least 50% of the capital base.

Under guidelines issued by APRA, investments in life insurance and funds management entities are deconsolidated for the purposes of calculating capital adequacy and those activities are excluded from the calculation of risk-weighted assets. The tangible component of the investments comprised of the embedded value and value of future business are deducted at the capital base level. The intangible component (the difference between acquisition costs and tangible assets) is deducted from Tier 1 capital. Additionally, any profits from these entities included in the Group's results, to the extent that they have not been remitted to the Company in the form of dividends are excluded from the determination of Tier 1 capital.

As the measure of capital adequacy, Australian banks are required to maintain a minimum ratio of capital base to total risk-weighted assets of 8.0%, of which a minimum of 4.0% must be held in Tier 1 capital. The numerator of the ratio is the capital base. The denominator of the ratio is the total risk-weighted asset exposure (ie. sum of credit risk-weighted exposures and the equivalent market risk-weighted exposure).

The Basel Committee on Banking Supervision has released wide-ranging and detailed proposals for the reform of capital adequacy guidelines for banks known as the Basel II Capital Accord. The Basel Committee on Banking Supervision's reform objective is to develop more risk-sensitive, internationally-accepted, capital adequacy guidelines that are aligned more accurately with the individual risk profiles of banks.

Refer to *Basel II Capital Accord* on page 17 for further information.

### Capital ratios

	2004 %	2003 %	2002 %
Tier 1	7.3	7.7	7.6
Tier 2	4.3	3.3	3.7
Deductions	(1.0)	(1.4)	(1.3)
Total capital	10.6	9.6	10.0

The capital ratios at September 30, 2004, include the effect of the Group entering into agreements for the full underwriting of its dividend reinvestment plan and bonus share plan in respect of the 2004 interim dividend; the issue of Tier 2 subordinated debt; the effect of the on-market share buy-back program which was suspended in January 2004 and terminated in March 2004; the buy-back of 36,008,000 fully paid non-converting non-cumulative preference shares of the Company in connection with the TrUEPr:SM buy-back; the sales of strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC; and the impact of the APRA requirement to deduct capitalised expenses, which amounted to \$200 million from Tier 1 capital.

The ratios have also been impacted by the change in methodology of the calculation of the market risk component of risk-weighted assets from the Internal Model Method to the Standard Method as directed by APRA. The Standard Method as prescribed by APRA in prudential standard APS 113 limits recognition of portfolio effects on outstanding positions and is substantially more restrictive on the rules regarding the matching of positions.

The total capital ratio also reflects the APRA imposed requirement for the Group's internal target for capital to rise to 10.0% of risk weighted assets. Previously, the Group's internal target capital ratio was 9.0% to 9.5%.

Capital ratios are monitored against internal targets designed to maintain ratios above minimum regulatory capital requirements set out in APRA's prudential standards to alert management of, and avert potential breaches of, required ratios. Ultimately, a breach of the required ratios under the prudential standards may trigger legally enforceable directions by APRA, which can include a direction to raise additional capital or cease business.

**Regulatory capital**

	2004 \$m	2003 \$m	2002 \$m
<b>Tier 1</b>			
Contributed equity	10,191	9,728	9,931
Reserves	1,194	893	2,105
Retained profits	14,515	13,786	11,148
Outside equity interest	3,866	2,804	67
Estimated reinvestment under the dividend reinvestment plan (1)	150	140	127
Deduct:			
Asset revaluation reserve	(86)	(16)	(7)
Goodwill	(632)	(740)	(775)
Intangible component of investment in non-consolidated controlled entities (2)	(2,448)	(2,448)	(2,448)
Estimated final dividend (3)	(1,287)	(1,248)	
Fair value adjustment of mortgage servicing rights (10%)			(131)
Deconsolidation of Wealth Management profits net of dividends	(349)	(290)	(719)
Future income tax benefit (FITB) (excluding FITB on the general provision for doubtful debts) (4)		(66)	
Non-qualifying outside equity interest (2)	(3,866)	(2,804)	(67)
Capitalised expenses	(200)		
<b>Total Tier 1 capital</b>	<b>21,048</b>	<b>19,739</b>	<b>19,231</b>

<b>Tier 2</b>			
Asset revaluation reserve	86	16	7
General provision for doubtful debts	1,480	1,248	1,414
Perpetual floating rate notes	350	367	460
Exchangeable capital units	1,262	1,262	1,262
Dated subordinated debt	9,044	5,390	6,174
Notional revaluation of investment securities to market	(3)	37	12
Total Tier 2 capital	12,219	8,320	9,329
Total Tier 1 and 2 capital	33,267	28,059	28,560
Deductions (5)	(2,922)	(3,591)	(3,253)
Total regulatory capital	30,345	24,468	25,307

(1) The amount is derived from reinvestment experience on the Company's dividend reinvestment and bonus share plans.

(2) Refers to controlled entities that are required to be deconsolidated for regulatory capital adequacy purposes.

(3) From October 1, 2002, the Group has adopted the Australian Accounting Standard AASB 1044 Provisions, Contingent Liabilities and Contingent Assets, which has resulted in a change in the accounting for dividend provisions. Under APRA guidelines, the estimated dividend must be deducted from Tier 1 capital.

(4) APRA requires any excess FITB (excluding FITB impact on the general provision for doubtful debts) over the provision for deferred income tax liabilities be deducted from Tier 1 capital.

(5) Includes \$2,922 million (2003: \$2,959 million) investment in non-consolidated controlled entities (net of intangible component deducted from Tier 1 capital).

#### Risk-adjusted assets and off-balance sheet exposures

	2004	Balance	2002	Risk	Risk-adjusted balance (1)		
	\$m	2003	\$m	weights	2004	2003	2002
		\$m		%	\$m	\$m	\$m
<b>Assets</b>							
Cash, claims on Reserve Bank of Australia, Australian Commonwealth and State Governments, OECD central governments and central banks (2)	23,383	29,867	25,191	0			
Claims on Australian banks, local governments and banks incorporated in OECD countries	31,214	32,361	45,053	20	6,243	6,472	9,011

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Housing loans (3)	<b>117,306</b>	103,926	87,692	50	<b>58,653</b>	51,963	43,846
All other assets	<b>171,200</b>	158,135	165,068	100	<b>171,200</b>	158,135	165,068
Total assets (4)	<b>343,103</b>	324,289	323,004		<b>236,096</b>	216,570	217,925

	Contract or notional amount 2004 \$m	Credit equivalent amount 2004 \$m	Risk weights %		2004 \$m	Risk-adjusted balance (1) 2003 \$m	2002 \$m
<b>Off-balance sheet exposures</b>							
Financial guarantees, standby letters of credit and other letters of credit	<b>13,352</b>	<b>12,500</b>	0	100	<b>11,258</b>	9,872	7,788
Performance-related guarantees, warranties and indemnities	<b>3,199</b>	<b>1,600</b>	0	100	<b>1,584</b>	1,319	1,452
Commitments to provide finance facilities with residual term to maturity of over 12 months and other commitments (6)	<b>100,579</b>	<b>21,598</b>	0	100	<b>15,364</b>	12,750	12,547
Foreign exchange, interest rate and other market-related transactions (5) (6)	<b>1,704,647</b>	<b>30,680</b>	0	50	<b>8,887</b>	9,698	9,948
Total off-balance sheet exposures (6)	<b>1,821,777</b>	<b>66,378</b>			<b>37,093</b>	33,639	31,735
Total risk-adjusted assets (6)					<b>236,096</b>	216,570	217,925
Total risk-adjusted assets and off-balance sheet exposures credit risk(6)					<b>273,189</b>	250,209	249,660
Add: Risk-adjusted assets market risk(7) (8)					<b>13,616</b>	4,057	3,475
Total assessed risk exposure					<b>286,805</b>	254,266	253,135

(1) Claims secured by cash, government securities or guarantees from banks and governments reflect the risk weight attaching to the collateral security or a direct claim on the guarantor.

(2) Short-term claims on the Australian Commonwealth Government are those with a residual term to maturity of less than 12 months; longer-term claims are those with residual term to maturity of greater than 12 months. Both categories held in the banking book attract a 0% risk weighting.



(3) *Housing loans approved after September 5, 1994 having a loan to market valuation ratio in excess of 80% must be risk weighted at 100%. However, these loans may qualify for the 50% risk weighting if they are covered by an adequate level of mortgage insurance provided by an acceptable lenders mortgage insurer. These loans are reported under all other assets.*

(4) *Total assets differ from those in the Group's statement of financial position due to the adoption of APRA's classification of certain items for capital adequacy purposes, particularly goodwill and general provision for doubtful debts. In addition, fair values of trading derivative financial instruments have been excluded as they have been incorporated into the calculation of the credit equivalent amount of off-balance sheet exposures.*

(5) *Refer to note 45 for additional information on derivative financial instruments.*

(6) *Comparative information has been restated. The revision primarily relates to New Zealand in relation to the reporting of unutilised limits in Corporate & Institutional Banking and the capture of additional retail lending products. Certain categories of residential mortgages across risk-weightings were also reclassified. In addition, September 30, 2002 information has been restated to reflect the reclassification of certain off-balance sheet items.*

(7) *Under APRA Prudential Standard APS 113 Capital Adequacy: Market Risk, Australian banks are required to hold sufficient levels of capital to cover market risk.*

(8) *The calculation to determine the market risk capital component of risk-weighted assets at September 30, 2004 was carried out under the Standard Method as directed by APRA. In previous years, the market risk capital component of risk-weighted assets was calculated using the Internal Model Method. The Standard Method as prescribed by the APRA prudential standard (APS 113), limits recognition of portfolio effects on outstanding positions and is substantially more restrictive on the rules regarding the matching of positions.*

**Gross loans and advances**

**Average balances**

	2004 \$bn	2003 \$bn	2002 \$bn
<b>Average gross loans and advances</b>			
Australia	143.1	125.6	108.1
Overseas	97.4	96.9	94.7

**Capital resources**

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Total average gross loans and advances	<b>240.5</b>	222.5	202.8
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The diversification and size of the Group is such that its lending is widely spread both in terms of geography and types of industries served. The loan portfolio continues to consist of short-term outstandings with 33.5% of the loans at September 30, 2004 maturing within one year and 21.7% maturing between one year and five years. Real estate mortgage lending comprises the bulk of the loan portfolio maturing after five years. The average balance of loans and advances in 2004 equated to 59.2% of the average total assets of the Group. This compares with 56.4% in 2003 and 55.0% in 2002.

The loan portfolio within Australia largely comprises real estate lending (\$91.3 billion) which equates to 61.5% of the portfolio at September 30, 2004. The overseas loan portfolio comprises of real estate lending of \$34.5 billion, or 33.2%, other commercial and industrial lending of \$25.2 billion, or 24.2%, and instalment loans and other personal lending of \$12.6 billion, or 12.1%, of the overseas portfolio as at September 30, 2004. The nature of the Group's lending reflects the operations of the Group's five discrete business segments, and the regional lending markets in which these segments operate. These segments comprise three Financial Services businesses, or retailing arms, Corporate & Institutional Banking and Wealth Management. The Financial Services businesses operate in Australia, Europe and New Zealand; however, Corporate & Institutional Banking and Wealth Management operate across a number of regions (including Australia). This is reflected in the composition of the Group's lending portfolio.

Average gross loans and advances increased \$18.0 billion, or 8.1%, to \$240.5 billion in 2004, from \$222.5 billion in 2003 and \$202.8 billion in 2002, mainly due to continued strong growth in Australia and New Zealand.

Australian average gross loans and advances accounted for 59.5% of the total average gross loans and advances in 2004, compared with 56.5% in 2003 and 53.3% in 2002. Australian average gross loans and advances increased \$17.5 billion, or 13.9%, to \$143.1 billion in 2004, from \$125.6 billion in 2003 and \$108.1 billion in 2002. The increase mainly reflects continued strong growth in housing lending.

Overseas average gross loans and advances increased \$0.6 billion, or 0.6%, to \$97.4 billion in 2004, from \$96.9 billion in 2003 and \$94.7 billion in 2002. The increase related to continued strong housing growth in Europe and New Zealand, partially offset by a decrease in personal loans and overdrafts in Europe.

**Loans by industry for the Group as at September 30, 2004 (1)**

	Australia \$m	Europe \$m	New Zealand \$m	United States \$m	Asia \$m	Total \$m
Government and public authorities	620	463	260	47	31	1,421
Agriculture, forestry, fishing and mining	6,023	2,551	4,022	11	29	12,636
Financial, investment and insurance	6,102	2,982	2,805	881	719	13,489
Real estate construction	1,728	2,304	189	441	138	4,800
Manufacturing	2,492	3,700	1,125	328	815	8,460
Real estate mortgage	91,259	19,576	14,328		610	125,773
Instalment loans to individuals and other personal lending (including credit cards)	13,529	11,070	1,526			26,125
Lease financing	8,164	7,814	24		25	16,027
Other commercial and industrial	18,490	15,550	7,819	814	974	43,647
Total gross loans and advances	148,407	66,010	32,098	2,522	3,341	252,378
Deduct: Unearned income	(1,130)	(891)	(3)			(2,024)
Provisions for doubtful debts	(1,315)	(936)	(179)	(71)	(17)	(2,518)
Total net loans and advances	145,962	64,183	31,916	2,451	3,324	247,836

(1) Refer to note 16 in the financial report for comparative information.

In Australia, net loans and advances grew by \$12.1 billion, or 9.0%, to \$146.0 billion at September 30, 2004, slowing from growth of \$19.3 billion in the year to September 30, 2003, but with continued strong growth in housing lending and other personal lending. Residential mortgage loans increased by \$8.2 billion, or 9.9%, to \$91.3 billion in the year to September 30, 2004, aided by a continuing low interest rate environment and strong housing sales. Other commercial and industrial lending increased by \$2.0 billion, or 11.9% during 2004 to \$18.5 billion.

In Europe, net loans and advances grew by \$6.6 billion, or 11.5%, to \$64.2 billion at September 30, 2004; however, excluding the impact of exchange rate movements, net loans and advances grew by 8.9%. This represented a pick up in the rate of growth from the prior year, when net loans and advances grew by only 3.3%. Growth primarily related to residential mortgages, which were up 15.5% in 2004, reflecting an increased focus on this sector, while commercial and industrial lending increased 13.1% in 2004.

In New Zealand, net loans and advances grew by \$4.3 billion, or 15.5%, to \$31.9 billion at September 30, 2004; however, excluding the impact of exchange rate movements, net loans and advances grew by 8.1%. In the year to September 30, 2003, net loans and advances grew by 8.3%. In both years growth was principally in relation to residential mortgages, which were up 17.9% in 2004, reflecting the success of new product development and promotional campaigns.

In the United States, net loans and advances decreased by \$0.8 billion, or 25.1%, to \$2.5 billion at September 30, 2004; however, excluding the impact of exchange rate movements, net loans and advances decreased by 21.3%, resulting primarily from a reduction in lending balances in relation to the Corporate & Institutional Banking operations. This is the continuation of the trend experienced in the year to September 30, 2003, when net loans and advances fell by 5.1%.

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In Asia, net loans and advances decreased by \$0.1 billion, or 2.7%, to \$3.3 billion at September 30, 2004; however excluding the impact of exchange rate movements, net loans and advances were flat. In the year to September 30, 2003, net loans and advances increased 9.5% resulting from movements in end of period loan balances in relation to Corporate & Institutional Banking.

### Asset quality disclosures, charge to provide and provisions for doubtful debts

#### Non-accrual loans

	Gross \$m	2004 Specific provision \$m (1)	Net \$m	Gross \$m	2003 Specific provision \$m (1)	Net \$m
Australia	700	164	536	912	238	674
Europe	333	159	174	373	127	246
New Zealand	86	19	67	202	15	187
United States	109	32	77	145	41	104
Asia	2	1	1	1	1	1
<b>Total</b>	<b>1,230</b>	<b>375</b>	<b>855</b>	<b>1,633</b>	<b>422</b>	<b>1,211</b>
Percentage of risk-weighted assets	%	%	%	%	%	%
	0.4	0.1	0.3	0.6	0.2	0.5

	2004	2003	2002
	\$m	\$m	\$m
Net non-accrual loans	855	1,211	1,311
Equity (parent entity interest)	25,900	24,407	23,184
Percentage of non-accrual loans to equity	3.3%	5.0%	5.7%

(1) *Includes specific provisions for impaired off-balance sheet credit exposures.*

As at September 30, 2001, 2002, and 2003, a certain Australian exposure was classified as performing. However, the classification of this exposure as non-accrual during this period is now considered more appropriate. As such, on this basis, comparative information for those years has been restated to include the balance of this exposure (including accrued interest) of \$207 million, \$221 million and \$254 million respectively. During 2004, \$28 million of interest income previously recognised in relation to this exposure was reversed to the profit and loss account to reflect the revised asset quality classification.

Total non-accrual loans less specific provision for doubtful debts at September 30, 2004 were \$855 million, a decrease of \$356 million, or 29.4%, from the 2003 balance of \$1,211 million. This decrease reflects the Group's continued focus on asset quality following a reduction of the Group's risk profile.

Gross non-accrual loans (being non-accrual loans before specific provision for doubtful debts) at September 30, 2004 were \$1,230 million, a decrease of \$403 million, or 24.7%, from the balance at September 30, 2003.

The Group's gross non-accrual loans to risk-weighted assets were 0.4% at September 30, 2004, a decrease from 0.6% at September 30, 2003, primarily reflecting the continued focus on asset quality in relation to the Group's balance sheet (refer comment noted above). The Australian component of the gross non-accrual loans at September 30, 2004 was \$700 million, decreased \$212 million, or 23.2%, from 2003. In Europe, gross non-accrual loans decreased by \$40 million, or 10.7%, to \$333 million; however, excluding the impact of exchange rate movements, gross non-accrual loans decreased by 13.0%. In New Zealand, gross non-accrual loans decreased by \$116 million, or 57.4%, to \$86 million; however, excluding the impact of exchange rate movements non-accrual loans decreased by 60.2%, reflecting the status of a large corporate exposure in Corporate & Institutional Banking. In the United States, gross non-accrual loans decreased by \$36 million to \$109 million; however, excluding the impact of exchange rate movements, gross non-accrual loans decreased 20.6%, reflecting the status of a small number of large corporate exposure in Corporate & Institutional Banking.

The Group has specialist credit restructuring units operating in each region, which continue to result in the earlier identification and workout of problem loans.

#### Provisions for doubtful debts closing balance by region

	2004	2003	2002	2001	2000
	\$m	\$m	\$m	\$m	\$m
Australia					
General	1,136	955	972	1,140	1,057

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Specific (1)	<b>180</b>	248	219	266	208
	<b>1,316</b>	1,203	1,191	1,406	1,265
Europe					
General	<b>765</b>	641	808	803	641
Specific (1)	<b>170</b>	141	169	222	178
	<b>935</b>	782	977	1,025	819
New Zealand					
General	<b>158</b>	130	135	154	137
Specific (1)	<b>21</b>	14	10	10	14
	<b>179</b>	144	145	164	151
United States					
General	<b>41</b>	56	75	85	383
Specific (1)	<b>30</b>	39	48	5	51
	<b>71</b>	95	123	90	434
Asia					
General	<b>16</b>	11	32	25	20
Specific (1)	<b>1</b>	5	2	5	3
	<b>17</b>	16	34	30	23
Group					
General	<b>2,116</b>	1,793	2,022	2,207	2,238
Specific (1)	<b>402</b>	447	448	508	454
Total provisions for doubtful debts	<b>2,518</b>	2,240	2,470	2,715	2,692
Percentage of risk-weighted assets	<b>0.9%</b>	0.9%	1.0%	1.1%	1.1%

(1) Excludes specific provisions for impaired off-balance sheet credit exposures.

Total provisions for doubtful debts, excluding off-balance sheet credit exposures, held at September 30, 2004 were \$2,518 million, or 0.9%, of risk-weighted assets, compared with \$2,240 million, or 0.9%, of risk-weighted assets at September 30, 2003. Of the total provisions for doubtful debts at September 30, 2004, the general provision represented \$2,116 million, or 0.7%, of risk-weighted assets.

*For a discussion of certain services provided by the external auditor in connection with problem loan reviews and the Company's related internal review of auditor independence refer to certain services provided by the external auditor matters related to independence on page 19 in the business overview section.*

### **Credit quality data**

The Group has adopted a statistically-based provisioning methodology to determine its general provision for doubtful debts (*refer to notes 1(p)(i) and 17 in the financial report*). Under this methodology, the Group estimates the level of losses inherent but not specifically identified in its existing credit portfolios at balance date.

For retail lending (smaller-balance homogeneous loans), the general provision is assessed at a portfolio level and is based on product loss rates, to make a provision for losses inherent in the portfolio but not yet identified at balance date. These rates are determined by reference to observed historical loss experience for the relevant product types.

In respect of non-retail lending, the amount of the general provision is determined by multiplying the customer's probability of default by the loss given default. The probability of default is determined by the Group's internal customer rating system. Internal ratings are assigned at the customer level. This system utilises objective, verifiable external data, such as external credit ratings, and is supplemented with an assessment of economic and industry outlooks, conducted by the Group's discrete specialist economics unit. The loss given default is the amount of an individual loan at risk having regard to the level of collateral held against that facility. The level of collateral held is determined on a loan-by-loan basis, based on the Group's assessment of the loan security's value at the time of loan application and any subsequent valuations.

The operation of the statistically-based provisioning methodology is such that when individual loans are impaired, a specific provision will be raised by making a transfer from the general provision for doubtful debts. The general provision for doubtful debts is then re-established based on the remaining portfolios of credit exposures applying the above methodology.

During the year, the Group reviewed the level of the general provision for doubtful debts and the application of the associated statistically-based provisioning methodology, taking into account recent experience, industry practice and emerging developments. As a result, the discount rate in the statistical model was reduced from the shareholder cost of capital to a rate akin to a risk-free debt rate, resulting in a revision to the accounting estimate of general provision for doubtful debts as at September 30, 2004. This discount rate is used to determine the present value of cumulative probability of default rates used for the purpose of loan provisioning. The impact of this reduction in discount rate and flow on impact was an increase in the charge to provide for doubtful debts of \$292 million in 2004.

The specific provision for doubtful debts is established to cover all identified doubtful debts and is recognised when there is reasonable doubt over the collectability of principal and interest in accordance with the loan agreement (an impaired loan). Amounts provided for are determined by specific identification or by management's determination of probable losses for individual loans that are considered impaired in relation to

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loan portfolios where specific identification is impracticable. All bad debts are written off against the specific provision for doubtful debts in the reporting period in which they are classified as irrecoverable.

	2004 \$m	2003 \$m	2002 \$m	2001 \$m	2000 \$m
Provisions for doubtful debts					
Specific (excluding off-balance sheet credit exposures)	402	447	448	508	454
General	2,116	1,793	2,022	2,207	2,238
Gross non-accrual and restructured loans	1,271	1,633	1,817	1,943	1,471
Charge to profit and loss account    ordinary	559	633	697	989	588
Charge to profit and loss account    significant	292				



Ratios (1)	2004 %	2003 %	2002 %	2001 %	2000 %
Provisions for doubtful debts at year-end as a percentage of year-end loans (before provisions)					
Specific	<b>0.16</b>	0.19	0.21	0.25	0.24
General	<b>0.84</b>	0.78	0.93	1.09	1.17
	<b>1.00</b>	0.97	1.14	1.34	1.41
Provisions for doubtful debts at year-end as a percentage of year-end loans and acceptances (before provisions)					
Specific	<b>0.15</b>	0.18	0.19	0.23	0.21
General	<b>0.79</b>	0.72	0.85	0.99	1.04
	<b>0.94</b>	0.90	1.04	1.22	1.25
Provisions for doubtful debts at year-end as a percentage of year-end risk-weighted assets					
Specific	<b>0.14</b>	0.18	0.18	0.20	0.19
General	<b>0.74</b>	0.71	0.80	0.86	0.94
	<b>0.88</b>	0.89	0.98	1.06	1.13
Non-accrual and restructured loans as a percentage of year-end loans (before provisions)					
	<b>0.50</b>	0.71	0.84	0.96	0.77
Charge to profit and loss account (ordinary and significant) as a percentage of					
Year-end loans	<b>0.34</b>	0.28	0.32	0.49	0.31
Year-end loans and acceptances	<b>0.32</b>	0.25	0.29	0.45	0.27
Average loans and acceptances	<b>0.33</b>	0.26	0.31	0.46	0.30
Year-end risk-weighted assets	<b>0.30</b>	0.25	0.28	0.38	0.25

(1) Ratios exclude specific provisions for impaired off-balance sheet credit exposures.

### Provisioning coverage ratio

The provisioning coverage ratio (ie. the level of provisioning for non-accrual loans) is determined having regard to all identifiable losses anticipated to result from non-accrual loans. The identifiable losses anticipated is management's determination of probable losses for individual loans that are considered impaired. This considers all available information, including future cash flows, the effective rate of interest, the secondary market value of the loan and the fair value of collateral. The estimate is not determined over the life of the loan, only at the point at which the loan is considered impaired. Accordingly, the balance of the specific provision is maintained equal to the total of all estimated losses.

To ensure that adequate provisions and write-offs are maintained, rigorous credit monitoring procedures are in place to facilitate the early identification of all doubtful debts and correspondingly, the estimated losses likely to arise. Central to this process, all entities in the Group are required to formally review their loan portfolio at least quarterly to ensure all doubtful debts have been identified and loss estimations made. Provisions must be adjusted upwards or downwards to equate to the current estimates of loss on doubtful loan accounts.

The actual levels of specific provisioning set aside to cover estimated losses on loans which are considered to be sufficiently non-accrual and impaired to warrant raising of a provision are set out below:

	2004 %	2003 %	2002 %
Specific provision coverage (1)	29.4	25.9	27.5
Total provision coverage (1)	198.1	138.0	141.5

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(1) Ratios include specific provisions for impaired off-balance sheet credit exposures.

The general provision provides further coverage against these loans of 168.7% at September 30, 2004, bringing total effective coverage to 198.1%.

**Deposits and other borrowings**

Total deposits and other borrowings (net of set-offs) increased by \$19.6 billion, or 9.7%, to \$220.8 billion at September 30, 2004, compared with \$201.2 billion at September 30, 2003. Excluding the effect of exchange rate movements during 2004, deposits and other borrowings increased by 8.6%. The increase was the result of continued growth in Australia, primarily due to more competitive pricing on term deposits and increased funding requirements.

Non-interest-bearing deposits at September 30, 2004 represent 6.1% of total deposits compared to 6.5% at September 30, 2003.

In Australia, deposits and other borrowings increased by \$11.9 billion, or 11.3%, to \$118.0 billion reflecting strong growth in both certificates of deposit and term deposits. In Europe, deposits and other borrowings increased by \$4.5 billion, or 7.8%, to \$62.1 billion; however, excluding the impact of exchange rate movements, the increase was 5.3%, primarily in relation to term deposit growth. In New Zealand, deposits and other borrowings increased by \$3.9 billion, or 18.2% to \$25.6 billion; however, excluding the impact of exchange rate movements, the increase was 10.3%. This reflected strong growth in retail deposits (term, as well as on-demand and short-term deposits), and growth in borrowings. In the United States, deposits and other borrowings decreased by \$0.5 billion, or 4.6%, to \$11.3 billion; however, excluding the impact of exchange rate movements, were flat, with higher borrowings, offsetting lower deposits. In Asia, deposits and other borrowings remained flat.

**Deposits and other borrowings for the Group as at September 30, 2004**

	Australia \$m	Europe \$m	New Zealand \$m	United States \$m	Asia \$m	Total \$m
Deposits not bearing interest	6,050	6,300	615	550	1	13,516
On-demand and short-term deposits	48,153	28,072	7,287	1,898	122	85,532
Certificates of deposit	19,357	11,083	3,184	506		34,130
Term deposits	32,057	15,201	12,179	3,220	3,555	66,212
Securities sold under agreements to repurchase	1,006	1,095		14		2,115
Borrowings	11,388	382	2,378	5,099		19,247
Total deposits and other borrowings	118,011	62,133	25,643	11,287	3,678	220,752

**Assets under management and administration**

The assets of the Group as reported on the statement of financial position include certain assets managed on behalf of others, for instance, where statutory funds and registered schemes are required to be consolidated by the Group under Australian Accounting Standards. Assets on trust relate to funds held in trust by the Group's trust services businesses. The Group and its associated entities also manage and perform administration for entities such as superannuation funds and unit trusts, the assets of which do not form part of the total assets recorded on the Group's statement of financial position, as set out below:

<b>2004</b>	<b>2003</b>	<b>2002</b>
<b>\$m</b>	<b>\$m</b>	<b>\$m</b>

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<b>By type</b>			
Assets under management	<b>65,384</b>	58,390	51,794
Assets under administration	<b>10,520</b>	9,414	7,677
Assets on trust	<b>5,224</b>	5,289	5,123
Total assets under management and administration	<b>81,128</b>	73,093	64,594
<b>By region</b>			
Australia	<b>74,032</b>	66,225	60,138
Europe	<b>4,214</b>	4,322	1,835
New Zealand	<b>2,310</b>	2,030	2,151
Asia	<b>572</b>	516	470
Total assets under management and administration	<b>81,128</b>	73,093	64,594
<b>By investor</b>			
Retail	<b>59,361</b>	56,554	52,073
Corporate	<b>21,767</b>	16,539	12,521
Total assets under management and administration	<b>81,128</b>	73,093	64,594

Total assets under management and administration increased by 11.0% to \$81,128 million at September 30, 2004, compared with \$73,093 million at September 30, 2003. The growth in total assets under management and administration reflects solid net inflows in the wholesale business in Australia and increased investment returns as a result of improved investment markets in the year to September 30, 2004.

## **Risk management**

Management of risk is fundamental to the business of being a financial services provider and is an essential element of the Group's strategy. Financial services organisations face an array of risks.

An enterprise-wide risk management model structure implemented throughout the Group comprises a common policy framework and a set of controls to achieve standardisation of risk/reward practices across the Group. Each business unit is responsible for the identification and quantification of the particular risks it is exposed to and for implementation of appropriate policies, procedures and controls.

Overview and monitoring of this process throughout the Group is undertaken by Risk Management. Risk Management comprises Credit Risk Management, Market Risk, Operational Risk and Insurance, Regulatory Compliance, Legal and Internal Audit.

Risk Management's role is to monitor and systematically assess the Group's risk profile in existing and proposed business operations, and to assist business units in the design and implementation of appropriate risk management policies and strategies. Risk Management also works with the businesses to promote awareness of the need to manage risk.

Developments continue to be made in the quantification of risks, and the allocation of appropriate risk capital. Portfolio management methods are being further developed to manage the Group's risk profile. Modelling to forecast future risk management trends is being used increasingly to assist in decision making. This will continue to increase in importance as the Group prepares to implement Basel II across the various risk streams.

Risk Management prepares and submits the Group risk profile to the Board. This document profiles the major recognised on-balance sheet and off-balance sheet strategy, performance and operational risks, together with procedures for their day-to-day responsibility, control and management.

The Risk Committee of the Board reviews in greater detail the Group's risk and return appetite and oversees the Group's overall control framework. This Risk Committee has cross-membership with the Audit Committee of the Board.

The Risk Committee covers key elements of risk, including regulatory compliance, operational risk, market risk, internal audit, credit risk and balance sheet management.

The framework is consistent with the proposed supervisory review process (Pillar 2) of Basel II.

*Refer to page 74 for Risk Committee members, responsibilities and charter.*

The majority of risk policy decisions are made within each business unit.

A Group Risk Forum, comprising executive and senior management, is the principal risk policy decision making body within executive management.

This forum reviews and approves the more strategic risk assessments, and is supported by the Central Risk Management Committee, which has an operational focus, and Risk Management Committees in each region and/or line of business.

Major balance sheet risk areas and their management are outlined below, but many other types of risks such as payment systems, computer systems fraud, legislative compliance environmental, business continuity/disaster recovery, and e-commerce risks are managed throughout the Group.

A recent report by APRA in respect of foreign currency options trading has identified deficiencies in some aspects of the Company's risk management systems. *Refer to the report on the directors and officers on page 84 for further details.*

The Group has commenced a review of its Risk Management function both internally and through the engagement of external consultants in order to improve the Risk Management practices of the Group by benchmarking them against best practice. This has resulted in the Group restructuring its finance and risk management functions to provide clear accountabilities at both a regional and group level, and is taking steps to change the culture and behaviours across the organisation globally.

### **Credit risk**

Credit risk is the potential that a borrower or a counterparty will fail to meet its obligations in accordance with agreed terms.

The Group's credit risk management infrastructure is framed to provide sound management principles and practices for the maintenance of appropriate asset quality across the Group.

Credit Risk Management, a division of Risk Management, is structured to develop and maintain credit policies and key credit risk systems, provide monitoring and reporting of asset quality and undertake the independent oversight of credit portfolios across the Group.

The management of credit risk within the Group is achieved through a focus on approval and monitoring of individual transactions together with analysis of the performance of the various credit risk portfolios. Portfolio monitoring techniques cover such areas as industry or geographic concentrations and delinquency trends.

### **Establishing an appropriate credit risk environment**

#### Capital resources

Significant credit risk strategies and policies are approved, and reviewed annually, by the Board and the Risk Committee. Through such policies as borrower (single large exposure) and industry concentration limit, the Board establishes the Group's tolerance for risk. These policies are delegated to, and disseminated under the guidance and control of, management.

The Group's credit policies, which are subject to ongoing review, are documented and disseminated in a form that provides a consistent view of all major credit policies supporting the credit operations of the Group.

For complex credit products and services, Credit Risk Management provides a policy profile that identifies and quantifies risks and establishes the means of mitigating such risks.

Single large exposure policies and industry concentration limits are in place across the Group. Overall composition and quality of credit portfolio exposures are monitored and periodically reported to the Board, and, where required, to the relevant regional supervisory authorities.

A key factor in the introduction of new products and services is the identification of credit risk inherent in such products and services. This is managed through a process requiring acceptance by all impacted areas of the

business and approval by Risk Management Committees prior to implementation.

**Operating under a sound credit granting process**

The Group has established processes for the granting of credit. These include:

establishment of overall credit limits at the level of individual borrowers and counterparties, and groups of connected counterparties for both on-and off-balance sheet exposures;

satisfaction with repayment capacity and integrity of the counterparty;

use of financial covenants;

use of collateral;

consideration of economic and industry conditions; and

an objective customer rating assessment system.

Supporting these expectations are defined and documented policies and processes for the granting of credit. The key elements of the process include:

clearly-defined authorities for the approving of credit; and

a system of overview of credit approvals by a higher level of authority to ensure adherence to policies and good credit practice.

The delegated authorities are aligned to the counterparty risk by the inclusion of customer ratings in the authority matrix. The Group's credit rating system has been a focus point of credit assessment and related processes for a number of years. The system, based on probability of default of a counterparty, has been implemented globally and provides meaningful differentiation of credit risk and focus in pricing for risk.



For consumer credit, scoring solutions are in place and are supported by the mandatory use of appropriate monitoring tools. These tools provide the essential continual review of data integrity, scorecard performance and decision strategies. Software to validate and verify input data is used globally to support data integrity and reduce fraudulent activity.

#### **Maintaining an appropriate credit administration, measurement and monitoring process**

Efficient and effective credit administration operations and adequate control over back office procedures such as monitoring documentation, contractual requirements, legal covenants and collateral, are recognised as being vitally important aspects of the end-to-end credit process.

The Group assigns these responsibilities to various business units (ie. Business, Personal, Agribusiness, Cards, Payments, and Asset Finance and Fleet Management), together with centralised structures supporting the branch network, and business bankers, such as Customer Service and Operations.

Monitoring the condition of individual credits in the business units in the Financial Services businesses and Corporate & Institutional Banking principally rests with the customer-facing relationship managers, with overview by Risk Management.

#### **Ensuring adequate controls over credit risk**

There is a formal process, undertaken by specialist units, of independent oversight of credit in each region across the Group. Periodic reporting is submitted to management, the Audit Committee and the Risk Committee.

Additionally, credit processes and policy compliance are subject to internal auditing and targeted credit reviews of specific business units or regions are undertaken as considered appropriate.

On a regular basis, credits that are outside agreed arrangements are reported to the appropriate levels of authority for attention and monitoring of actions taken.

Credits showing adverse trends are passed to specialist units that undertake the collections and recovery processes. The Group utilises skilled internal resources supported by external secondments.

Through the use of due diligence techniques, the Group regularly targets areas of interest/concern within its credit portfolio to review and maintain the quality of the credit portfolio.

### **The role of supervisors**

The Group is subject to supervision by APRA, together with the local supervisors in each of the countries in which the Company or its subsidiary banks, carry on business. In addition to regular dialogue, APRA undertakes periodic visits to the Company to review asset quality and the operation of credit risk management processes.

The Group also provides quarterly information to APRA, detailing large exposures to individual customers or groups of related customers in excess of 10% of total Tier 1 and Tier 2 capital. APRA imposes restrictions on the Group's ability to accept large exposures.

### **Basel II**

As a global financial institution, the Group aspires to the advanced internal-ratings-based approach under Basel II.

The Group has a Basel II program in place entrusted with developing the required capability (processes, policies, systems and data) to achieve an internal-ratings-based approach.

*Refer to page 17 for a more detailed discussion of the Basel II Capital Accord .*

### **Market risk**

Market risk is the potential for losses to the Group resulting from adverse changes in interest rates, foreign exchange rates, option volatility and commodity prices in the financial markets in which the Group operates.

### **Trading risk management**

The Group continues to strengthen its market risk control framework covering all trading centres for Corporate & Institutional Banking. Market Risk is responsible for the formulation and implementation of appropriate policies and procedures to monitor and control transactional market risk generated by the Markets division of Corporate & Institutional Banking. On a day-to-day basis, Market Risk is responsible for the maintenance and development of the market risk control framework, including custodianship of the Market Risk system. This risk control function is fully segregated to ensure the independence necessary for prudent internal risk management and to meet regulatory requirements.

### **Trading limits**

Trading risk is managed using a number of well-defined and developed limit structures. These include a number of desk level portfolio measures such as:

interest rate sensitivity limits;

foreign exchange position limits;

yield curve limits;

basis risk limits; and

option portfolio limits.

In addition to the above desk level portfolio measures, a Value at risk (VaR) methodology is also used. VaR limits are applied to the trading portfolios within the Markets division.

The Board approves both an overall VaR limit for Corporate & Institutional Banking together with a VaR desk level limit allocation.

In addition to the above controls, trading portfolios are also subjected to stress test analysis on a regular basis.

### **VaR methodology**

VaR is an estimate of potential losses resulting from shifts in interest rates, currency exchange rates, option volatility, equity prices and commodity prices. The estimate is calculated on an entire trading portfolio basis, including both physical and derivative positions.

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The Group's VaR is predominantly calculated using historical simulation using the 99 percentile outcome based on portfolio revaluations across two years of historical pricing data.

For example, a VaR exposure of \$1 million means that on 99 days out of 100, given the historical behaviour of rates, an overnight loss on the trading portfolio should not exceed \$1 million.

The use of a VaR methodology has limitations, which include:

the historical data used to calculate VaR is not always an appropriate proxy for current market conditions. The historical data may cause the underestimation of losses in more volatile market conditions, or the overestimation of losses in placid market conditions;

market rate movements may exceed the most extreme rate movement in the historical data leading to significant underestimation of losses;

VaR methodology assumes that positions are held for one day and no attempt is made to manage risk during that day. The positive or negative impact of transactions intended to manage risk on the portfolio are excluded from the loss estimate; and

VaR is calculated at the close of business and positions may change substantially during the course of the trading day. Intra-day exposures are not subject to intra-day VaR calculations.

Given these limitations of VaR methodology, the Group employs supplementary risk measures in the form of stress testing, to estimate losses resulting from extreme market shifts, and position and sensitivity limits, which provide specific controls on risk at a portfolio level.

The following table shows the Group's VaR for all member banks' trading portfolios, including both physical and derivative positions. The figures reflect the potential trading losses across products and regions in which the Group operates.

Unauthorised trading in foreign currency options (*for further detail refer to page 84 in the report on the directors and officers*) has had an effect on the VaR numbers in these tables. However, the nature of the trading activities during the reporting period were such that any effect on the numbers will be immaterial.

Value at risk at 99% confidence interval	2004	2003
	\$m	\$m
<b>Average value during reporting period</b>		

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Foreign exchange risk	7	7
Interest rate risk	13	17
Volatility risk	5	4
Commodities risk	1	1
Diversification benefit	(6)	(7)
Total	20	22
<b>Minimum value during reporting period (1)</b>		
Foreign exchange risk	1	2
Interest rate risk	7	9
Volatility risk	1	2
<b>Maximum value during reporting period (1)</b>		
Foreign exchange rate	39	20
Interest rate	21	25
Volatility risk	20	7
Commodities risk	2	1

(1) *The VaR numbers in these tables could be taken from different days; hence, they are not additive.*

#### Balance sheet (non-trading) risk

The Group Asset and Liability Management Committee (Group ALCO), under delegated Board authority, sets policies in relation to the management of structural balance sheet exposures. These exposures include structural interest rate risk, structural foreign exchange risk and liquidity risk. The Group's global structural balance sheet risk is monitored against approved policies by Corporate Finance and reported on a monthly basis to Group ALCO. An Independent Risk Oversight function was created at the commencement of the year to oversee the balance sheet management process. The Independent Risk Oversight function is mandated to verify the quantum of balance sheet risk in addition to responsibility for the robustness of the balance sheet risk management process. It has dual but separate reporting lines to Group ALCO and to the Risk Committee via the Executive General Manager, Risk Management.

Wealth Management and each regional bank in the Group has an Asset and Liability Management Committee (ALCO) which is delegated the responsibility for managing local structural balance sheet risks in accordance with Group Balance Sheet Management policies. Group ALCO supervises the management of these local structural risks and monitors activity for compliance with Group policies.

#### Structural interest rate risk

In carrying out its business activities, each regional bank and non-banking entity in the Group strives to meet customer demands for products with various interest rate structures and maturities. Sensitivity to interest rate movements arises from mismatches in the repricing dates, cash flows and other characteristics of assets and liabilities. As interest rates and yield curves change over time, the size and nature of these mismatches may result in a loss or gain in earnings.

Structural interest rate risks arise mainly in the Group's banking operations. The management objective is to maximise net interest income and shareholder value arising from movements in interest rates. Each regional bank's ALCO is responsible for managing the structural interest rate risk within the region, in accordance with approved Group policy.

Structural interest rate risk is calculated using balance sheet simulation processes, which are undertaken across the Group's banking operations. The balance sheet simulation process is based on planned product volumes and margins, which are regularly updated to reflect the Group's latest views on business projections and interest rate environments. The Group applies a wide range of interest rate scenarios in measuring structural interest rate risk. These interest rate scenarios are derived using estimates of volatility to generate a range of potential outcomes around the market implied yield curve. This provides the ability to derive a statistical distribution of potential movements in net interest income. The Group also measures potential movements in the market value of equity of the banking operations that may arise due to changes in market interest rates.

The results of balance sheet simulations in the Group's banking operations, together with other balance sheet risk management information and strategies, are presented and reviewed by each regional ALCO and the Group ALCO on a monthly basis and at scheduled Board meetings. Similarly, Wealth Management's balance sheet risk management information and strategy are presented and reviewed by Wealth Management ALCO and Group ALCO on a monthly basis.

The table below presents a summary of the aggregated structural earnings at risk relating to non-trading assets and liabilities. The table below contains forward-looking statements (*refer to forward-looking statements on page 2*). Based on the structural interest rate risk position at balance date, the table shows the possible impact on net interest income, for the year ending September 30, 2005 of an immediate 1% parallel movement in interest rates across the whole yield curve.

The non-Australian exposure (expressed in Australian dollars) is the net exposure of offshore banking and non-banking entities. Structural interest rate exposure in some countries may be biased towards rising interest rates, whilst in others may be biased to declining interest rates, depending on different economic conditions or cycles.

	Forecast effect on net interest income 2005 (1)		Forecast effect on net interest income 2004 (2)	
	Rates up 1% \$m	Rates down 1% \$m	Rates up 1% \$m	Rates down 1% \$m
Australian operations	50	(50)	(45)	45
Non-Australian operations	43	(44)	(45)	31

(1) Represents the forecast effect on net interest income for the year ending September 30, 2005.

(2) Represents the forecast effect on net interest income (as at September 30, 2003) for the year ended September 30, 2004.

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The impact of interest rate movements on the net interest income of life insurance and funds management entities is not incorporated within the table above. However, interest rate movement is one of the factors taken into account in determining the change in net market value of life insurance and funds management entities when applying Australian Accounting Standard AASB 1038 Life Insurance Business .

### **Structural foreign exchange risk**

Structural foreign exchange risk arises from investments in the Group's foreign branches and controlled entities. Both earnings and capital are exposed to movements in foreign exchange rates as a result of these investments.

Reported earnings and equity are exposed to movements in exchange rates as a result of the need to translate earnings and net assets of the foreign operations into the Australian dollar consolidated financial statements.

This exposure of reported earnings and equity to movements in exchange rates is sometimes referred to as an accounting or translation exposure which, in the absence of any long-term realignment in exchange rates, has no lasting impact on underlying economic exposures.

The policy of the Group is that the net asset position of integrated foreign operations is to be fully hedged, whilst the net asset position and earnings of offshore subsidiaries and self-sustaining foreign operations are not to be hedged. The rationale for this approach is that the Group bases its hedging decisions on economic considerations and not on the potential impact which short-term currency fluctuations may have on reported net assets and earnings.

The net assets of the Group's integrated foreign operations are denominated in US dollars. As at September 30, 2004, the net assets of US\$134 million were fully hedged.

Real foreign exchange exposures, on the other hand, arise independently of the accounting process. Such transaction exposures arise from the risk that future cash flows will be converted to Australian dollars at less favourable rates than at present. Such cash flows could result from the repatriation of profits or capital back to the Company. The policy of the Group is to fully hedge these exposures at the time of commitment, if they are of a material nature. Hedging of transaction exposures relating to offshore acquisitions and divestments is assessed on a case-by-case basis.

### **Liquidity and funding**

Liquidity risk is the risk that the Group is unable to meet its financial payment obligations as they fall due. Liquidity within the Group is managed in accordance with policies approved by the Board, with oversight from the regional bank's ALCO and Group ALCO.

The Group manages liquidity risk through a combination of positive cash flow management, the maintenance of portfolios containing high quality liquid assets, and diversification of its funding base. The Group undertakes a conservative approach in managing its liquidity as it imposes internal prudential limits that are in addition to the regulatory requirements.

### **Structural interest rate risk**

Regulatory supervision of bank liquidity in Australia is undertaken by APRA through its Prudential Statement APS 210 Liquidity (APS 210). This approach became effective on July 1, 2000. In accordance with the requirements of APS 210, liquidity risk is measured and managed in the Group's banking entities on a cash flow basis. Each regional bank is required to monitor liquidity under both going concern and name crisis scenarios, and cash flow mismatch limits have been established to limit the Group's liquidity exposure. An additional prudential requirement of the regional banks is to maintain liquid asset portfolios to meet unexpected cash flow requirements.



Liquidity is managed on a regional basis, with day-to-day responsibility residing with regional banks, offshore branches and regional treasury operating divisions of the Group. Regulatory authorities in some countries in which the Group operates impose their own requirements to ensure that liquidity is managed prudently. These requirements may involve the bank maintaining a reserve deposit account with the central bank, holding a portfolio of highly liquid securities and overseeing the internal prudential supervision of liquidity.

A three-level contingency plan has also been established for management of an escalated liquidity requirement where the Group experiences either restricted access to wholesale funding, or a large increase in the withdrawal of funds. The plan identifies triggers on each level, details the action required, allocates the key tasks to individuals, provides a timeframe and defines a management committee to manage the action plan.

*Refer also to liquidity and funding on page 45.*

### **Life insurance and funds management market risk**

The life insurance business is exposed to market risk arising from adverse movements in market prices affecting fee income on investment-linked policies and the returns obtained from investing shareholder funds held in each life company. Market risk is also affected by mismatches between assets and the guaranteed returns offered on some classes of policy, which may not have been effectively hedged through the matching of assets.

The Group attempts to, wherever possible, segregate policyholder funds from shareholder funds. Appropriate investment mandates are then developed for each. The Group (for investment mandates set for assets in policyholder funds) attempts to match asset characteristics with the nature of policy obligations; however, certain clauses included in policy and sales documents, regulatory constraints or the lack of suitable investments may affect this.

The majority of the policyholder assets are held for investment-linked policies where the policyholder bears the risk of movements in the market value and determines the allocation of the assets. Should markets fall, fee income will decrease as it is based on the amount of assets invested.

Market risk in the life insurance and funds management businesses also arises from movements in the value of the controlled entities of National Australia Financial Management Limited. The economic value of these assets fluctuates based on a number of factors including interest rates, retention rates and fee income.

### **Country risk**

Sound international credit practices require not only commercial credit analysis of the counterparty, of the type normally associated with domestic credit, but also an assessment of country risk. Country risk arises from economic, financial, political or social factors within a country, which may affect a counterparty's ability and willingness to repay loans made by the Group. This consideration is applied notwithstanding the fact that the counterparty's own credit standing domestically might not have been impaired.

The Group has an established process for measuring country risk, which is used in determining and monitoring its cross border exposures. This includes setting prudential cross border limits based upon the Group's risk appetite for each country. Among other things, these limits are reflective of a country's credit grading, size, level of foreign exchange reserves and ability to meet financial obligations.

Limits are allocated into maturity time bands, which vary according to the risks of the country concerned and the outlook for the economic/political landscape. Exposures are monitored daily. The Board reviews these individual country limits on a periodic basis.

#### Cross border outstandings by industry category

The following table analyses the aggregate cross border outstandings due from countries other than Australia where such outstandings individually exceed 0.75% of the Group's assets. For the purposes of the annual financial report, cross border outstandings are based on the country of domicile of the counterparty or guarantor of the ultimate risk, and comprise loans, balances due from other financial institutions, acceptances and other monetary assets including trading derivative assets and reverse repurchase agreements. Local currency activities with local residents by foreign branches and subsidiaries are excluded.

The reporting threshold used below is for disclosure guidance only and is not intended as an indicator of a prudent level of lending by the Group to any one country.

	Government and official institutions \$m	Banks and other financial institutions \$m	Commercial and industrial \$m	Other \$m	Total \$m	% of total assets
<b>As at September 30, 2004</b>						
Germany	2,770	3,592	809	98	7,269	1.8
Italy	3,762	600		82	4,444	1.1
Netherlands	3	3,681	954	89	4,727	1.1
Switzerland		2,903	193	18	3,114	0.8
US	38	5,042	5,571	359	11,010	2.7
<b>As at September 30, 2003</b>						
Germany	2,933	4,131	751	103	7,918	2.0
Italy	8,230	669	78	7	8,984	2.3
UK		2,314	849	378	3,541	0.9
US	107	9,025	6,662	455	16,249	4.1
<b>As at September 30, 2002</b>						
Germany	79	5,132	1,996		7,207	1.9
UK		4,358	1,507		5,865	1.6
US		1,596	3,540		5,136	1.4

In addition, as at September 30, 2004, the US had off-balance sheet commitments of \$4,095 million (2003: \$4,101 million).

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During 2004, the Group changed its basis of defining and collating cross border outstandings information for financial reporting disclosure purposes. The most significant change was the inclusion of trading derivatives and reverse repurchase agreement asset positions. The comparative information for 2003 has been restated to reflect these changes. It was impracticable to restate comparative information for 2002 on a consistent basis.

## **Operational risk**

Operational risk is the risk of loss resulting from inadequate or failed processes, people, or systems or from external events. Individual business units own and are responsible for the identification, assessment and mitigation of their risk profile. Various reports are produced at management and Board level for their information and to assist in monitoring and where necessary determining appropriate actions.

The Operational Risk and Insurance function is responsible for:

operational risk policy development;

operational risk advice;

business continuity planning advice;

support in risk evaluation;

operational risk reporting; and

co-ordination of the risk assessment and approval process of new and re-engineered products and processes to ensure change initiatives are robustly assessed from a risk perspective.

To enhance the Group's ability to identify, measure and manage operational risk, a systematic framework and methodology for operational risk management has been developed and implemented. The methodology includes risk modelling and risk evaluation. Risk modelling is the statistical estimation of operational risk exposure based on internal and external historical loss experience. Risk evaluation involves the quality mapping and appraisal of the internal control environment based on end-to-end evaluation criteria.

## **Regulatory risk**

The Group conducts its diverse geographic spread of business activities within applicable local and international laws, codes, regulatory and prudential controls and standards.

Regulatory risk is the risk of a Group company incurring corporate and/or personal penalties to the Group's directors, executive management and staff for non-adherence to legal and regulatory obligations, damaging its reputation, incurring restrictive conditions and undertakings by regulators on how the Group does business, or losing or having its licence suspended to deal or engage in certain activities as a result of non-compliance with legal and regulatory obligations. Regulatory compliance risk can also arise where the Group fails to anticipate and effectively manage the impact of regulatory change on its operations.

The Group aims to pro-actively manage and meet the obligations imposed on it across all business lines, customer segments and products in the jurisdictions in which it operates.

## **Structural interest rate risk**

The Group's regulatory compliance policy and integrated business compliance framework set out the underlying compliance management expectations and control standards. The framework has been enhanced with the adoption of a three lines of defence approach to compliance responsibilities and assurance, and delivery of practical compliance processes, systems and tools to assist the business in tailoring and embedding its compliance obligations into core operations.

Each business unit is responsible for the implementation and maintenance of those controls necessary to meet and satisfy its regulatory compliance obligations (the first line of defence). Regulatory compliance teams work in each line of business, assisting management to fulfil these responsibilities, to address the impact of regulatory change on business practices and to test compliance controls and processes (the second line of defence). Regulatory Compliance and Internal Audit provide assurance on the application of the compliance framework (the third line of defence).

Fostering a positive compliance culture throughout all levels of the Group is recognised as an integral part of excellent relationships with customers and regulators as well as good corporate governance.

*For a discussion of certain services provided by the external auditor in connection with problem loan reviews and the Company's related internal review of auditor independence refer to certain services provided by the external auditor matters related to independence on page 19 in the business overview section. Also, the regulatory implications of the unauthorised trading in foreign currency options is discussed on page 84 of the report on the directors and officers .*

#### **Life insurance risk**

Life insurance risk occurs when the experience of mortality and morbidity claims compares adversely to that assumed when pricing life insurance policies. Factors affecting this include the trend of future claims and incidence of actual claims, unforeseen diseases or epidemics, and longer than assumed recovery periods for morbidity claims. Life insurance risk also occurs when the mortality and morbidity experience is higher than the assumptions used to determine the fair value of the life insurance business.

These risks are controlled by ensuring that the Group's underwriting policies and procedures adequately identify any potential risk, while retaining the right to amend premiums on risk policies where appropriate, and through the effective use of reinsurance. The experiences of the Group's life insurance business and that of the industry are reviewed on an annual basis to ensure that the risks continue to be effectively managed.

#### **Disclosure controls and procedures and internal control over financial reporting**

Under the requirements of the United States *Sarbanes-Oxley Act of 2002*, the Managing Director and Chief Executive Officer, and the Chief Financial Officer must each review and evaluate the Group's disclosure controls and procedures, including internal control over financial reporting. Under that Act, the Managing Director and Chief Executive Officer, and the Chief Financial Officer must certify, amongst other things, that they have presented in this annual financial report:

- (1) their conclusions about the effectiveness of the Company's disclosure controls and procedures as at the end of the year covered by this report; and
- (2) any change in the Company's internal control over financial reporting that occurred during the year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

This evaluation was performed as at September 30, 2004, under the supervision of and with the participation of the Company's management, including the Managing Director and Chief Executive Officer, and the Chief Financial Officer. Based on that evaluation, the Company's Managing Director and Chief Executive Officer and Chief Financial Officer concluded that as of the evaluation date such disclosure controls and procedures were reasonably designed to ensure that information required to be disclosed by the Company in reports it files or submits under the United States *Securities*

*Exchange Act of 1934* is recorded, processed, summarised and reported within the time periods specified in the rules and forms of the SEC, subject to the following:

**Discovery of unauthorised trading in foreign currency options**

In January 2004, the Company announced that it had identified losses relating to unauthorised trading in foreign currency options. A third party investigation into this matter was conducted by PricewaterhouseCoopers. The key points from the PricewaterhouseCoopers' Investigation into foreign exchange losses at National Australia Bank' report dated March 12, 2004 include:

the total losses arising from foreign currency options trading announced on January 27, 2004, was \$360 million;

the losses arising from the foreign currency options trading increased significantly between September 2003 and January 2004;

four traders on the foreign currency options desk exploited loopholes and weaknesses in systems and processes to hide trading losses and protect bonuses;

the traders' activities were contrary to the Company's strategy of building customer-focused business;

the foreign currency options trading losses were reported to management by several junior employees;

no customers were directly or indirectly affected by the foreign currency options trading losses;

in the Corporate & Institutional Banking Market's division there was:

inadequate management supervision;

significant gaps in back office monitoring functions;

escalation processes that did not work properly;

weaknesses in control procedures;

failure in risk management systems; and

an absence of appropriate financial controls;

there was not a suitable compliance culture within this area of the Company and a tendency to suppress bad news rather than be open and transparent about problems; and

warning signals, both inside the Company and from the regulators and other market participants, were not properly acted upon.

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The complete PricewaterhouseCoopers report is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

By letter dated March 24, 2004, the Company's auditor, KPMG, reported to the Audit Committee a finding that certain deficiencies in internal control design and failure in the operation of the internal control were such as to be considered a material weakness in internal control requiring a report to the Audit Committee under US Generally Accepted Auditing Standards AU325. The matters cited were similar to those in the PricewaterhouseCoopers report.

APRA also provided to the Company a report on its investigation into this matter. That report identified problems and issues in respect of management supervision, adherence to risk management systems and controls, internal governance procedures and the culture of the Company similar to those described above.

The complete APRA report is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

The Company has made good progress in its program to implement the remedial actions required to address these issues. As at December 31, 2004, of the 81 remedial actions required by APRA, 25 have been resolved to APRA's satisfaction and a further 44 have been submitted to APRA for assessment for closure. Following APRA's assessment further work may or may not be required to close the issues.

The 69 requirements submitted to APRA to date constitute significant progress in a number of areas, namely:

clarity of roles and responsibilities – ambiguity between the roles of individuals in key functions (Market Risk, Finance, Markets and Operations) has been removed and roles clearly articulated;

strengthening of the limit management and escalation framework – revision of applicable policies to provide a framework to monitor all trading limits and a defined consequence framework;

strengthening of many critical controls and processes that support the trading operations;

closure of trading system gaps and weaknesses identified at the time of the foreign currency options trading losses, including the processing window utilised by the traders;

strengthening of Internal Audit policies and procedures including escalation of overdue issues to the Audit Committee of the Board;

a revised governance framework for Institutional Markets & Services endorsed by the Risk Committee of the Board; and

A number of initiatives to drive organisational and cultural change (refer below).

Work is still progressing to address the remedial actions yet to be submitted to APRA. This includes:

through the newly formed Product Control function within Finance, the Company is still working to address some of the remedial actions raised regarding the level of analysis undertaken by the Finance function;



several cultural initiatives relating to incentive arrangements and codes of conduct;

a framework for setting the Company's risk appetite at the Board level; and

a large program of work to achieve re-accreditation of an internal model to determine market risk capital.

The Company has also given enforceable undertakings to ASIC in relation to the foreign currency options trading losses. The undertakings require the Company to review certain key systems and controls across those businesses operating under the primary Australian Financial Services Licence applicable to the Company's Australian banking business. *Further detail with respect to the enforceable undertakings is provided in the report on the directors and officers on page 86.*

#### **Reporting of non-accrual loans and 90 days past due loans**

At September 30, 2001 through to September 30, 2003, a certain Australian exposure was classified as performing. At March 31, 2004, this exposure was classified as 90 days past due. However, the classification of this exposure as non-accrual is now considered more appropriate, and comparative information for these years has been restated to include the balance of this exposure (including accrued interest) of \$254 million at September 30, 2003, \$221 million at September 30, 2002 and \$207 million at September 30, 2001 (*refer to note 18 to the financial report*). Other than this

single exposure, there are no other material loan facilities that are similarly affected.

The Company has implemented procedures to improve its data collection procedures used to establish its 90 days past due exposures, as weaknesses in these procedures had been identified. The disclosures in this annual financial report reflect those improved procedures. The Company is continuing to review whether additional improvements to the controls surrounding this reporting are required. (*Refer also to note 18 to the financial report.*)

### **Cross border outstandings**

The Company disclosed in its annual financial report 2003 filed on Form 20-F that the information used for preparation of disclosures on cross border outstandings by industry category was sourced from risk management systems and not financial reporting systems. Those risk management systems were designed for monitoring risk exposure limits and were not designed specifically for cross border disclosure purposes. The Group has strengthened the internal control over the reporting of cross border outstandings for the purpose of improving reporting in this area. This resulted in changes to the basis of defining and collating cross border outstandings information for financial reporting purposes.

### **Organisational and cultural change**

Since the discovery of the foreign currency options trading losses, as described above, the Company has embarked upon a journey of revitalisation across all levels of the organisation, including the Board and senior management. There is recognition that the Group's results, and its reputation, have been adversely impacted by compliance issues, insufficient accountability, and the lack of a clear cultural framework. As part of this revitalisation program, the Company is restructuring its finance and risk management functions to provide clear accountabilities at both a regional and group level. While the core financial information systems of the Company are considered to be sound and controlled effectively, there remains scope for a range of improvements to the Company's disclosure controls and procedures and internal control over financial reporting, as evidenced by the foreign currency options trading losses and other matters referred to above. This involves projects to address these specific issues, and projects such as the Sarbanes-Oxley internal control over financial reporting project, but also involves significant change in the culture of the organisation and in the visibility and accountability of its leadership group. The Company has already taken steps to address these cultural issues by introducing new Corporate Principles and performance assessments specifically tied to the achievement of the behaviours required by those Principles.

### **Transactions with related and other non-independent parties**

In the year to September 30, 2004, and up to January 20, 2005, the Group had a number of related party transactions (*refer to note 50 in the financial report*). These transactions were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons or charged on the basis of equitable rates agreed between the parties. These transactions did not involve more than the normal risk of collectability or present other unfavourable features.

Other non-independent parties are parties that are able to negotiate terms of transactions that are not on an arm's length basis, but do not meet the definition of a related party. The Group is not aware of any relationships or transactions with such parties that would materially affect its

financial position or results of operations.

## **Risk factors**

### **Business conditions and general economy**

As an international financial services group, the Group's businesses are affected by the external environment in the markets in which it operates. The profitability of the Group's businesses could be adversely affected by a worsening of general economic conditions in Australia, New Zealand, the UK, the US, or elsewhere, as well as by foreign and domestic trading market conditions. Such factors could also adversely affect the credit quality of the Group's on-and off-balance sheet assets. An economic downturn can impact the Group's results and financial position by affecting demand for the Group's products and services. Such a downturn, international disruption, dispute or event, or significantly higher interest rates, could impact the credit quality of the Group's counterparties, increasing the risk that a greater number of the Group's customers would default on their loans or other obligations to the Group, or would refrain from seeking additional credit.

*For a discussion of the Group's economic outlook, refer to page 22.*

### **Competitive forces**

The Group faces intense competition in all markets in which it operates.

*For a discussion of the competitive factors facing the Group, refer to competition on page 15.*

### **Government policies and economic controls**

The Group's businesses and earnings are affected by the fiscal or other policies that are adopted by various regulatory authorities of the Australian Commonwealth Government, foreign governments and international agencies.

The nature and impact of future changes in such policies are not predictable and are beyond the Group's control.

### **Fluctuations in currency exchange rates**

As the Group prepares its annual financial report in Australian dollars, changes in currency exchange rates, particularly between the Australian dollar and the British pound or US dollar, may have an adverse effect on the earnings that it reports.

### **Structural interest rate risk**

*For a discussion of the Group's risk management procedures, including the management of currency risk, refer to risk management on page 61.*

**Credit risk**

The Group's provisions for doubtful debts provide for risks of losses inherent in loans and advances. Estimating losses inherent in the loan portfolio is of its very nature uncertain and the accuracy of those estimates depends on many factors, including general economic conditions, rating migration, structural changes within industries that alter competitive positions, and other external factors such as legal and regulatory requirements.

*For a discussion of certain services provided by the external auditor in connection with problem loan reviews and the Company's related internal review of auditor independence refer to certain services provided by the external auditor matters related to independence on page 19 in the business overview section.*

*For a discussion of the Group's risk management procedures, including the management of credit risk, refer to risk management on page 58.*

### **Market risk**

The Group's earnings are also subject to market risk exposures, principally changes in market interest and foreign exchange rates, equity and commodity prices, and associated financial derivatives. The Group has in place controls and processes governing market risk activities.

*For a discussion of the Company's losses relating to unauthorised trading in foreign currency options, refer to page 84.*

*For a discussion of the Group's risk management procedures, including the management of market risk, refer to risk management on page 59.*

### **Operational risk**

As a financial services group, the Group is exposed to a number of other risks relating to people, processes, and systems and from external events. These risks are identified, measured and managed by the co-ordinated efforts of the individual business units and the Operational Risk unit, through the rigorous application of the Group's systematic risk framework and methodology.

*For a discussion of the Group's risk management procedures, including the management of operational risk, refer to risk management on page 63.*

### **Control systems and programs**

The implementation of control systems and programs is dependent upon factors such as the Group's ability to acquire or develop necessary technology or systems, its ability to attract and retain qualified personnel, the competence and performance of employees, the co-operation of customers, or third party vendors.

### **Critical accounting policies**

#### **Structural interest rate risk**

The reported results of the Group are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. The Group's annual financial report has been prepared in accordance with Australian GAAP.

The Group's principal accounting policies are disclosed in note 1 in the financial report and in note 56 with respect to policies that differ from US GAAP.

Certain of these policies are considered to be critical to the representation of the Group's financial performance and position, since they require difficult, subjective, or complex judgements. The following disclosure is intended to provide an enhanced level of understanding of these judgements and their impact on the Group's financial statements. These judgements necessarily involve assumptions or estimates in respect of future events, which can vary from what is forecast. However, the Company believes that its financial statements and its ongoing review of the estimates and assumptions utilised in preparing those financial statements, are appropriate to provide a true and fair view of the Group's financial performance and position over the relevant period.

Management has discussed the development and selection of its critical accounting policies with the Audit Committee and the Committee has reviewed the Group's disclosure relating to them in this financial review.

The following are considered critical accounting policies of the Group.

#### **Provision for doubtful debts**

Under Australian GAAP, loans and advances are carried at their recoverable amount, representing the gross value of the outstanding balance adjusted for provisions for doubtful debts and unearned income. To best meet this requirement, the Group has adopted a statistically-based provisioning methodology for its general provision for doubtful debts, which is consistent with other large financial institutions in Australia and the US. Under this methodology, the Group estimates the level of losses inherent, but not specifically identified, in its existing credit portfolios at balance date. The statistical provisioning methodology is applied to existing credit portfolios, including loans and advances drawn down in the current year.

In applying the statistically-based provisioning methodology, two key inputs are used in a statistical model: probability of default and the level of collateral held.

In respect of non-retail lending, the amount of the general provision is determined by multiplying the customer's probability of default by the estimated loss given default. The probability of default is determined by the Group's internal customer rating system. Internal ratings are assigned at the customer level. This system utilises objective, verifiable external data, such as external credit ratings, and is supplemented with an assessment of economic and industry outlooks, conducted by the Group's discrete specialist economics unit. A small degree of subjective data is input into the model in relation to an assessment of the borrower's management and any changes in this assessment would be unlikely to result in a material change to the Group's general provision. In general, the key driver of changes in the general provision for doubtful debts in respect of non-retail lending is usually changes in credit quality.

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The estimated loss given default is the amount of an individual loan at risk having regard to the level of collateral held against that facility. The level of collateral held is determined on a loan-by-loan basis, based on the Group's assessment of the loan security's value at the time of loan application and any subsequent valuations. Changes in the level of collateral held will impact the loss given default and, in turn, the determination of the general provision.

For retail lending (smaller-balance homogeneous loans), provisions are assessed at a portfolio level and are based on product loss rates, to make a provision for losses inherent in the portfolio but not yet identified. These rates are determined by reference to observed historical loss experience for the relevant product types and are the key driver of changes in the general provision for retail lending.

For retail lending, historical collateral levels have directly influenced product loss rates. For example, mortgage lending has historically had high levels of collateral. Product loss rates, based on this history, are therefore lower than for unsecured lending, such as credit cards.

In 2004, management revised the discount rate built into the statistically-based provisioning model that impacts cumulative probabilities of default. This was in response to recent experience, industry practice and emerging developments. The change resulted in a revision to the accounting estimate for general provision for doubtful debts, which was recognised as a significant expense in the year ended September 30, 2004.

The Group undertakes periodic sensitivity analysis to assess the impact of deterioration in credit risk on the credit portfolio and on the results of the statistically-based provisioning methodology. Sensitivity analysis includes a one-standard-deviation confidence interval around the statistical estimate of losses inherent in respect of non-retail lending. The statistical estimate may then be adjusted for management's estimate based on probable losses on specific categories of loans, the trends in portfolio composition and concentrations. Such adjustments do not exceed the results of the one-standard-deviation confidence interval sensitivity analysis.

For the purposes of the Group's reconciliation to US GAAP, the net effect of discounting probabilities of default and the full term to maturities of facilities within the statistically-based provisioning model is not recognised.

In addition to the general provision, specific provisions for doubtful debts are recognised once a loan is classified as impaired to cover any potential losses inherent in the loan. A loan is considered impaired when there is reasonable doubt over the collectability of principal and interest in accordance with the relevant loan agreements. Amounts provided for are determined by specific identification or by management's determination of probable losses for individual loans that are considered impaired in relation to loan portfolios where specific identification is impracticable.

Upon identification of a loan requiring a specific provision (that is an impaired loan), the respective loan's general provision balance is transferred to the specific provision. An assessment is then made by management as to whether the transferred balance is adequate to cover the estimated credit loss at balance date on that impaired loan.

For larger-balance, non-homogeneous loans that have been individually determined to be impaired, the level of specific provision required is based on an assessment of the recoverability of each loan. This takes into account available evidence on the collateral and other objective and subjective factors that may impact the collectability of the outstanding loan principal and interest. Management judgement is required in determining the valuation of the loan collateral. Independent valuations are frequently obtained by management to provide expert advice.

Each portfolio of smaller-balance, homogenous loans, including credit cards and personal loans, is collectively evaluated for impairment. The Group uses both dynamic modelling and specific provisioning at the account level. Management considers overall portfolio indicators, including historical credit losses and delinquency rates, in determining the level of specific provision required for each portfolio.

The historical experience of the Group has shown that management's judgement of the provisions for doubtful debts required in the past has been appropriate. The Group considers the assumptions used in the calculation of the provision for doubtful debts to be reasonable and supportable in the existing economic environment.

#### **Valuation of life insurance controlled entities**



The Group is required by Australian Accounting Standard AASB 1038 *Life Insurance Business* to measure all the assets and liabilities of its life insurance controlled entities at net market value. Movement in the excess of net market value over net assets of life insurance controlled entities is recognised in the profit and loss account as an unrealised gain or loss.

Directors' bi-annual valuations of the life insurance controlled entities are performed using industry-accepted actuarial valuation methodologies. Value is determined in three distinct areas, being value of:

each entity's net assets;

future profits from current business contracts; and

future profits from future (yet to be written) business contracts.

In determining the value of all future profits to emerge from the life insurance controlled entities, careful consideration is given to both future business and economic assumptions affecting the business. Many of these assumptions require significant judgement because they are dependent on a number of factors that cannot be precisely determined at the time the valuation is made.

The key business assumptions used relate to sales (volume and growth), profit margin squeeze, discontinuances, expenses and claims. These assumptions are determined after an examination of the experience of the Group's life insurance controlled entities, their short-term and long-term business plans, and industry experience and expectations.

The key economic assumptions used relate to investment earnings, risk discount, inflation and tax rates. These assumptions are determined after an examination of current market rates and future market expectations. In addition, the overall assumptions set and their impact on value are reviewed against transactions in the marketplace, current prices of listed entities and other publicly-available information.

Changes in management's assessment of key business factors and economic conditions (global, regional and sector specific) in the future would affect the valuation of life insurance controlled entities. As a result, the carrying value of life insurance controlled entities recorded in the statement of financial position and the movement in the excess of net market value over net assets of life insurance controlled entities recorded in the statement of financial performance could be materially different in the future. The Group considers the assumptions used in the valuations to be reasonable and supportable in the existing economic environment. Further, the valuations are based on discounted cash flow valuations prepared by Tillinghast-Towers Perrin using risk discount rates specified by the directors. Key business and economic assumptions are approved by a committee of senior management and a non-executive director of the Wealth Management holding company (National Wealth Management Holdings Limited). Recommendation of the final valuation is then made to the Wealth Management Audit committee and the board of directors of the Wealth Management holding company.

Key valuation results and assumptions are disclosed in note 24 in the financial report.

#### **Life insurance policy liabilities**

Policy liabilities in the Group's statement of financial position and the change in policy liabilities disclosed as an expense have been calculated using the Margin on Services methodology in accordance with guidance

provided by the Life Insurance Actuarial Standard Board's Actuarial Standard AS 1.03 Valuation of Policy Liabilities .

Policy liabilities for investment-linked business are calculated using the accumulation method. The liability is generally the accumulation of amounts invested by policyholders plus investment earnings less fees specified in policy contracts. Deferred acquisition costs are offset against this liability.

Policy liabilities for non-investment-linked business are measured mainly using the projection method, which is based on the net present value of estimated future policy cash flows. Future cash flows incorporate investment income, premiums, expenses, redemptions and benefit payments (including bonuses).

The measurement of policy liabilities is subject to actuarial assumptions, which involve complex judgements. Assumptions made in the calculation of policy liabilities at each balance date are based on best estimates at that date. The assumptions include the benefits payable under the policies on death, disablement or surrender, future premiums, investment earnings and expenses. Best estimate means that assumptions are neither optimistic nor pessimistic but reflect the most likely outcome. The assumptions used in the calculation of the policy liabilities are reviewed at each balance date.

Economic assumptions are based on the prevailing interest rate and economic environment. Other assumptions are based on company experience, or where this is insufficient, industry experience. A summary of the significant actuarial methods and assumptions used is contained in note 54 to the financial report. Many of these assumptions are based on actuarial tables published by the Institute of Actuaries of Australia.

The Group considers the assumptions used in the calculation of life insurance policy liabilities to be reasonable and supportable in the existing economic environment. Changes in actual experience and management's assessment of economic conditions (global, regional and sector specific) in the future could affect the level of life insurance policy liabilities recorded. As a result, the amount of policy liabilities recorded in the Group's statement of financial position and the change in policy liabilities recorded in the statement of financial performance could be different in the future.

#### **Defined benefit superannuation and pension arrangements**

The Group maintains several defined benefit superannuation and pension arrangements, details of which are given in note 47 in the financial report. In accordance with applicable accounting rules, the Group does not consolidate the assets and liabilities associated with these defined benefits plans. Instead, the Group recognises a prepaid asset for contributions the Group has made to the pension plan in excess of pension expense. The measurement of the prepaid asset and the annual pension expense involves actuarial and economic assumptions. The four key variables used in pension accounting relate to the size of the employee and pensioner population, actuarial assumptions, the expected long-term rate of return on plan assets, and the discount rate. The annual pension expense and balance sheet position for the Group is currently most sensitive to discount rate and return on asset assumptions.

The discount rate is used to determine the present value of the Group's future benefit obligations. It is an assumption that reflects the rates available on long-term, high quality fixed income debt instruments.

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The Group calculates the expected return on plan assets based on the balance in the pension asset portfolio and the expected long-term rate of return on that portfolio. The expected long-term rate of return is designed to approximate the long-term rate of return actually earned on the plan assets over time and is generally held constant so that the pattern of income/expense recognition more closely matches the stable pattern of services provided by the Group's employees over the life of the pension obligation.

There is an acceptable range in which the estimates for assumptions can validly sit. If different estimates within that range had been chosen, the cost recognised in the profit and loss account and balance sheet position could be significantly altered.

In relation to the actuarial assumptions such as mortality rate, turnover rate, retirement rate, disability rate and the rate of compensation increases, because these factors do not tend to change materially over time, the range of actuarial assumptions is generally narrow.

Changes in actuarial assumptions, discount rate and return on asset assumptions would affect the prepaid pension cost asset and pension expense and, in certain circumstances, require the recognition of a pension liability. The Group considers the assumptions used in the calculation of the prepaid pension cost asset and pension expense to be reasonable and supportable in the existing economic environment. Further, the assumptions were considered reasonable by the actuaries of the respective defined benefit pension plans.

### **Carrying value of plant and equipment, including application software**

The asset class plant and equipment reported on the Group's statement of financial position includes leasehold improvements, furniture, fixtures and fittings and other equipment, data processing equipment, and application software.

Plant and equipment is carried at the lower of cost less accumulated depreciation/amortisation and recoverable amount. Recoverable amount is the net amount expected to be recovered through the net cash flows arising from an asset's continued use and subsequent disposal. These cash flows are not discounted. Any write-down to recoverable amount is recognised in the Group's profit and loss account.

The Group assesses the value of plant and equipment each six months. If impairment indicators are identified, management makes an assessment about whether the carrying value of such assets remains fully recoverable. Where a group of assets work together to support the generation of cash inflows, such as corporate infrastructure assets (eg. enterprise application software), recoverable amount is assessed in relation to the cash-generating unit in which those assets operate.

Changes in management's assessment of whether indicators of impairment have occurred and the recoverable amount in relation to impaired plant and equipment would affect the carrying value of plant and equipment. The Group considers the impairment identification process in place to be sound and the assumptions used in the valuation of recoverable amount to be reasonable and supportable in the existing economic environment.

In 2004, the Integrated Systems Implementation application software asset was impaired and the corporate asset grouping approach detailed above did not result in a recoverable amount management considered to be reflective of



the level of future economic benefits to be derived from the use of the asset. Management assessed the recoverable amount in this instance based on a replacement cost valuation method. The resulting impairment charge was recognised as a significant expense in the profit and loss account for the year ended September 30, 2004.

### **Accounting developments**

The following is a summary of the impact of recently issued accounting standards and other developments that are expected to have a material effect on the Group's future financial performance or position:

#### **International Financial Reporting Standards**

In July 2002, the Financial Reporting Council in Australia formally announced that Australian reporting entities would be required to comply with Australian accounting standards equivalent to International Financial Reporting Standards (AIFRS) for financial years commencing on or after January 1, 2005. The adoption of AIFRS is expected to have a material effect on the Group's reported financial performance and position.

The Group continues to evaluate the areas most impacted by the standards. Refer to note 2 in the financial report for additional information on the impact of adoption of AIFRS by the Group.

#### **Non-GAAP financial measures**

The following is a summary of the key non-GAAP financial measures used throughout the annual financial report:

##### **Cash earnings**

Cash earnings is a key performance measure and financial target used by the Group. Dividends paid by the Company are based on after tax cash earnings (adjusted for significant items). Diluted cash earnings per share is a key performance measure used in the investment broking community, as well as by those Australian peers of the Group with a similar business portfolio. Management considers that the exclusion of the intangible and other items detailed below from net profit is a prudent and useful indicator of the Group's underlying operating performance. Cash earnings does not refer to, or in any way purport to represent, the cash flows, funding or liquidity position of the Group. It does not refer to any amount represented on a statement of cash flows.

Adjustments are made between net profit and cash earnings as follows:

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Outside equity interest this reflects the allocation of profit to minority interests in the Group, and is adjusted from net profit to reflect the amount of net profit that is attributable to ordinary shareholders.

Distributions this reflects payments to holders of National Income Securities, Trust Units Exchangeable for Preferred Shares and Trust Preferred Securities, and is adjusted from net profit to reflect the amount of net profit that is attributable to ordinary shareholders.

Movement in the excess of net market value over net assets of life insurance controlled entities this relates to the movement in net market value (including the value of intangible assets) of investments in life insurance controlled entities recorded on the statement of financial position in accordance with Australian Accounting Standards. As it relates to an intangible asset, management believes it is prudent to isolate this amount from the underlying operating result. It is separately identified and discussed in detail. Management further separates this, as the method for accounting for the value of life insurance controlled entities is not comparable on an international basis.

Goodwill amortisation relates to the straight-line method of amortising goodwill (an intangible asset recorded on the statement of financial position) in accordance with Australian Accounting Standards. Management generally does not regard goodwill amortisation expense as being useful information in analysing investments. As it relates to an intangible asset, management believes it is prudent to isolate this amount from the underlying operating result.

*Refer to page 6 for the reconciliation of net profit to cash earnings before significant items.*

### **Significant items**

Significant items including significant revenue, significant expenses and the associated income tax expense are defined as follows. When the revenue or an expense from ordinary activities is of such a size, nature or incidence that its disclosure is relevant in explaining the financial performance of the entity for the reporting period and its disclosure is not otherwise required under Australian Accounting Standards, its nature and amount must be disclosed separately either on the face of the statement of financial performance or in the notes to the financial report.

Management believes that the inclusion of these items distorts the underlying operating results of the Group and causes difficulty in identifying underlying performance trends and issues. Through the clear separation and identification of these items, the Group ensures that they are identified and discussed in full, as well as ensuring that the underlying performance is highlighted and discussed in full.

### **Economic Value Added (EVA<sup>®</sup>)**

EVA<sup>®</sup> is a profitability measure designed to recognise the requirement to generate a positive return on the economic capital invested in the business. If the business produces profit in excess of its cost of capital, then value is created for shareholders.

In order to encourage longer-term management decision making and sustained value creation, the Group sets EVA<sup>®</sup> growth targets for three year periods. The Group's EVA<sup>®</sup> target of 5% compound growth per annum basis was set in 2003, for the three years ending September 2006.

EVA<sup>®</sup> net operating profit after tax is based on cash earnings before significant items (using a 30% projected tax rate) plus the calculated benefit of imputation credits earned by paying Australian tax. The capital charge is based on the Group's cost of capital. This is then applied to a calculated average economic capital, which is based on average shareholder equity less other equity instruments and adjusted for cumulative goodwill amortisation, cumulative movement (after tax) in the excess of net market value over net assets of life insurance controlled entities, and significant items.

*EVA<sup>®</sup> is a registered trademark of Stern Stewart & Co.*



**Corporate governance**

**Importance of corporate governance**



The Board of directors of the Company (Board) is responsible for the corporate governance of the Company and its controlled entities (the Group). Corporate governance is a matter of high importance in the Company and is undertaken with due regard to all of the Company's stakeholders and its role in the community. Good corporate governance is a fundamental part of the culture and the business practices of the Group. The main corporate governance practices that were in place during the 2004 year, or otherwise as referred to below, are discussed in this section.

The 2004 year has been one of transformation for the Company with the events of this year being a catalyst for renewal for the Group. Six directors resigned during the year, including the Managing Director and Chief Executive Officer, Mr Frank J Cicutto and the Chairman, Mr D Charles K Allen. A new Managing Director and Chief Executive Officer, Mr John M Stewart, and a new Chairman, Mr Graham J Kraehe, were appointed by the Board. Two new executive directors and five new non-executive directors were appointed by the Board up to the end of September 2004. The board renewal program was completed in December 2004, with the appointment of Mr Michael Chaney as an independent non-executive director. Mr Chaney will take over as Chairman of the Company after he stands down from his current chief executive role of Wesfarmers Limited in September 2005.

An extensive search was undertaken to ensure that the new Board would have an appropriate mix of skills and experience for an international company of the size and complexity of the Group, including depth of knowledge in the banking and financial services industry. In addition, Mr T Kerry McDonald, Chairman of Bank of New Zealand, has been appointed as a consultant to the Board.

Significant changes have also occurred to the executive management of the Company, with seven executive officers resigning during the year. Two new executive directors and two new executive general managers have been appointed from outside the Group. In addition, three new executive general managers have been appointed from within the Group. The new executive team has outstanding credentials to run the Group.

A number of the executive management positions have been restructured with greater clarity of roles and accountability to better drive the strategic direction and the operational goals of the Group. The new Managing Director and Chief Executive Officer has formed a Group Executive Committee comprising himself, the executive directors and the executive general managers. The Group Executive Committee acts as a collegiate body running the total Group and supports the individual divisions.

### **Integrated governance**

During the year under review, considerable attention was given to improving the governance of the Group through improving the quality of reporting to the Board and the development of a more integrated governance system, which aligns the areas of focus for management and the Board. This has involved a review of the management committees, particularly the management risk committees. These developments are ongoing and are designed to identify, examine and escalate problem areas so that appropriate action can be taken in a timely manner.

The Board has approved corporate governance guidelines, which set out the specific roles, duties, responsibilities and rights of the directors of the Company. Each director is expected to have regard to these guidelines in the performance of his or her duties as a director of the Company.

The major processes by which the Board meets its duties are described in this corporate governance statement.

**Responsibilities and functions of the Board**



The Board has adopted a formal charter that details the functions and responsibilities of the Board, which may be found on the Group's website at [www.nabgroup.com](http://www.nabgroup.com). The most significant responsibilities of the Board are to:

*Stakeholder interests*

serve in the interests of all stakeholders, being the shareholders, customers, regulators, staff and the communities in the geographic regions in which the Group operates;

**build trust in the Group through consistent behaviour, transparency and accountability; and**



establish, review and monitor processes for corporate governance throughout the Group;

**Future strategy**

**develop an in-depth understanding of each substantial segment of the Group s business;**

**review, approve and monitor corporate strategy and plans and review the assumptions and rationale underlying the annual plans;**

**make decisions concerning the Group's capital structure and dividend policy; and**

**review, approve and monitor major investment and strategic commitments;**



**Review of past performance**

**review business results, monitor budgetary control and review, approve and monitor necessary corrective actions and processes;**



**Integrity of external reporting**

**review and monitor the processes, controls and procedures which are in place to maintain the integrity of the Group s accounting and financial records and statements with the guidance of the Audit Committee;**



**review and monitor the reporting to shareholders and regulators, providing objective, comprehensive, factual and timely information to the various markets in which the Company's shares are listed; and**

monitor and receive reports from the Audit Committee in relation to internal controls and internal and external audit reports;



**Risk management and compliance**

**establish, monitor and review the risk management processes with the guidance of the Risk Committee;**

**review and monitor processes for compliance with prudential regulations and standards and other regulatory requirements;**

**review and monitor processes for the maintenance of adequate credit quality; and**

**review and monitor processes for the documentation and regular review and updating of the Group's risk profile;**





**Executive review, succession planning and culture**

**approve key executive appointments and monitor and review executive succession planning;**

**review and monitor the performance of the Managing Director and Chief Executive Officer and senior management;**

**review and approve executive remuneration with the guidance of the Human Resources Committee;**

**approve all appointments of directors to the boards of controlled entities and appointments made by the Group to non-controlled entities; and**

**monitor and influence the culture, reputation and ethical standards of the Group; and**



**Board performance**

**monitor Board composition, director selection, Board processes and performance with the guidance of the Nomination Committee;**

**monitor and review the processes to assist directors in having sufficient time to devote to Board matters in order that they discharge their duties effectively; and**



**review the charter and its continuing adequacy from time to time.**



**Composition of the Board**



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The Board requires that each of its directors possess unquestionable integrity and character. The Nomination Committee assists the Board in identifying other appropriate skills and characteristics required for the Board as a whole and the Board's individual members in order for the Group to fulfil its goals and responsibilities to shareholders and other key stakeholders.

The composition of the Board is based on the following factors:

**the size of the Board will be of a size to assist in efficient decision making;**

**the Chairman of the Board should be an independent non-executive director and shall be elected by the directors annually;**

**the Chairman must not be a former executive officer of the Group;**

**the Board should comprise a majority of independent non-executive directors; and**



**the Board should comprise directors with a broad range of expertise, skills and experience from a diverse range of backgrounds.**



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The Board is comprised of a majority of independent non-executive directors. There are three executive directors and ten independent non-executive directors. The role of Chairman and the role of Managing Director and Chief Executive Officer are held by two separate individuals. The Chairman is a non-executive director and the Managing Director and Chief Executive Officer is an executive director. The other executive directors are the Chief Executive Officer, Australia and the Chief Financial Officer.

*The skills, experience and expertise of the directors are set out in the report on the directors and officers.*

### **Independence of directors**



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In judging whether a director is independent for the purposes of services on the Board and Board committees of the Company, the Board has regard to the standards adopted by the Board from time to time to assist it in its regular independence determinations. These standards reflect the independence requirements of applicable laws, rules and regulations, including the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations, the corporate governance standards of the New York Stock Exchange, and the US *Sarbanes-Oxley Act of 2002*.

Directors are required to provide all relevant information to allow a regular assessment of independence. The fundamental premise of the standards is that an independent director must be independent of management and free to exercise his or her unfettered and independent judgement.

The non-executive directors meet informally on a regular basis, without the Managing Director and Chief Executive Officer, other executive directors and other members of management being present.

The directors considered by the Board to constitute independent directors are identified, along with their period in office, in the report on the directors and officers.

*Disclosure of related party transactions is set out in note 50 in the financial report.*

### **Appointment and re-election of Board members**

The process for appointing a director is that, when a vacancy exists, the Board, assisted by the Nomination Committee, identifies candidates with the appropriate expertise and experience, using external consultants as appropriate. The most suitable candidate is appointed by the Board but must stand for election by the shareholders at the next annual general meeting of the Company.

During the year, the Board undertook a major board renewal program. In February 2004, Mr Graham J Kraehe was appointed as Chairman, and Mr John M Stewart as Managing Director and Chief Executive Officer, following the retirement of Mr D Charles K Allen as Chairman and non-executive director, and Mr Frank J Cicutto as Managing Director and Chief Executive Officer.

On April 6, 2004, the Chairman announced that the Board was conducting a search for additional non-executive members, particularly with banking and finance sector experience. This resulted in the appointments of Mr Robert G Elstone, Mr Daniel T Gilbert, Mr Paul J Rizzo, Ms Jillian S Segal and Mr G Malcolm Williamson as independent non-executive directors. Mr Ahmed Fahour, Chief Executive Officer, Australia and Mr Michael Ullmer, Chief Financial Officer were appointed as executive directors.

The appointment of Mr Michael Chaney as an independent non-executive director in December 2004, and as Chairman in place of Mr Graham J Kraehe on his retirement in September 2005 was also announced.

Also during the year, Dr J Brian Clark, Dr Kenneth J Moss, Dr Edward D Tweddell and Mrs Catherine M Walter resigned as directors.

The Company has formal letters of appointment for each of its directors appointed during the year, setting out the key terms and conditions of the appointments.

The process for re-election of a director is in accordance with the Company's constitution, which requires that, other than the Managing Director and those directors appointed during the year, one-third (or the nearest number to one-third) are required to retire by rotation at each annual general meeting and are eligible to stand for re-election. Those directors appointed during the year to fill any vacancy must retire and stand for election.

Prior to each annual general meeting, the Board will assess the performance of each director due to stand for re-election and determine if the Board will recommend to the shareholders that they vote in favour of the re-election, or otherwise, of each such director. A number of directors have only recently joined the Board and they will stand for election for the first time at the next annual general meeting. Such directors, having only recently been appointed, were not subject to this performance review process in 2004.

The Board has set a limit of 10 years for which an individual may serve as a director, subject to an annual review after this period. The Board regards this as an appropriate period of service. Directors who have served on the Board for an extended period of time have gained valuable experiences, insights and historical perspectives regarding the Group that would not be easily replaced.

The retirement age for directors is fixed by the Company's constitution at 70 years of age.

#### **Induction and continuing education**





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Management, working with the Board, provides an orientation program for new directors in order to assist them in fulfilling their duties and responsibilities. The program includes discussions with the Managing Director and Chief Executive Officer, the other executive directors and management, the provision of reading material, tutorials and workshops. These include detail on directors' rights, duties and responsibilities, the Group's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its management structure and its internal and external audit.

Management conducts additional presentations and tutorial sessions for directors from time to time regarding the Group, the factors impacting, or likely to impact, on its businesses to assist the non-executive directors in gaining a broader understanding and knowledge of the Group. Directors are also encouraged to keep up to date on relevant topical issues.

### **Board meetings**



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The frequency of Board meetings and directors' attendance at those meetings is set out in the report on the directors and officers. Directors are expected to prepare adequately for, attend and participate at Board meetings and meetings of committees. Some on-site inspections are conducted in relation to which directors are also expected to attend. The Board meets once each year in Europe, where the Group has a substantial proportion of its assets, and in New Zealand, where there are significant business interests. The amount of work undertaken is considerable. The time requirement varies depending on the number of Board committee meetings and controlled entity board meetings a director attends.

### **Board performance**



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The Board's existing governance processes include the regular reviews and evaluation of the performance of the Board with the guidance of the Nomination Committee. An external expert is regularly engaged to review many aspects of the Board's activities and to assist in a continuous improvement process to enhance the effectiveness of the Board. Given the major changes in the composition of the Board during 2004, the external review was deferred until 2005.

The Board also conducts an annual review of individual directors prior to their standing for re-election at the annual general meeting (*refer to appointment and re-election of Board members above*).

### **Remuneration of directors**

The maximum aggregate amount from which non-executive directors may be remunerated is determined by the shareholders. It is possible that this maximum aggregate amount may not be fully utilised in any one year. From this amount, the individual directors are remunerated based on a philosophy of compensating the directors at around the upper quartile of the market, having regard to the size and complexity of the Group.

The remuneration of non-executive directors involves all the non-executive directors receiving part of their remuneration in the form of shares in the Company.

The Human Resources Committee (formerly the Compensation Committee), provides guidance to the Board in respect of these matters.

*The remuneration policy for the Board and the remuneration of each director is set out in note 51 of the financial report.*

### **Remuneration of senior executives**

The Group's remuneration philosophy for senior executives is to reward high levels of sustained performance and contribution through a pay-for-performance model.

Remuneration comprises fixed and variable remuneration components. Variable remuneration, also known as at risk remuneration, comprises short-term incentives and long-term incentives. In general, the Group aims to target the upper quartile of the market for remuneration to ensure the attraction and retention of talented senior executives.

The Human Resources Committee provides guidance to the Board in respect of these matters.

*The remuneration policy for senior executives is set out in note 51 of the financial report.*

**Conflicts of interest**

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Group, or gives the appearance of a conflict. A director who has a material personal interest in a matter that relates to the affairs of the Group must give the other directors notice of such interest. Such notice should be provided in writing to the Company Secretary, who is to ensure that the notice is brought to the attention of the other directors.

The *Corporations Act 2001* (Cth) together with the constitution of the Company provide that a director who has a material personal interest in a matter that is being considered at a directors' meeting cannot be present while the matter is being considered at the meeting or vote on the matter, except in the following circumstances:

the directors who do not have a material personal interest in the matter have passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Company, which states that the remaining directors are satisfied that the interest should not disqualify the director from voting or being present;

ASIC has made a declaration or order under the *Corporations Act 2001* (Cth), which permits the director to be present and vote notwithstanding the director's material personal interest;

there are not enough directors to form a quorum for a directors' meeting because of the disqualification of the interested directors, in which event one or more of the directors (including a director with a material personal interest) may call a general meeting to address the matter; and

the matter is of a type which the *Corporations Act 2001* (Cth) specifically permits the director to vote upon and to be present at a directors' meeting during consideration of the matter notwithstanding the director's material personal interest.

However, notwithstanding the exceptions permitted by the *Corporations Act 2001* (Cth) and the constitution of the Company (as described above), the Group's corporate governance standards provide that generally speaking, when a potential conflict of interest arises, the director concerned does not receive copies of the relevant Board papers and withdraws from the Board meeting while such matters are considered. Accordingly, in such circumstances the director concerned takes no part in discussions nor exercises any influence over other members of the Board. If a significant conflict of interest with a director exists and cannot be resolved, the director is expected to tender his or her resignation after consultation with the Chairman.

Financial services are provided to non-executive directors under terms and conditions that would normally apply to the public. Executive directors are entitled to financial services under terms and conditions that would normally apply to full-time employees. The provision of financial services to directors is subject to any applicable legal or regulatory restrictions, including the *Corporations Act 2001* (Cth) and the US *Sarbanes-Oxley Act of 2002*. Refer to note 50 of the financial report for further information.

#### **Access to management**

Board members have complete and open access to members of management following consultation with the Chairman, and the Managing Director and Chief Executive Officer.

#### **Access to independent professional advice**





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Written guidelines are in place providing for each director to have the right to seek independent professional advice at the Company's expense, subject to the prior approval of the Chairman.

The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the ability to retain, at the Group's expense, such legal, accounting or other services, consultants or experts as it considers necessary from time to time in the performance of its duties.

### **Restrictions on share dealings by directors**



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Directors, officers and employees are subject to the *Corporations Act* 2001 (Cth) restrictions on applying for, acquiring and disposing of securities in, or other relevant financial products of, the Company (or procuring another person to do so), if they are in possession of inside information. Inside information is that information which is not generally available, and which if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities in, or other relevant financial products of, the Company.

Further, directors, officers and employees may only trade in the Company's securities (subject to also complying with applicable law) during each of the eight weeks commencing the day following each half yearly results announcement or the date of issue of a prospectus. Directors are further required to discuss their intention to trade in the Company's securities with the Chairman prior to trading.

The directors, officers and employees are also subject to legal restrictions on insider trading in other jurisdictions.

Directors and officers must not trade in the shares of any other entity if inside information on such entity comes to the attention of the director or officer by virtue of holding office as a director or officer of the Company.

### **Shareholding requirements**



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Within two months after a director's appointment, the director is required to hold at least 2,000 shares in the Company. Non-executive directors are required to receive at least 10% and up to 40% of their annual remuneration in the form of shares in the Company, under the National Australia Bank Staff Share Ownership Plan, which was most recently approved by shareholders at the Company's annual general meeting in 2003. Such shares are acquired at market prices. Executive directors may receive performance options and performance rights over shares as approved by shareholders and, as a staff member, may also receive shares in the Company.

*Details of all shareholdings by directors in the Company are set out in the report on the directors and officers and note 51 of the financial report.*

**Confidential information**



The Group has a written policy and fosters an appropriate culture to prevent the disclosure of confidential customer information outside the Group or the use of that information for the financial gain of any other entity (including any entity with which a director has an association). The directors regard the confidentiality of customer information as highly important. When the directors are serving on the boards of other companies and undertaking private transactions, they have regard to their confidentiality obligations at all times.

**Board and committee agendas**





Board and committee agendas are structured to assist the Board to meet its significant responsibilities. This includes the Board's consideration of strategy and the achievement of financial and other goals. This also includes the Board receiving a detailed overview of the performance and significant issues confronting each business unit and support unit and to identify major risk elements for review to ensure that assets are properly valued and that protective strategies are in place.

Directors receive and discuss detailed financial, operational and strategy reports from management.

During the year, clear guidelines were established to enable matters raised by regulators to be promptly and effectively addressed and referred to the Board where necessary.

### **Board committees**

The Board may establish committees as it considers necessary or appropriate to assist it in carrying out its responsibilities. The Board has established the following committees and has adopted charters setting out the matters

relevant to the composition, responsibilities and administration of these committees:

Risk Committee;

Audit Committee;

Nomination Committee; and

Human Resources Committee.

Other matters of special importance in relation to which Board committees are established include consideration of borrowing programs, projects, capital strategies, major investments and commitments, capital expenditure, delegation of authorities to act, and the allocation of resources.

**Risk Committee**



## Membership

The members of the Risk Committee as at December 2, 2004 were:

Mr Peter JB Duncan (Chairman);

Mr Robert G Elstone (joined September 2004);

Mr Paul J Rizzo (joined September 2004); and

Mr John M Stewart (joined February 2004).

It is appropriate that members of the Risk Committee have a range of different backgrounds, skills and experiences having regard to the operations, financial and strategic risk profile of the Group.

## Responsibilities and Risk Committee charter

The roles, responsibilities, composition and membership requirements are documented in the Risk Committee charter, which has been approved by the Board and may be found on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

The responsibilities of the Risk Committee include:

- reviewing the Group's risk profile within the context of the risk/return profile determined by the Board;
- implementing and reviewing risk management and internal compliance and control systems throughout the Group;
- reviewing the adequacy and effectiveness of the Group's compliance management framework;
- reviewing the balance sheet risk management framework and strategies;
- overseeing the Group's credit policies;
- assessing operational risk limits;
- reviewing business risk management;
- reviewing country lines of credit; and
- reviewing the liquidity policies of the Group.

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During the year, considerable attention was given to improving the quality of risk reporting and management in the Group. This involved a review of the management risk committees. New charter and modes of operation were developed for the Group Risk Appetite Committee, the Central Risk Management Committee and the Corporate & Institutional Banking Risk Management Committee. In addition, a new management committee, the Group Operational Risk Committee, was established.

The Risk Committee met on 18 occasions during the year.

*The qualifications of the Risk Committee members together with the number of meetings attended by each member during the year are set out in the report on the directors and officers.*

*More comprehensive details on risk management appear on pages 58 to 63.*

### **Audit Committee**



## Membership

The members of the Audit Committee as at December 2, 2004 were:

Mr John G Thorn (Chairman) (joined October 2003);

Mr Peter JB Duncan;

Mr Daniel T Gilbert (joined September 2004); and

Mr Paul J Rizzo (joined September 2004).

Subsequent to December 2, 2004, Mr Peter JB Duncan stood down as a member of the Audit Committee.

All members of the Audit Committee must be independent, non-executive directors. Independence for these purposes is determined in accordance with the standard adopted by the Board, which reflects the independence requirements of applicable laws, rules and regulations, including the Australian Stock Exchange Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations, the New York Stock Exchange and the United States *Sarbanes-Oxley Act of 2002*.

Members are appointed for an initial term of three years. Membership is reviewed every three years and periodic rotation is encouraged whereby no more than one member each year can resign as a result of periodic rotation.

The Audit Committee must consist of at least three members. For a period of five days during the year, the Audit Committee had only two members due to timing differences relating to the resignation and appointments of directors.

It is considered appropriate that members of the Audit Committee be financially literate and have a range of different backgrounds, skills and experiences having regard to the operations, and financial and strategic risk profile of the Group. The Board recognises the importance of the Audit Committee having at least one member with appropriate accounting or financial expertise, as required by applicable laws, best practice guidelines and listing standards. All members of the Audit Committee are financially literate.

The Chairman of the Board cannot be a member of the Audit Committee.

*The qualifications of the Audit Committee members together with the number of meetings attended by each member during the year are set out in the report on the directors and officers.*

## Audit Committee financial expert



The Board has determined that Mr John G Thorn is an audit committee financial expert and is independent as defined in the listing standards of the New York Stock Exchange. Although the Board has determined that Mr John G Thorn has the requisite attributes defined under the rules of the SEC, his responsibilities are the same as those of the other Audit Committee members. He is not an auditor or accountant, does not perform field work and is not an employee of the Company. The SEC has determined that an audit committee member who is designated as an audit committee financial expert will not be deemed as an expert for any purpose as a result of being identified as an audit committee financial

expert. The Audit Committee is responsible for the oversight of management in the preparation of the Group's financial statements and financial disclosures. The Audit Committee relies on the information provided by management and the external auditor. The Audit Committee does not have the duty to plan or conduct audits or to determine that the Group's financial statements and disclosures are complete and accurate. These are the responsibility of management and the external auditor.

#### **Responsibilities and Audit Committee charter**

The Audit Committee's role, responsibilities, composition and membership requirements are documented in the Audit Committee charter, which has been approved by the Board and may be found on the Group's website at [www.nabgroup.com](http://www.nabgroup.com). The charter is reviewed at least annually.

The Audit Committee is responsible for review and oversight of:

the integrity of the accounting and financial reporting processes of the Group;

the Group's external audit;

the Group's internal audit; and

compliance with applicable accounting standards to give a true and fair view of the financial position and performance of the Group.

The Audit Committee met on 15 occasions during the year.

The Audit Committee has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the ability to retain, at the Company's expense, such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties.

#### **External auditor**

The Audit Committee is responsible for the selection, evaluation, compensation and, where appropriate, replacement of the external auditor, subject to shareholder approval where required. Responsibilities of this nature are a departure from the Australian Stock Exchange Corporate Council Principles of Good Corporate Governance and Best Practice Recommendations which provide that the Audit Committee should recommend to the Board the appointment and removal of the external auditor. The reason for the departure is that US laws and regulations require that these responsibilities rest with the Audit Committee.

During the year, the Company announced that it intended to change its external auditor, subsequent to the year ended September 30, 2004. The Audit Committee then undertook a thorough process to select a new auditor to commence from the 2005 year. In July 2004, the Chairman of the

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Audit Committee announced that Ernst & Young had been selected to become the new external auditor of the Group. Shareholders will be asked to approve the appointment of the new external auditor at the Company's annual general meeting on January 31, 2005.

The Audit Committee is to ensure that the external lead audit partner and concurring review partner are rotated off the Group's audit after no more than five years and are not reassigned to the Group's audit for at least five years.

The Audit Committee meets with the external auditor throughout the year to review the adequacy of the existing external audit arrangements with particular emphasis on the scope, quality and independence of the audit. The Audit Committee meets with internal audit representatives, the external auditor and the consulting actuary separately, without the presence of management, at least annually.

The Audit Committee receives assurances from the external auditor and the consulting actuary that they meet all applicable independence requirements.

*For a discussion of certain services provided by the external auditor in connection with problem loan reviews and the Company's related internal review of auditor independence refer to certain services provided by the external auditor matters related to independence on page 19 in the business overview section.*

### **Audit Committee pre-approval policies and procedures**

The Audit Committee is responsible for the oversight of the work of the external auditor. To assist it in discharging its oversight responsibility, the Audit Committee has adopted an External Auditor Independence Policy which requires it, among other things, to pre-approve all audit and non-audit services to be provided by the external auditor. The External Auditor Independence Policy incorporates auditor independence requirements of applicable laws, rules and regulations and has been promulgated throughout the Group.

In accordance with the External Auditor Independence Policy, the external auditor may only provide a service to the Group if:

- (i) the external auditor is not prohibited from providing that service by applicable auditor independence laws, rules and regulations;
- (ii) in the opinion of the Audit Committee, the service does not otherwise impair the independence of the external auditor;
- (iii) in the opinion of the Audit Committee, there is a compelling reason for the external auditor to provide the service; and
- (iv) the service is specifically pre-approved by the Audit Committee.

The Audit Committee may set an annual fee limit for each type of audit or non-audit service to be provided by the external auditor. Unless the Audit Committee approves otherwise, the fees paid or due and payable to the external auditor for the provision of non-audit services in any financial year must not exceed the fees paid or due and payable to the external auditor for audit services in that year.

The Audit Committee may delegate to the Audit Committee Chairman or any other member of the Audit Committee the authority to pre-approve audit and non-audit services to be provided by the external auditor. The decision of any delegate to specifically pre-approve any audit or non-audit service is presented to the Audit Committee at its next scheduled meeting. The Audit Committee has delegated the authority to pre-approve audit and non-audit services to the Audit Committee Chairman.

*Details of the services provided by the external auditor to the Group and the fees paid or due and payable to the external auditor for those services are set out in the report on the directors and officers and note 52 in the financial report.*

**Confidential financial submissions**

The Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. It is a responsibility of the Audit Committee to ensure that employees can make confidential, anonymous submissions regarding such matters (*refer to the Whistleblower Protection Program section on page 79 for further information*).

**Nomination Committee**



## Membership

The Nomination Committee's members as at December 2, 2004 were:

Mr Graham J Kraehe (Chairman);

Mr Peter JB Duncan;

Mr Robert G Elstone (joined September 2004);

Mr Ahmed Fahour (joined October 2004);

Mr Daniel T Gilbert (joined September 2004);

Mr Paul J Rizzo (joined September 2004);

Ms Jillian S Segal (joined September 2004);

Mr John M Stewart;

Mr John G Thorn (joined October 2003);

Mr Geoffrey A Tomlinson;

Mr Michael J Ullmer (joined October 2004); and

Mr G Malcolm Williamson (joined May 2004),  
acting in committee.

Subsequent to December 2, 2004, Mr Michael Chaney joined the Nomination Committee.

The Nomination Committee has authority from the Board to sub-delegate its authority to a Sub-Committee, comprised of a minimum of three members of the Nomination Committee, to examine, review, consider and recommend such matters, relevant to the Nomination Committee charter, as the Nomination Committee may consider appropriate from time to time. During the year, a Nomination Sub-Committee was established to assist the Nomination Committee and the Board in the selection of directors as part of the board renewal program.

*The number of meetings attended by each member during the year is set out in the report on the directors and officers.*

## Responsibilities and Nomination Committee charter

The Nomination Committee's role, responsibilities, composition and membership requirements are documented in a Nomination Committee charter, which has been approved by the Board, and which is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

The responsibilities of the Nomination Committee are to:

monitor, review and make recommendations to the Board regarding its performance;

monitor, review and make recommendations to the Board as necessary and appropriate regarding the objectives for and assessment of the performance of the Managing Director and Chief Executive Officer, Chief Executive Officer, Australia and Chief Financial Officer;

review and make recommendations to the Board as appropriate, with regard to:

the size and composition of the Board;

the criteria for Board membership and desirable qualifications, experience and domicile for individual new appointees to the Board;

the induction program for new directors;

the continuing education program for directors; and

identification of potential candidates for appointment to the Board; and

review the Nomination Committee's charter, as well as its composition, annually.

#### **Succession planning**

The Nomination Committee reviews the succession planning for the Board and senior management and reports to the Board on such issues.

#### **Human Resources Committee**





## Membership

The Human Resources Committee s (formerly the Compensation Committee) members as at December 2, 2004 were:

Mr Geoffrey A Tomlinson (Chairman) (joined August 2004);

Ms Jillian S Segal (joined September 2004); and

Mr John G Thorn (joined November 2003).

*The number of meetings attended by each member during the year is set out in the report on the directors and officers.*

## Responsibilities and Human Resources Committee charter

The Human Resources Committee s role, responsibilities, composition and membership requirements are documented in a Human Resources Committee charter, which has been approved by the Board and may be found on the Group s website at [www.nabgroup.com](http://www.nabgroup.com)

The responsibilities of the Human Resources Committee are to:

monitor, review and recommend to the Board, as necessary and appropriate:

the remuneration, superannuation and incentive policies and arrangements for the Managing Director and Chief Executive Officer and for senior executives who report directly to the Managing Director and Chief Executive Officer;

the remuneration arrangements for non-executive directors on the Board;

the recruitment, retention and termination policies and procedures for senior executives;

key executive appointments and executive succession planning (including one or more reports and presentations to the Board each year); and

oversee the general remuneration strategy of the Group; and

monitor the culture and reputation and review the behavioural standards of the Group on a regular basis, and report and submit recommendations to the Board.



The Human Resources Committee has delegated authority from the Board to approve:

changes to the factors regarding the measurement of short-term performance, which impacts incentives and the EVA<sup>®</sup> share plan;

incentive pool amounts for general incentive programs;

offers under existing share, option and performance rights plans, including setting the terms of issue and approving the issue of securities in the Company in connection with such offers (within the aggregate number of securities approved by the Board); and

fees payable to non-executive directors of controlled entity boards of the Company.

*EVA<sup>®</sup> is a registered trademark of Stern Stewart & Co.*

#### **Performance review**

The Board reviews performance and sets the remuneration package applicable to the Managing Director and Chief Executive Officer, the Chief Executive Officer, Australia and the Chief Financial Officer, following recommendations from the Human Resources Committee. This performance review involves meeting established performance-based criteria structured on increasing shareholder value.

*The remuneration policy for senior executives is set out in note 51 of the financial report.*

#### **Controlled entities**

The activities of every company in the Group are overseen by their own board of directors.

Directors of each of these controlled entities are provided with Corporate Governance Guidelines, which have been approved by the Board. The Corporate Governance Guidelines set out the specific roles, duties, responsibilities and rights of the directors of controlled entities. Such guidelines set out the key expectations that the Board would have of the boards of controlled entities. The guidelines have been specifically tailored for the different types of entities depending on the nature of their business and their activities.

Mr Geoffrey A Tomlinson is the Chairman of National Wealth Management Holdings Limited, and certain wealth management controlled entities, due to his in-depth background and expertise in wealth management and insurance business. Mr G Malcolm Williamson is the

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Chairman of National Australia Group Europe Limited and of Clydesdale Bank PLC and Yorkshire Bank PLC. Directors of controlled entities are normally selected from among the outstanding business people in the local market in which the entities operate. A primary pre-requisite to the Board having confidence in the activities of a controlled entity board is to have a high quality controlled entity board with a commitment to the Group's objectives. There is a standing invitation to all of the Company's directors to attend any board meeting of a controlled entity through consultation with the Chairman. Such visits are undertaken to develop a broader understanding of the Group's total operations.

### Communicating with shareholders

### Strategy

The Group aims to be open and transparent with all stakeholders, including the owners of the business – the shareholders (direct and indirect). Plain English communications and easy access to company information are important objectives of the Company's communications strategy. Information is communicated to shareholders regularly through a range of forums, publications and online. These include:

the Company's annual general meeting, which will be held in Melbourne on January 31, 2005;

notices and explanatory memoranda of annual general meetings;

the concise annual report (unless a shareholder has requested not to receive this);

the annual financial report (for those shareholders who have requested a copy);

disclosures to the stock exchanges in Australia, London, New York, New Zealand and Tokyo, and to ASIC and the US SEC;

letters from the Managing Director and Chief Executive Officer or the Chairman to specifically inform shareholders of key matters of interest;

during the year the Chairman wrote to shareholders to advise them of the unauthorised foreign currency options trading matter and subsequent actions taken by the Board and of the steps being taken to overhaul the membership of the Board. The reports of PricewaterhouseCoopers and APRA into the unauthorised foreign currency options trading and the Company's response to these reports were placed on the Group's website at [www.nabgroup.com](http://www.nabgroup.com). *For further information refer to the report on the directors and officers on page 84;* and

the Group's website at [www.nabgroup.com](http://www.nabgroup.com), where there is a Shareholder Centre which includes access to Company announcements, media releases and investor presentations.

In addition to the registered shareholders, there are many thousands who have invested indirectly through the Group's funds management products, and through the funds management products of a large number of organisations. The Group encourages these beneficial owners to take an active interest in the affairs of the Group by visiting the Group's website at [www.nabgroup.com](http://www.nabgroup.com). Beneficial owners and others may also access the Shareholder Centre. Shareholders are encouraged to address questions to the Chairman, which will be responded to at the annual general meeting.

### Meetings

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The notice of annual general meeting provides details of the location, time and date of the meeting, the business to be considered by shareholders and details about each candidate standing for election or re-election as a director of the Company. On average, these meetings attract around 1,000 shareholders and stakeholders. For those shareholders who are unable to attend the meeting, the Company provides a webcast. The Company's external auditor attends this meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

### **Continuous disclosure**

The Board's policy is that shareholders are informed of all major developments that impact on the Group. There is a detailed continuous disclosure policy in place, which is intended to maintain the market integrity and market efficiency of the Company's shares listed on international stock exchanges. The Company has established written policies and procedures designed to manage the Company's compliance with the continuous disclosure obligations imposed by the various stock exchanges on which the Company's securities are listed (including the ASX) and to attribute accountability at a management level for that compliance.

**Australian Stock Exchange Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations**

The Company believes that throughout the 2004 year, it has complied with all of the Recommendations contained in the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations, with the exception of:

the Code of Conduct was placed on the Company's website on July 27, 2004, and was therefore not publicly available for the full financial year, as recommended;

the Insider Trading Policy was placed on the Company's website on November 11, 2003, and was therefore not publicly available for the full financial year, as recommended;

during the period from August 28, 2004 to September 1, 2004 (inclusive), the Audit Committee was comprised of two members, rather than three members as recommended. No actions were taken by the Audit Committee during that period;

a performance review of the full Board did not take place during the 2004 year due to the major changes in the composition of the Board during the year; and

under Recommendation 7.2 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations, the Managing Director and Chief Executive Officer, and the Chief Financial Officer are required to state to the Board in writing that the certifications they give to the Board under Recommendation 4.1 (as to the integrity of the Company's financial statements) is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects. The certifications given by the Managing Director and Chief Executive Officer, and the Chief Financial Officer refer to the matters arising from their evaluation of the Company's disclosure controls and procedures as set out on page 63 of this annual financial report, being the discovery of unauthorised trading in foreign currency options, reporting of non-accrual loans and 90 days past due loans, cross-border outstandings, and organisational and cultural change.

**Comparison of the Company's practices with the New York Stock Exchange Corporate Governance Standards**





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The New York Stock Exchange recently instituted a broad regime of corporate governance requirements for New York Stock Exchange listed companies. Under section 303A of the New York Stock Exchange Listing Manual (the New York Stock Exchange Corporate Governance Standards), non-US companies are permitted to follow the corporate governance requirements of their home country in lieu of the requirements of the New York Stock Exchange Corporate Governance Standards, except for certain requirements pertaining to audit committees, and certain disclosure obligations. One of those disclosure obligations is to compare the corporate governance practices of the Company with those required of domestic US companies under the New York Stock Exchange Corporate Governance Standards, and to disclose significant differences. The significant differences identified are as follows:

**Audit Committee** since the Company is not required to prepare annual proxy statements under US law, the Company does not prepare an audit committee report for inclusion in such annual proxy statements. Further, the Risk Committee, rather than the Audit Committee, has responsibility for the discussion of policies with respect to risk assessment and risk management;

**Nomination Committee** the Nomination Committee is not composed solely of independent directors; and

**Equity compensation plans** the Company is not required under Australian law to provide shareholders with the opportunity to vote on new equity compensation plans. It is also not required by Australian law to provide shareholders with the opportunity to vote on material revisions to existing equity compensation plans (as listed in note 38 to the financial report) other than in respect of certain changes to the terms of options that require shareholder approval under ASX Listing Rule 6.23. However, the issue of shares to directors (whether pursuant to an equity compensation plan or otherwise) is subject to approval of shareholders.

Additionally, the Company sought and obtained shareholder approval in 2002 for the purposes of ASX Listing Rule 7.2 so that issues of securities under certain equity compensation plans are excluded from the calculation of whether the Company has issued share capital in excess of the 15% limit imposed by ASX Listing Rule 7.1. However, this is not mandatory as a company may choose to not have the plans approved in this way.

### **Ethical standards**



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During the year, the Board worked with management to develop a new set of Corporate Principles, which are to be used as the basis for the Group's core beliefs and values. The five principles are:

we will be open and honest;

we take ownership and hold ourselves accountable (for all of our actions);

we expect teamwork and collaboration across our organisation for the benefit of all stakeholders;

we treat everyone with fairness and respect; and

we value speed, simplicity and efficient execution of our promises.

A range of activities have and will continue to be introduced throughout the Group to provide a deeper understanding of the new Corporate Principles. Measures will also be introduced to monitor whether employees are living these principles and behaving appropriately and consistently.

A new reward strategy and a new performance management process that are aligned to the Group's principles have been developed and will form the basis of the way employees' performance will be measured and rewarded from the 2005 year.

The Corporate Principles are reinforced by the Company's Code of Conduct, which requires the observance of strict ethical guidelines. The Code of Conduct applies to all employees of the Group, as well as to directors, and temporary workers. In addition, the Board charter also governs the conduct of the Board and each director. The Code of Conduct covers:

personal conduct;

honesty;

relations with customers;

prevention of fraud;

financial advice to customers;

conflict of interest; and

disclosure.

The Group regularly reviews its relationships with the external suppliers of goods and services. Organisations with high ethical standards are favourably considered. Where there is transition of management between the Group and major suppliers or customers, appropriate confidentiality and independence issues are addressed in both principle and process.

The Board supports the code of conduct issued by the Australian Institute of Company Directors.

In addition, the Group has adopted a Code of Conduct for financial professionals which applies to the Managing Director and Chief Executive Officer, Chief Financial Officer and all employees serving in finance, accounting, tax or investor relations roles. This code of conduct is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

The Company strongly supports the Code of Banking Practice 2003 of the Australian Bankers' Association, which includes:

major commitments and obligations to customers;

principles of conduct; and

the roles and responsibilities of an independent external body, the Code of Compliance Monitoring Committee, which investigates complaints about non-compliance.

#### **Whistleblower Protection Program**

The Group has a Whistleblower Protection Program established for the confidential reporting of issues of unacceptable or undesirable conduct. The system enables disclosures to be made to a protected disclosure officer by the Group's employees, or, where applicable, if the matter is highly sensitive and the employee believes it more appropriate, direct to the Audit Committee.

The Group does not tolerate known or suspected incidents of fraud, corrupt conduct, adverse behaviour, legal or regulatory non-compliance, or questionable accounting and auditing matters by its employees.

Nor does the Group tolerate taking reprisals against those who come forward to disclose such conduct. The Group will take all reasonable steps to protect employees who make such disclosures from any reprisal or detrimental action following the disclosure.



## Report on the directors and officers

### Directors

The Board of directors (the Board) has power to appoint persons as directors to fill any vacancies. Other than the Managing Director and those directors appointed during the year, one-third (or the nearest number to) are required to retire by rotation at each annual general meeting and are eligible to stand for re-election together with those directors appointed during the year to fill any vacancy who must retire and stand for election.

Details of directors of the Company in office as at December 2, 2004, and each director's qualifications, experience and special responsibilities are below:

#### Mr Graham J Kraehe

AO, BEc, FAICD

Mr Kraehe was appointed Chairman in February 2004 and has been a non-executive director since 1997. He is the Chairman of the Nomination Committee.

#### Experience

38 years in the wine, automotive and diversified manufacturing industries. Managing Director of Pacifica Limited from 1985 until 1994. Managing Director and Chief Executive Officer of Southcorp Limited from 1994 until early 2001.

#### Directorships of listed entities within the last three years

Chairman of Bluescope Steel Limited director since May 2002 and director of Djerriwarrah Investments Limited since July 2002. He was a director of Brambles Industries from December 2000 to March 2004 and a director of The News Corporation Limited from January 2001 to April 2004.

#### Mr Peter JB Duncan

BE (Chem) (1<sup>st</sup> Class Hons), DBS (with Distinction)

Mr Duncan was appointed a non-executive director in 2001. He is Chairman of the Risk Committee and is a member of the Audit Committee and the Nomination Committee.

**Experience**

36 years with Royal Dutch/Shell Group of companies, including senior finance and general management positions in Australia, New Zealand, South America, Europe and South East Asia. He was Chairman of the Shell Group of Companies in Australia and New Zealand. Former Chairman of the Australian Institute of Petroleum.

**Directorships of listed entities within the last three years**

Orica Limited since June 2001 and GasNet Australia Limited since October 2001. Director of Woodside Petroleum Limited from May 1999 to February 2002.

**Other directorships**

Commonwealth Scientific and Industrial Research Organisation (CSIRO). Chairman of Scania Australia Pty Limited. President of the Australian German Association.

**Mr Robert G Elstone**

BA (Hons), MA (Econ), MCom

Mr Elstone was appointed as a non-executive director in September 2004. He is a member of the Risk Committee and the Nomination Committee.

**Experience**

24 years in financial and senior management roles and has been Managing Director and Chief Executive Officer of SFE Corporation since 2000. Formerly Finance Director of Pioneer International Limited from 1995 to 2000 and Chief Financial Officer of Air New Zealand Limited from 1991 to 1994. Mr Elstone is an Honorary Fellow of the Finance and Treasury Association and has completed the senior development programmes at the Harvard and Stanford business schools.

**Directorships of listed entities within the last three years**

SFE Corporation since May 2000.

**Other directorships**

SFE Corporation related entities, including the Sydney Futures Exchange, SFE Clearing Corporation and Austraclear Limited.

**Mr Ahmed Fahour**

BEC (Hons), MBA

Mr Fahour was appointed as Chief Executive Officer, Australia in September 2004 and an executive director in October 2004. He is a member of the Nomination Committee.

**Experience**

17 years in economics and finance, most recently as Chief Executive Officer, Australia and New Zealand, Citigroup in 2004, and he held senior management positions in Citigroup from 2000 to 2003. Previously Managing Director, iFormation Private Equity Group and a director of the Boston Consulting Group from 1995 to 1999.

**Other directorships**

Rip Curl Group Pty Ltd since July 2004.

**Mr Daniel T Gilbert**

LLB

Mr Gilbert was appointed a non-executive director in September 2004. He is a member of the Audit Committee and the Nomination Committee.

**Experience**

30 years in commercial law, specialising in technology and corporate law. Currently Managing Partner of Gilbert + Tobin, which he co-founded in 1988.

**Other directorships**

Chairman of the Australian Film, Television and Radio School. Director of Bangarra Dance Theatre.

**Mr Paul J Rizzo**

BCom, MBA

Mr Rizzo was appointed a non-executive director in September 2004. He is a member of the Audit Committee, the Risk Committee and the Nomination Committee.





**Experience**

36 years in banking and finance. Formerly Dean and Director of Melbourne Business School from 2000 to 2004, Group Managing Director, Finance and Administration, Telstra Corporation Limited from 1993 to 2000, senior roles at Commonwealth Bank of Australia from 1991 to 1993, Chief Executive Officer of State Bank of Victoria in 1990 and 24 years with Australia and New Zealand Banking Group from 1966 to 1990.

**Directorships of listed entities within the last three years**

Bluescope Steel Limited since May 2002. He was a director of NM Rothschild Australia Holdings Ltd from 2001 to 2003.

**Other directorships**

Consultant director to Mallesons Stephen Jaques.

**Ms Jillian S Segal**

BA, LLB, LLM (Harvard)

Ms Segal was appointed a non-executive director in September 2004. She is a member of the Human Resources Committee (formerly the Compensation Committee) and the Nomination Committee.

**Experience**

24 years as a lawyer and regulator, most recently at the Australian Securities & Investments Commission from 1997 to 2002 as Commissioner and then Deputy Chairman and as Chairman of the Board of the Banking & Financial Services Ombudsman from 2002 to 2004. In 2002 she was a Panel Member of the Dawson Review into Trade Practices Act.

She was an environmental and corporate partner and consultant at Allen Allen & Hemsley and worked for Davis Polk & Wardwell in New York.

**Directorships of listed entities within the last three years**

Australian Stock Exchange Limited since July 2003.

**Other directorships**

Member of the Australia Council's Major Performing Arts Board.

**Mr John M Stewart**

BA, ACII, FCIB

Mr Stewart was appointed Managing Director and Chief Executive Officer in February 2004 and has been an executive director since August 2003. He is a member of the Risk Committee and the Nomination Committee.

**Experience**

26 years in banking and finance in the United Kingdom including four years as Group Chief Executive of Woolwich PLC until its acquisition by Barclays PLC in 2000 when he was appointed Deputy Group Chief Executive of Barclays PLC.

**Mr John G Thorn**

FCA

Mr Thorn was appointed a non-executive director in October 2003. He is Chairman of the Audit Committee and a member of the Human Resources Committee and the Nomination Committee.

**Experience**

37 years in professional services with PricewaterhouseCoopers, over 20 years as a partner responsible for significant international and Australian clients. Australian National Managing Partner and a member of the Global Audit Management Group until 2003.

**Directorships of listed entities within the last three years**

Caltex Australia Limited since June 2004 and Salmat Limited since September 2003.

**Mr Geoffrey A Tomlinson**

BEc

Mr Tomlinson was appointed a non-executive director in 2000. He is Chairman of National Wealth Management Holdings Limited. He is Chairman of the Human Resources Committee and a member of the Nomination Committee.

**Experience**

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29 years with the National Mutual Group, six years as Group Managing Director and Chief Executive Officer until 1998.

### **Directorships of listed entities within the last three years**

Chairman of Funtastic Limited director since May 2000 and Programmed Maintenance Services Limited director since August 1999. Deputy Chairman of Hansen Technologies Limited, director since March 2000 and a director of Amcor Limited since March 1999 and Mirrabooka Investments Limited since February 1999. He was a director of Reckon Limited from June 1999 to August 2004, Lako Pacific Limited from March 2000 to June 2002 and Neverfail Springwater Limited from April 1999 to September 2003.

### **Mr Michael J Ullmer**

BSc (Maths) (Hons), FCA, FAIBF, ASA

Mr Ullmer was appointed Chief Financial Officer in September 2004 and an executive director in October 2004. He is a member of the Nomination Committee.

### **Experience**

32 years in banking and finance, including seven years with Commonwealth Bank of Australia as Group Executive, Institutional and Business Services from 2002 to 2004 and Group Executive, Financial and Risk Management from 1997 to 2002. Formerly Partner of Coopers & Lybrand from 1992 to 1997 and 20 years with KPMG including partner from 1982 to 1992.

### **Other directorships**

Director of Sydney Symphony Orchestra.

### **Mr G Malcolm Williamson**

Mr Williamson was appointed a non-executive director in May 2004. He is a member of the Nomination Committee and is a non-executive chairman of National Australia Group Europe Limited and on the boards of the Company's main controlled entity boards in Europe.

### **Experience**

37 years in banking and finance in the United Kingdom and the United States. He served with Barclays Bank PLC from 1957 to 1985, reaching the position of Regional General Manager, London. This was followed by a period as a member of the Post Office board and Managing Director of Girobank PLC. In 1989 he joined Standard Chartered PLC and became Group Chief Executive. In 1998 he moved to the United States and took



up the role of President and Chief Executive Officer of Visa International, which he held until 2004.

**Directorships of listed entities within the last three years**

Chairman, CDC Group PLC since July 2004, Chairman, Britannica Group PLC since October 2004 and non-executive director, Securicor PLC since April 2004.

**Secretaries of the Company**

Details of company secretaries of the Company in as at December 2, 2004, and each company secretary's qualification and experience are below:

**Mr Garry F Nolan**

MBus, FAICD, FCIS, FAIBF, ASIA, CFTP (Snr)

Joined the Group in 1970 and has held the position of Company Secretary since 1992. He has senior management experience in financial management, capital markets, corporate strategy, new business development, corporate restructuring, board affairs, corporate governance, shareholder services and globalisation of business. The Company Secretary advises and supports the Board and is the Chief Governance Officer.

**Mr Brendan T Case**

BEc, GDipAppFin, Dip Fin Plan, CPA, ACIS, ASIA

Joined the Group in 1997 and has held the position of Associate Company Secretary since 2003. He is Head of the Risk Committee and the Audit Committee Secretariat.

**Ms Susan E Crook**

BA, LLB, MBA, FCIS, FSIA, MAICD

Joined the Group in 2000 as Associate Company Secretary and Head of the Australian Secretariat. She is responsible for the Australian head office companies. She is the current National President of Chartered Secretaries Australia.

**Board changes**

In February 2004, Mr Graham J Kraehe was appointed as Chairman and Mr John M Stewart as Managing Director and Chief Executive Officer. Also in February 2004, Mr D Charles K Allen resigned as Chairman and non-executive director and Mr Frank J Cicutto resigned as Managing Director and Chief Executive Officer.

On April 6, 2004, the Chairman announced that a process of Board renewal would be undertaken. As a result, Mr Robert G Elstone, Mr Daniel T Gilbert, Mr Paul J Rizzo, Ms Jillian S Segal and Mr G Malcolm Williamson were appointed as non-executive directors during the year. Further, in October 2004 Mr Ahmed Fahour and Mr Michael J Ullmer were appointed as executive directors.

Also during the year, Dr J Brian Clark, Dr Kenneth J Moss, Dr Edward D Tweddell and Mrs Catherine M Walter resigned as non-executive directors.

Further, Mr Michael Chaney was appointed to the Board as a non-executive director in December 2004 and will be appointed Chairman in September 2005.

**Directors and officers indemnity**

**The Company's constitution**

Article 21 of the Company's constitution provides:

Every person who is or has been an officer is entitled to be indemnified out of the property of the Company to the relevant extent against:

every liability incurred by the person in the capacity as an officer (except a liability for legal costs); and

all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil, criminal or of an administrative or investigatory nature, in which the officer becomes involved in that capacity,

unless:

the Company is forbidden by statute to indemnify the person against the liability or legal costs; or

an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

The reference to the relevant extent means to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified.

The Company may also pay, or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been an officer against liability incurred by the person in their capacity as an officer, including a liability for legal costs, unless:

the Company is forbidden by statute to pay or agree to pay the premium; or

the contract would, if the Company paid the premium, be made void by statute.

The Company may enter into a contract with an officer or former officer to give:

effect to the rights of the officer or former officer conferred by Article 21; and

an officer or former officer access to papers, including those documents provided from or on behalf of the Company or a related body corporate of the Company to the officer during their appointment and those documents which are referred to in such documents or were made available to the officer for the purpose of carrying out their duties as an officer.

Article 21 does not limit any right the officer otherwise has. In the context of Article 21, officer means a director, secretary or executive officer of the Company or of a related body corporate of the Company.

The existing and former directors, secretaries and executive officers of the Company and of its related bodies corporate are indemnified in terms of Article 21.

The Company has executed deeds of indemnity in terms of Article 21 in favour of each non-executive director of the Company and each non-executive director of a related body corporate of the Company.

The Company has, under deeds of settlement and release, indemnified former officers, Mr Cicutto, Mr Laing and Mr R McKinnon in respect of reasonable costs and expenses arising from defending certain claims and proceedings that may arise with respect to their employment with the



Company. For more detailed summaries of the deeds of settlement and release, refer to pages 245 to 246.

#### **Directors and officers insurance**

During the year, the Company, pursuant to Article 21, paid a premium for a contract insuring all directors, secretaries, executive officers and officers of the Company and of each related body corporate of the Company. The insurance does not provide cover for the independent auditors of the Company or of a related body corporate of the Company.

In accordance with usual commercial practice, the insurance contract prohibits disclosure of details of the nature of the liabilities covered by the insurance, the limit of indemnity and the amount of the premium paid under the contract.

#### **Principal activities and significant changes in nature of activities**

The principal activities of the Group during the year were banking services, credit and access card facilities, leasing, housing and general finance, international banking, investment banking, wealth management, funds management, life insurance, and custodian, trustee and nominee services.

#### **Review of operations and group results**

#### **Financial performance**

Net profit attributable to members of the Company of \$3,177 million in 2004, decreased \$778 million or 19.7% compared with 2003. Net profit of \$3,551 million in 2004, decreased \$396 million or 10.0% compared with 2003.

Significant items are those individually significant items included in net profit. The current year result included the following after tax significant items:

foreign currency options trading losses of \$252 million (*refer to significant changes in the state of affairs for further information*);

write-down of impaired application software of \$307 million;

charge to provide for doubtful debts of \$204 million as a result of a revision of an accounting estimate;

net profit of \$315 million on sale of strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC; and

net profit of \$64 million on write-back of a provision for costs related to the sale of SR Investment, Inc.

The 2003 result included no significant items.

Net profit attributable to members of the Company before significant items of \$3,561 million in 2004, decreased \$394 million or 10.0% compared with 2003.

Net interest income of \$7,191 million in 2004, was \$228 million or 3.1% lower than 2003. This was driven by a decrease in the net interest margin from 2.53% to 2.35%, partly offset by lending growth. The fall in margin largely resulted from the strong growth in lower margin mortgages and fixed rate lending within the retail banking business, as well as a reduction in contribution from the Markets and Specialised Finance divisions of Corporate & Institutional Banking.

Net life insurance income increased by \$568 million from \$444 million in 2003 to \$1,012 million in 2004. This was driven by an increase in investment earnings resulting from improved performance in global equity markets and favourable claims experience, partially offset by an increase in policy liabilities.

Other banking and financial services income of \$4,831 million in 2004, was \$179 million or 3.6% lower than 2003. This outcome reflects:

lower trading income;

a reduction in money transfer fees;

the negative impact of the Reserve Bank of Australia credit card interchange fee reform in Australia effective October 31, 2003;

lower dividend income following the sale of strategic shareholdings in January 2004;

the inclusion in the prior year of a one-off benefit on the restructure of the hedging swaps on the TrUEPrS<sup>SM</sup> preference shares;

flat loan fees from banking; and

growth in the Fleet Management and custody businesses following recent acquisitions.

The movement in the excess of net market value over net assets of life insurance controlled entities was a loss of \$137 million in 2004, an improvement of \$23 million from 2003, impacted by the effect of assumption and experience changes underlying the valuation, and the impact of the Group's election to consolidate under the Australian tax consolidations regime.

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Personnel, occupancy and general expenses of \$6,812 million in 2004, were \$458 million or 7.2% higher than 2003. This outcome reflects:

increased costs associated with the European defined pension funds, partly offset by a superannuation contribution holiday in Australia reducing Australian defined contribution superannuation expenses;

higher personnel costs (excluding pensions) reflecting salary increases and growth in staffing levels;

growth in costs associated with major Group-wide projects – Basel II and International Financial Reporting Standards;

higher occupancy costs as a result of annual rent increases and relocation costs;

increased advertising and marketing costs, including the sponsorship of the 2006 Melbourne Commonwealth Games;

higher software amortisation across the business reflecting prior year investment in infrastructure; and

\$22 million (after tax) write-off of development work associated with the Integrated Systems Implementation program in the first half.

The charge to provide for doubtful debts (before significant items) of \$559 million in 2004, was \$74 million or 11.7% lower than 2003. The charge was favourably impacted by the continued focus on credit quality across the business.

Income tax expense relating to ordinary activities of \$1,190 million in 2004, was \$491 million or 29.2% lower than 2003. Income tax expense has been impacted by Wealth Management products and international activities, to which a wide range of tax rates are applied. In addition, the decision to elect to consolidate under the Australian tax consolidation regime resulted in a tax benefit of \$150 million recognised in the 2004 year, due to the reset tax values of assets of life insurance subsidiaries within the Wealth Management business. Further, the income tax expense has been impacted by the decision not to book a tax benefit on the interest

expense relating to exchangeable capital units following the receipt of an Australian Taxation Office assessment.

### **Financial position**

Total assets at September 30, 2004 increased to \$411,309 million from \$397,471 million at September 30, 2003. Excluding the impact of exchange rate movements, total assets (in Australian dollar terms) grew \$9,600 million or 2.4% during the year.

The growth in total assets was primarily driven by the growth in net loans and advances, investment securities and investments relating to the life insurance business, which offsets declines in due from other financial institutions, due from customers on acceptances, trading derivatives and available for sale securities. Net loans and advances increased \$22,101 million or 9.8% from \$225,735 million at September 30, 2003 to \$247,836 million at September 30, 2004. Excluding the effect of exchange rate movements, net loans and advances increased by \$19,086 million or 8.3% during the year. This increase primarily reflects strong growth in housing lending across all regions and solid other term lending growth.

Total liabilities at September 30, 2004 increased to \$381,543 million from \$370,260 million at September 30, 2003. Excluding the impact of exchange rate movements, total liabilities (in Australian dollar terms) increased \$7,226 million or 1.9% during the year.

The growth in total liabilities was primarily driven by growth in deposits and other borrowings, as well as bonds, notes and subordinated debt and life insurance policy liabilities, which offset declines in due to other financial institutions, liability on acceptances and trading derivatives. Deposits and other borrowings increased by \$19,558 million or 9.7% to \$220,752 million at September 30, 2004, compared with \$201,194 million at September 30, 2003. Excluding the effect of exchange rate movements, deposits and other borrowings increased by \$17,390 million or 8.6% during the year. The increase primarily relates to growth in term deposits, as well as an increase in other borrowings relating to commercial paper. Bonds, notes and subordinated debt increased by \$8,316 million or 34.3% to \$32,573 million at September 30, 2004. This increase reflects an increase in the issue of Euro and subordinated medium-term notes, as a result of the Group's increased capital requirements.

Total equity in the Group increased from \$27,211 million at September 30, 2003 to \$29,766 million at September 30, 2004. Total parent entity interest in equity increased by \$1,493 million from \$24,407 million at September 30, 2003 to \$25,900 million at September 30, 2004. The movement in total equity was impacted by an increase in contributed equity of \$463 million to \$10,191 million (2003: \$9,728 million), reflecting share issues and dividend reinvestment of \$1,355 million, including the underwriting of the dividend reinvestment plan, partially offset by \$162 million impact of the on-market share buy-back of ordinary shares and \$730 million on the buy-back of preference shares (*refer to significant changes in the state of affairs for further information*). Further, the reserves balance increased by \$301 million to \$1,194 million (2003: \$893 million), primarily reflecting positive movements in the foreign currency translation reserve. In addition, the movement in total equity included an increase in retained profits of \$729 million to \$14,515 million and an increase in outside equity interest of \$1,062 million.

*For a more detailed review of the operations of the Group, and the results of those operations, refer to pages 3 to 68 of this annual financial report.*

### **Dividends**

The directors declared a final dividend of 83 cents per fully paid ordinary share, 100% franked, which was paid on December 8, 2004. The payment amount was estimated to be \$1,287 million as at December 2, 2004.

Dividends paid since the end of the previous financial year:

the final dividend for the year ended September 30, 2003 of 83 cents per fully paid ordinary share, fully franked, paid on December 10, 2003. The payment amount was \$1,250 million; and

the interim dividend for the year ended September 30, 2004 of 83 cents per fully paid ordinary share, fully franked, paid on July 14, 2004. The payment amount was \$1,253 million.

*Information on the dividends paid and declared to date is contained in note 7 in the financial report.*

The franked portion of these dividends carry imputation tax credits at a tax rate of 30%, reflecting the current Australian company tax rate of 30%. For non-resident shareholders of the Company for Australian taxation purposes, the unfranked portion of the dividend will be paid from the Company's foreign dividend account. Accordingly, for non-resident shareholders the unfranked portion of the dividend will not be subject to Australian withholding tax.

The extent to which future dividends will be franked, for Australian taxation purposes, will depend on a number of factors including the proportion of the Group's profits that will be subject to Australian income tax and any future changes to Australia's business tax system as a result of the Australian Commonwealth Government's tax reform initiatives.

### **Significant changes in the state of affairs**

#### **Foreign currency options losses**

In January 2004, the Company announced that it had identified losses relating to unauthorised trading in foreign currency options and had established a structured process to review and resolve all issues arising from this matter. The Company took steps to manage the options trading position and a third party investigation into this matter was conducted by PricewaterhouseCoopers (refer below). The Company also responded to related requests for information from Australian and UK authorities and regulators and the United States SEC.

Based on its assessment, the Company announced a total loss of \$360 million before tax, or \$252 million after tax, arising from the unauthorised foreign currency options trading. This total loss consisted of losses arising from the removal of fictitious trades from the foreign currency options portfolio of \$185 million and a further loss of \$175 million arising from a risk evaluation and complete mark-to-market revaluation of the foreign currency options portfolio in January 2004. The Company recognised the total losses during the 2004 year.

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The key points from the PricewaterhouseCoopers Investigation into foreign exchange losses at National Australia Bank report dated March 12, 2004 included:

the total loss arising from foreign currency options trading announced on January 27, 2004 was \$360 million;

the losses arising from the foreign currency options trading increased significantly between September 2003 and January 2004;

four traders on the foreign currency options desk exploited loopholes and weaknesses in systems and processes to hide trading losses and protect bonuses;

the traders' activities were contrary to the Company's strategy of building customer-focused business;

the foreign currency options trading losses were reported to management by several junior employees;

no customers were directly or indirectly affected by the foreign currency options trading losses;

in the Corporate & Institutional Banking Markets division there was:

inadequate management supervision;

significant gaps in back office monitoring functions;

escalation processes that did not work properly;

weaknesses in control procedures;

failure in risk management systems; and

an absence of appropriate financial controls;

there was not a suitable compliance culture within this area of the Company and a tendency to suppress bad news rather than be open and transparent about problems;

warning signals, both inside the Company and from the regulators and other market participants, were not properly acted upon; and

the Board had overall responsibility for corporate governance, including safeguarding stakeholder interests and reviewing and monitoring risk management and compliance.

The complete PricewaterhouseCoopers report is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

APRA has also provided to the Company a report on its investigation into irregular currency options trading. That report identified problems and issues in respect of management supervision, adherence to risk management systems and controls, internal governance procedures and the culture of the Company similar to those described above.

APRA has also specified in its report a number of remedial actions required to be implemented. These include the following:

*Culture* the Board is required to review cultural norms within the Company and clearly articulate the standards of behaviour, professionalism and openness it expects of the organisation; the Board is required to develop policies that promote and support whistle-blowing; the Board is required to review incentive arrangements to ensure that these

promote behaviours that have appropriate regard to risk;

*Governance* the Board, its committees and executive risk committees are required to clarify the appropriate escalation channels available to enable the Board and its committees to deliberate on serious risk issues. The Board must establish more transparent risk reporting systems and place greater reliance on independent checks and balances on executive management to enable it to discharge its duties appropriately;

*Limit frameworks* the Board is required to review, and formally approve, all market risk limits in the Markets division of Corporate & Institutional Banking; limit policies should clearly specify mandatory (or hard ) limits; trigger levels (or soft limits) should also be specified; all limit excesses whether hard or soft - must have a defined response;

*Markets* the respective roles and responsibilities of the Markets division of Corporate & Institutional Banking and the Market Risk division of Risk Management in respect of risk analysis and escalation of risk issues needs to be clearly specified and distinct from each other;

*Market risk* reporting lines in, and responsibilities of, the Market Risk and Prudential Control (MR&PC) role are required to be streamlined in order to ensure that adequate attention is devoted to market risk issues; roles and responsibilities in MR&PC are required to be clarified and confer an unambiguous mandate; and the process surrounding the approval of product usage authorities is to be reviewed to ensure that all relevant risk management issues are covered;

*Operations* in relation to its Corporate & Institutional Banking Operations division (part of Corporate & Institutional Banking Services), the Company is required to review: all confirmation and reconciliation procedures; operational procedures followed by Operations division staff especially as regards interaction with the front office; and reporting of transactional and other statistical information;

*Finance* the Finance division is to be assigned responsibility for data integrity; analysis of the components of reported profit and loss data; and critical questioning of discrepancies. The Finance division is also required to review and formally document the materiality thresholds applicable to each desk; and

*Quantitative support* a number of reforms are required to formalise and enhance the role played by the Quantitative Support division of Corporate & Institutional Banking in model validation and testing.

The complete APRA report is available on the Group's website at [www.nabgroup.com](http://www.nabgroup.com)

Following the release of the PricewaterhouseCoopers and APRA reports, the Board announced a four point action plan to fully address all of the issues associated with the foreign currency options trading losses:

Board changes:

the Board accepted that it was ultimately responsible for the culture and reputation of the Company;

the Company's former Chairman, Mr D Charles K Allen, and former Managing Director and Chief Executive Officer, Mr Frank J Cicutto, have both resigned;

the Board has appointed additional directors with banking experience (*refer to Board changes on page 82*);



the Board, through its Risk Committee, has endorsed a revised governance framework for the management risk committees within Corporate & Institutional Banking; this has included common guiding principles, strengthening of the charters, common operating procedures, increased market risk representation, and a defined risk monitoring, approval and oversight process; and

the Board is enhancing existing governance processes including the annual review of Board performance (*refer to corporate governance Board performance section on page 72*) and the review of individual directors prior to their standing for re-election at the annual general meeting (*refer to corporate governance appointment and re-election of Board members on page 71*).

Management changes:

primary responsibility for the unauthorised trading in foreign currency options rests with four members of the foreign currency options desk and they were summarily dismissed from the Company. The former Head of Foreign Exchange in the Markets division, who was the direct supervisor of the four traders, was also dismissed;

a number of other employees within the Company were transferred or counselled as a result of the events surrounding the unauthorised foreign currency options trading; and

the employment of certain individuals was also reviewed. Those who left the Company include: the former Executive General Manager, Corporate & Institutional Banking, Mr Ian F Scholes, the former Head of Markets division, Mr Ron Erdos, and the former Executive General Manager, Risk Management, Mr Christopher D Lewis. These positions have subsequently been filled.

Risk and control frameworks:

the Company will continue to refine its risk management framework to get a more appropriate balance between management and policing functions. Management has already reviewed value at risk limits and reduced the level of risk exposure. Enhanced policies surrounding limit management, compliance and adherence have been introduced;

weaknesses in the control procedures continue to be rectified. This includes analysis of daily trading profits and accounts, reporting of all large and unusual transactions, investigations of all off-market rates on high risk transactions, critical review of revaluation rates sourced from third parties and a stronger back office function that properly checks all transactions;

the management team has reviewed responsibilities between business units to ensure that there are clear reporting lines and accountabilities between Risk Management, Operations and Finance functions; and

further, the progress in addressing the issues is being reported regularly to the Risk Committee and the Board at each meeting.

Culture:

the Company is accelerating its cultural change agenda. The development of a new set of Corporate Principles has been the foundation for driving the desired cultural change. The organisation now has a single, consistent framework with clearly articulated behaviours. *Refer to corporate governance and ethical standards for details of the Corporate Principles on page 78;*

a principles benchmark survey, utilising the organisational cultural Inventory (OCI), is being used as a cultural measure. This survey (in conjunction with the Hewitt Engagement Survey) provides an externally validated and reliable measurement of culture. The Group Executive Committee and Board have supported the ongoing use of the principles benchmark survey/OCI for at least the next five years;

a new Performance Management Framework has been put in place. The introduction of quality gates which demand minimum levels of compliance and behaviours, will drive increased accountability, and behavioural change; and

the Company will continue to encourage and protect whistleblowers. *Refer to Whistleblower Protection Program on page 79 for details of the Company's program.*

APRA has also required that the Company's internal target total capital adequacy ratio is to rise to 10% until such time as APRA is satisfied that all material weaknesses identified in this report have been rectified. APRA has also withdrawn the Company's approval to use an internal model to determine market risk capital.

The Company's currency options desk will also remain closed to corporate business and proprietary trading until substantial progress has been made to redress the issues raised by APRA in its report.

The Company has made good progress in its program to implement these required actions according to timeframes agreed with APRA. As at December 31, 2004, of the 81 remedial actions required, 25 have been closed and a further 44 have been responded to by the Company. The Company will remain under close supervision by APRA until all outstanding actions are implemented.

### **Enforceable undertaking**

On October 20, 2004, the Company announced that it had provided ASIC with an enforceable undertaking relating to the foreign currency options trading losses that occurred in January 2004. Under the enforceable undertaking, the Company is obliged to review key systems and controls across businesses which operate under the primary Australian Financial Services Licence (AFSL) applicable to the Group's Australian banking business.

In summary, the undertaking covers three main areas requiring reports on how the Group:

identifies, records and informs ASIC of any breaches of the relevant AFSL;

ensures that there are appropriate procedures relating to the role of responsible officers of the Group; and

ensures that there are appropriate procedures relating to the role of representatives of the Group.

The enforceable undertaking requires the Group to provide reports to ASIC by specified dates on each of the areas identified, to have the reports reviewed by an auditor, and to complete any work in these areas that is identified as being required.

### **Redemption of Trust Units Exchangeable for Preference Shares<sup>TM</sup> (TrUEPrS<sup>SM</sup>) and buy-back of shares issued in connection with the TrUEPrS<sup>SM</sup>**

On January 22, 2004 the Company bought back 36,008,000 fully paid non-converting non-cumulative preference shares of the Company that were issued in connection with the issue of 18,004,000 Trust Units Exchangeable for Preference Shares<sup>TM</sup> (TrUEPrS<sup>SM</sup>) in 1998. The TrUEPrS<sup>SM</sup> were redeemed on the same date. The financial effects of the buy-back, redemption and dissolution of the capital raising structure included a reduction in contributed equity of \$730 million, a reduction in cash of \$582 million and a net increase in retained profits and reserves of \$148 million.

*TrUEPrS<sup>SM</sup> is a service mark of Merrill Lynch & Co., Inc.*

**Events subsequent to balance date**

At the Company's annual general meeting to be held on January 31, 2005, the Company will seek shareholder approval to buy back the total of 20,000,000 unpaid preference shares of the Company issued in connection with the issue of 20,000,000 National Income Securities of the Company. National Income Securities comprise a note and a preference share. Subject to shareholder approval and the consent of APRA, the buy-back of the preference shares will be for nil consideration, but will be conducted simultaneously and in conjunction with the redemption of each note for \$100 plus any unpaid accrued interest. As part of the Group's ongoing capital management, such a buy back may enable the Group to replace the National Income Securities with a more efficient and cost effective source of capital. No decision to buy back the National Income Securities has yet

been taken, but this could occur at any time after shareholder approval is obtained, subject to obtaining the consent of APRA.

On December 14, 2004, the Group entered into an agreement to sell Northern Bank Limited and National Irish Bank Limited to Danske Bank A/S for approximately \$2.5 billion (GBP967 million) in cash. The transaction will involve the sale of shares in National Europe Holdings (Ireland) Limited (the immediate parent entity of Northern Bank Limited and National Irish Bank Limited). The profit on sale is estimated at approximately \$1.1 billion after all disposal costs, including income tax, and is subject to final adjustments. The sale is expected to be completed during the first quarter of the 2005 calendar year. The financial effects of the sale will be recognised during the 2005 financial year.

The transaction is subject to the approval of certain regulatory authorities, including the Financial Services Authority in the UK, the Irish Financial Services Regulatory Authority in Ireland, the Financial Supervision Commission on the Isle of Man and the European Commission.

Warranties consistent with this type of transaction have been given and indemnities are provided for certain risks (including in respect of any liabilities arising in connection with the High Court investigation). The maximum potential loss arising from the contingent liability arising in respect of these warranties and indemnities given to Danske Bank A/S will depend upon the warranty or indemnity claimed by Danske Bank A/S, as the maximum liability under some of the warranties and indemnities is subject to various caps and restrictions. As such, it is not practicable to estimate the maximum potential loss arising from the contingent liability to Danske Bank A/S. It is not envisaged that any material unrecorded loss is likely to arise from the contingent liability.

Employees of Northern Bank Limited and National Irish Bank Limited, including the Irish management team, will transfer with the sale of the businesses.

The Company and National Australia Group Europe Limited have also entered into an agreement with National Europe Holdings (Ireland) Limited and Danske Bank A/S in respect of the provision of transitional services. The Group will provide these transitional services to Danske Bank A/S in respect of the Northern Bank Limited and National Irish Bank Limited operations to assist in the transition of ownership of those businesses. These transitional services will be provided at cost and are expected to be in place for up to 18 months.

On December 20, 2004, approximately \$67 million (GBP 26.5 million) was stolen from Northern Bank Limited in Belfast, Northern Ireland. This incident is not expected to have any material impact on the sale of Northern Bank Limited and National Irish Bank Limited.

No further matter, item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report that, in the opinion of the directors, has significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

#### **Future developments**

In August 2004, the Group announced a number of changes to the structure of its business operating model and executive management team. The new business operating model will be run along regional lines and will be effective during the 2005 year. *Refer to page 9 of the business*

*overview section for further information.*

The Company announced on July 19, 2004 that it had selected Ernst & Young to become the new external auditor of the Company for the 2005 year. Shareholders will be asked to approve the new auditor at the Company's annual general meeting to be held on January 31, 2005.

#### **Environmental regulation**

The operations of the Group are not subject to any particular and significant environmental regulation under a law of the Australian Commonwealth Government or of a state or territory, but the Group can incur environmental liabilities as a lender. The Group has developed credit policies to ensure this is managed appropriately.

#### **Rounding of amounts**

Pursuant to Class Order 98/100 made by the Australian Securities and Investments Commission (ASIC) on July 10, 1998, the Company has rounded off amounts in this report and the accompanying financial report to the nearest million dollars, except where indicated.

#### **Proceedings on behalf of the Company**

There are no proceedings brought or intervened in, or applications to bring or intervene in proceedings, on behalf of the Company by a member or other person entitled to do so under section 237 of the *Corporations Act 2001* (Cth).

#### **Remuneration policy and relationship to Company performance**

This report outlines the remuneration policy for directors and secretaries of the Company and senior executives of the Group.

#### **Non-executive directors**

The fees paid to non-executive directors of the Board are based on advice and data from the Company's remuneration specialists and from external remuneration advisers. This advice takes into consideration the level of fees paid to board members of other major Australian corporations, the size and complexity of the Group's operations, the activities of the Group and the responsibilities and workload requirements of Board members.

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Because the focus of the Board is on the long-term strategic direction of the Company, there is no direct link between non-executive director remuneration and the short-term results of the Company. The fee pool is periodically proposed to shareholders at the annual general meeting for approval. Shareholders approved an increase in the fee pool of \$1.3 million to a maximum of \$3.5 million at the Company's annual general meeting held on December 19, 2003.

Fees are established annually for the Chairman and other non-executive directors. Additional fees are paid, where applicable, for participation in Board committees and for serving on the boards of controlled entities. The total fees paid to members of the Board, including fees paid for their involvement on Board committees and controlled entity boards, are kept within the total approved by shareholders from time to time.

At the Company's annual general meeting held in December 2003, shareholders approved the continuation of the non-executive directors

share arrangement under the Non-Executive Directors Share Plan (which is operated through the National Australia Bank Staff Share Ownership Plan). Under this arrangement, shares are provided to non-executive directors as part of their remuneration, (a minimum 10% of fees) rather than receiving cash. The shares are either issued or acquired on-market on behalf of participants and allocated to non-executive directors on dates determined by the trustee of the National Australia Bank Staff Share Ownership Plan in its sole discretion.

Agreements between the Company and certain of the non-executive directors provided that upon, and in the consequence of, each of these directors ceasing to be a director by reason of retirement or death, the Company should pay a lump sum retirement allowance. This retirement benefit, as approved by shareholders, was based on period of service, as follows:

**Less than 15 years**

One third of the average yearly emoluments paid by the Company to the director:

- (a) during the last three years of service; or
- (b) when the period of such service is less than three years, during that period, for each completed year of service and proportionately for part of a year, as a non-executive director; or

**15 years or more**

Five times the average yearly emoluments paid by the Company to the director during the last three years of service as a non-executive director.

During 2002, the Board decided not to enter into any new contractual obligations to pay retirement allowance benefits to non-executive directors appointed after December 31, 2002. At the Company's annual general meeting held on December 19, 2003, a proposal was approved permitting directors of the Company and its controlled entities who had accrued retirement benefits to apply those benefits frozen as at December 31, 2003 to either cash, (to be paid on retirement), to additional Company superannuation contributions or to the acquisition of shares in the Company (to be held in trust until retirement). Directors' fees for these directors have been increased to reflect the cessation of the retirement benefit program.

For those non-executive directors, who would have no entitlement to a retirement allowance benefit, their directors' fees were set at this higher level. All directors now have flexibility in relation to their remuneration, including the opportunity to set aside additional Company superannuation contributions.

**Non-executive director emoluments (current and former non-executive directors at September 30, 2004)**

The following table shows details of the nature and amount of each element of the emoluments of each non-executive director of the Company relating to services provided in the 2004 year. Total retirement benefits paid during the year relating to benefits accrued in current and prior years are set out in footnote (3) below. No options or performance rights have been granted to non-executive directors during or since the end of 2004 as part of their remuneration.



	Cash salary and fees (1) \$	Primary	Post-employment		Equity Performance	Other	Total \$
		Bonus \$	Non-monetary benefits \$	Super- annuation (2) \$	Retirement benefits (3) \$	Shares (4) \$	
<b>Current</b>							
GJ Kraehe	284,017			25,562	27,369	67,883	404,831
PJB Duncan	154,598			13,913	11,385	27,971	207,867
RG Elstone	12,224					1,246	13,470
DT Gilbert	11,215			1,009		1,246	13,470
PJ Rizzo	13,746					1,401	15,147
JS Segal	8,868			798		985	10,651
JG Thorn	143,843			12,946		26,750	183,539
GA Tomlinson	208,313			18,576	33,074	79,356	339,319
GM Williamson	212,610						212,610
<b>Former</b>							
DCK Allen	110,537			9,948	83,710	35,567	239,762
JB Clark	84,522			7,607	11,132	39,453	142,714
KJ Moss	112,309			10,108	26,836	39,493	188,746
ED Tweddell	138,761			12,489	18,153	11,176	180,579
CM Walter	92,506			8,325	116,650	6,775	224,256

(1) *Non-executive directors' remuneration represents fees in connection with their roles, duties and responsibilities as non-executive director, and includes attendance at meetings of the Board, Board committees and boards of controlled entities and includes payments of \$109,219 to Mr Tomlinson and \$164,410 to Mr Williamson in respect of services performed as non-executive directors of controlled entity boards and committees.*

(2) *Reflects compulsory Company contributions to superannuation and includes contributions of \$9,739 to Mr Tomlinson in respect of services performed as a non-executive director of controlled entity boards and committees.*

(3) *Former directors received retirement benefits upon cessation of their directorship with the Company. No further retirement benefits were accrued by these directors beyond January 1, 2004 in accordance with shareholder approval at the Company's annual general meeting on December 19, 2003 to freeze contractual entitlements. The following accrued entitlements were paid to former directors: Mr Allen, \$1,166,928; Dr Clark, \$76,447; Dr Moss, \$151,014; Dr Tweddell, \$270,620; and Mrs Walter, \$663,512. The value of accumulated retirement benefits which will be provided to current directors in the form of shares is: Mr Kraehe, \$279,680; Mr Duncan, \$104,855; and Mr Tomlinson \$272,608. From December 31, 2003, neither new nor existing non-executive directors are entitled to additional retirement benefits.*

(4) *Includes shares to the value of \$42,388 provided to Mr Tomlinson in respect of services performed as a non-executive director of controlled entity boards and committees.*

### **Total reward for executives**

Total reward for executives (including secretaries) of the Group is closely aligned to that of the Managing Director and Chief Executive Officer in order to promote consistent, clear reward messages and to align remuneration outcomes across the executive team. This alignment is provided under the Group's reward strategy, which provides a common framework for reward, talent and performance management across the Group. Total reward levels are set with advice from independent remuneration consultants to ensure that they are in line with general market practice and appropriately competitive in order to attract top executive talent.

### **Linking total reward to performance**

During 2004 the Human Resources Committee and management extensively reviewed the Group's performance management framework. Three major enhancements to this framework were initiated for the 2005 year onwards:

- calibration of key performance indicators at the commencement of the performance period, which define what performance looks like;

- the introduction of a peer review process. This process validates performance at the end of the period by calibrating it relative to the performance of other individuals; and

- the introduction of quality gates, being threshold compliance and behaviour measures. If an individual fails either gate, then no incentive can be provided.

This is a significant shift in approach as the quality gates are separate from the scorecard and must be achieved before the scorecard is considered. All employees are required to achieve the behavioural and compliance quality gates and this will be progressively implemented over the next two years commencing with management employees and above in 2005.

The peer review process will allow for performance to be differentiated and will bias the outcome to those with the best performance and potential. It also identifies those employees who require development and those who are poor performers.

### **The structure of total reward**

Total reward encompasses three main components as described below. The target reward mix emphasises at-risk rewards (short-term and long-term incentives), increasing with the level of responsibility and/or criticality of the role. From 2005, amounts above target are provided in shares with restrictions on trading (subject to any legal or taxation constraints). The target total reward mix for the Managing Director and Chief Executive Officer is 25% 30% fixed remuneration, 30% 35% short-term incentive, and 40% 50% long-term incentive. The target total reward mix for other specified executives is 40% 65% fixed remuneration, 20% 30% short-term incentive and 15% 35% long-term incentive.

**Fixed remuneration** reflects the scope of the role and the level of skill and experience of the individual and is generally referenced to the median of the applicable remuneration market, with higher outcomes for the best performing individuals. The Group operates in a number of countries and business segments and fixed remuneration reviews aim to achieve equitable outcomes for employees in comparable roles within the context of the different geographical and specialist remuneration markets in which the Group competes for top executive talent.

**Short-term incentives** for senior executives during 2004 related solely to the EVA<sup>®</sup> performance of the Group. The weighting between EVA<sup>®</sup> performance and individual performance varied depending on the nature of the specific executive role. Under that program, a pre-defined EVA<sup>®</sup> performance weighting for an individual flowed through automatically with only the non-financial component being variable based on the individual's achievement of objectives.

The incentive program commencing from the 2005 year is structured to reward the achievement against key individual, business and Group annual performance outcomes. Target amounts are set relative to the applicable remuneration market for executive incentive purposes. The performance of the Group will be measured by growth in earnings per share (EPS) and EVA<sup>®</sup> and determines the pool available for payments (subject to Board approval), while the performance of an individual executive against their scorecard of performance measures, determines their share of the available pool.

For management employees and above, a threshold level of performance and the achievement of behavioral and compliance quality gates will be required before any short-term incentive reward can be earned.

Relative individual performance may give rise to anywhere between zero and two times the target incentive amount being earned, with only the most outstanding performers (less than 5% of employees) receiving amounts at the top end of the scale. Also, subject to any legal or taxation constraints, all above-target rewards are to be provided in shares with restrictions on trading for at least one year, provided threshold performance is being achieved over the subsequent performance year.

**Long-term incentives**, in the form of Company shares (subject to various restrictions), performance options and performance rights have become a key mechanism for rewarding executive potential and talent over the last two years.

Shares issued as a long-term incentive are held in trust until various time and/or performance criteria are achieved (dividends are normally received by the individual while the shares are in trust). Performance options and performance rights are rights to acquire shares, if and when specified time and performance hurdles are achieved. The performance hurdles ensure that executive rewards are linked directly to the total shareholder return (TSR) of the Company and are therefore aligned to the outcomes experienced by other shareholders over a specified timeframe (from September 30, 2004 this will generally be three to five years). The value of any long-term incentive rewards is also heavily dependent on the market value of the Company's ordinary shares at the time of exercise (if and when any securities vest).

The Human Resources Committee introduced performance rights in 2003. Performance rights allow for continued motivation of employees in times when the Group outperforms its peers but for reasons not related to performance the share price may be low.

The Human Resources Committee has again considered the role of long-term reward in helping to drive appropriate management behaviours and to reinforce cultural change. The Human Resources Committee sought advice from external experts in the field and considered best practice in the Australian and international markets regarding the use of long-term incentives. The changes have been implemented with effect from a grant made on September 30, 2004 and will apply to all future grants until amended by the Human Resources Committee. *Details of the old and new performance hurdle provided in note 38 of the financial report.*

**Executive remuneration**

The following table shows details of the nature and amount of each element of the emoluments of each executive director of the Company and each of the five most highly remunerated current and former senior executives for the year. All emoluments reflect the remuneration paid and payable with respect to services provided for the entire period of service to the Company or Group. No options or performance rights have been granted to the following executive directors or executives since the end of 2004 up to December 31, 2004 as part of their remuneration.

**Executive director emoluments (current and former executive directors at September 30, 2004)**

	Primary		Post-employment			Equity	Other		Total
	Cash salary (1) \$	Bonus (2) \$	Non-monetary benefits (3) \$	Super- annuation \$	Retirement benefits \$	Shares (4) \$	Performance options and rights (5) \$	Termination benefits (6) \$	
<b>Current</b>									
JM Stewart	1,670,427	1,445,000	28,261	70,301			2,060,964		5,274,953
<b>Former</b>									
FJ Cicutto (7)	677,649		7,340	3,952			229,623	6,618,595	7,537,159

**Senior executive emoluments (current and former senior executives at September 30, 2004)**

	Primary		Post-employment			Equity	Other		Total
	Cash salary (1) \$	Bonus (2) \$	Non-monetary benefits (3) \$	Super- annuation \$	Retirement benefits \$	Shares (4) \$	Performance options and rights (5) \$	Termination benefits (6) \$	
<b>Current</b>									
A Fahour (8) (9)	132,848		141	1,023		6,017,937		4,211,881	10,363,830
IG MacDonald	807,564		6,338	12,015			1,421,448		2,247,365
RE Pinney	688,729		287,623	81,282			1,008,360		2,065,994
PB Scott	749,668	385,500	10,335	88,578		28,157	1,588,146		2,850,384
PL Thodey	500,668	244,358	23,226				945,833		1,714,085
<b>Former</b>									
IR Crouch	743,776		7,091	12,015			1,110,553	979,887	2,853,322
MT Laing PA	590,233	65,000	12,964	10,753			941,348	1,234,790	2,855,088
RE McKinnon	686,407	73,000	11,170	12,015			1,303,920	1,302,625	3,389,137
RE McKinnon (10)	845,004		14,542	35,033			1,513,805		2,408,384
IF Scholes	275,221		3,442	5,313			737,095	2,243,193	3,264,264

(1) Reflects total remuneration package consisting of fixed pay in cash, annual leave, annual leave loading and where applicable, long service and bank extended leave entitlements. Leave earned but not taken has been recognised

*as part of cash salary for the first time in 2004 on adoption of AASB 1046A Director and Executive Disclosures by Disclosing Entities . Annual leave taken during the year has been applied first against accumulated leave accrued in prior year, and then against current year balances. The following specified executives have carry-forward accumulated annual leave earned in prior years which is a current entitlement: Mr MacDonald, 16 days; Mr R McKinnon, 77 days and Mr Scott, 53 days. The value of long service leave earned during the year is disclosed when it is probable the entitlement will vest. In general terms, the entitlement represents 13 weeks for every 15 years worked, paid at the fixed pay rate on the date leave is taken. The following specified executives have carry-forward long service leave earned in prior years: Mr MacDonald, 126 days; Mr R McKinnon, 61 days; and Mr Pinney, 52 days. In addition, Mr MacDonald has 84 days of bank extended leave earned in prior years. Bank extended leave has not been available to new employees since 1998.*

*(2) Reflects performance-based remuneration accrued but not yet paid in respect of performance for the year to September 30, 2004. Specified executives can elect to be provided the bonus in the form of Company shares or additional superannuation.*

*(3) Includes motor vehicle benefits and parking. Expatriate specified executive non-monetary benefits include housing, health insurance and airfares. Fringe benefits tax on non-monetary benefits is included within the value of the benefit.*

*(4) Represents: (a) one-off compensation on joining the Company; or (b) shares received under a share ownership plan.*

*(5) Performance options and rights are issued as part of the Group's long term incentive plan as described in this report on the directors and officers. Remuneration for former executives who continue to hold performance options and rights at September 30, 2004 reflects the full year benefit of the unvested performance options and performance rights. No terms of vested performance options or rights were altered during the reporting period. Refer below for an explanation of fair value basis used to determine remuneration.*

*(6) Termination benefits include all annual leave, long service leave and bank extended leave accrued but not taken before cessation with the Group. Some accrued leave reflects leave earned but not taken in prior years which has not been previously disclosed as part of cash salary. No specified executives had post-employment benefits that required approval by members in accordance with the Corporations Act 2001 (Cth).*

*(7) Remuneration relates to the period from October 1, 2003 to February 1, 2004. Remuneration relating to performance options and rights represents the fair value of performance options vested during the year of \$229,623. Performance options and rights with a fair value of \$1,058,125, which were disclosed as remuneration in 2003, have been forfeited on resignation.*

(8) *Remuneration relates to the period from September 1, 2004 to 30 September 2004. Shares represent 75,216 shares issued on September 30, 2004 under the National Australia Bank Staff Share Ownership Plan of which 25% will no longer be subject to applicable forfeiture provisions on each anniversary of his commencement date*

and 225,649 shares also issued under the National Australia Bank Staff Share Ownership Plan. Remuneration for the year includes one-off performance options, performance rights and one-off cash compensation on joining the Company as described in footnote (9).

(9) *Other represents one-off compensation in cash of \$3,857,000 made in September 2004, plus cash payments associated with the sale of his US residence and the purchase of a principal residence in Australia.*

(10) *Ceased as a senior executive of the Company and Group on August 31, 2004 but continues to be employed by the Company. Remuneration disclosed reflects remuneration for the full year.*

#### **Fair value basis used to determine equity remuneration**

The disclosure of the allocation of fair value of performance options and performance rights in the above tables has been based upon the requirements of AASB 1046A Director and Executive Disclosures by Disclosing Entities . In accordance with these guidelines, each year a portion of the fair value of all unvested performance options and rights is included in the remuneration of directors of the Company and specified executives of the Group for disclosure purposes. This portion of the fair value is based on a straight-line allocation of fair value over the vesting period of each unvested performance option or right. Included within some equity remuneration above is the reversal of equity remuneration disclosed as remuneration in previous periods, which subsequently lapsed due to resignation.

Prior to October 1, 2002, the Company disclosed the fair value of performance options granted during the financial year using a numerical pricing model, but did not allocate those values over their expected life for reporting emoluments. Rather, the full fair value of the grant was disclosed as an emolument in the year of grant. As a result, included in the amounts disclosed above as an allocation of fair value of performance options and performance rights in relation to 2004, are amounts related to unvested performance options granted in prior years that were disclosed as part of emoluments in the relevant prior years.

Note however, when the Group transitions to Australian equivalents to International Financial Reporting Standards, they will not require all unvested performance options and rights to be recognised in this way, only those granted after November 7, 2002 that are unvested at January 1, 2005. A difference may therefore arise between disclosure under AASB 1046A and the remuneration expense recognised under the new accounting standards in the Group's financial performance.

Performance options and rights granted as part of executive emoluments have been valued using a numerical pricing model, which takes account of factors including the performance option or right exercise price, the current level and volatility of the underlying share price, the risk-free interest rate, expected dividends on the underlying share, current market price of the underlying share and the expected life of the performance option or performance right. The probability of the performance hurdle being reached has been taken into consideration in estimating the number of performance options or rights likely to vest. *For further details, refer to note 38 in the financial report.*

#### **Executive performance options and performance rights**



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Performance options and performance rights are granted by the Company under the National Australia Bank Executive Share Option Plan No. 2 (executive share option plan) and the National Australia Bank Performance Rights Plan (performance rights plan). Each performance option or performance right is for one fully paid ordinary share in the Company.

The number and terms of performance options and performance rights granted during 2004 and since October 1, 2004 up to December 2, 2004, over ordinary shares granted by the Group under the executive share option plan and the performance rights plan, and the Company's valuation of those performance options and performance rights at grant date are shown in the table below:

Grant date	Exercise period (1)	Exercise price (2)	Held at September 30, 2004 (No.)	Lapsed during the period (3) (No.)	Granted since October 1, 2003 (No.)	Fair value as at grant date (4)
<b>Performance options</b>						
Oct 30, 2003	Mar 21, 2006 - Mar 20, 2011	\$ 30.98	102,500	25,000	127,500	\$ 559,725
Jan 16, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 30.25	5,023,225	35,500	5,058,725	\$ 23,826,594
Jan 30, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 30.25	448,000	19,750	467,750	\$ 2,203,103
Jun 25, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 30.25	156,500		156,500	\$ 677,645
Jun 25, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 29.91	134,625		134,625	\$ 595,043
Sep 30, 2004	Sep 1, 2007 - Aug 31, 2009	\$ 26.59	390,625		390,625	\$ 1,562,500

Grant date	Exercise period (1)	Exercise price (2)	Held at September 30, 2004 (No.)	Lapsed during the period (3) (No.)	Granted since October 1, 2003 (No.)	Fair value as at grant date (4)
<b>Performance rights</b>						
Oct 30, 2003	Mar 21, 2006 - Mar 20, 2011	\$ 1.00	25,625	6,250	31,875	\$ 720,056
Jan 16, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 1.00	1,250,022	8,873	1,258,895	\$27,519,444
Jan 30, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 1.00	112,000	4,938	116,938	\$ 2,556,265
Jun 25, 2004	Jan 16, 2007 - Jan 15, 2012	\$ 1.00	72,782		72,782	\$ 1,607,754
Sep 30, 2004	Sep 1, 2007 - Aug 31, 2009	\$ 1.00	97,656		97,656	\$ 1,708,980

(1) *Performance options and performance rights generally expire on the last day of their exercise period.*

(2) *A notional sum of \$1.00 is payable by the holder on exercise of all performance rights exercised on any particular day.*

(3) *The performance options and performance rights generally lapse 30 days after the termination of employment unless otherwise determined by the Board in accordance with their terms.*

(4) *Fair values of performance options and performance rights are based on a numerical pricing model. For the purposes of this table, the fair value at grant date represents the full fair value in the year of grant and has not been allocated over the expected life of the option or performance right. Refer above and to note 38 in the financial report for further information.*

The executive share option plan was approved by shareholders by special resolution in January 1997 and again at the 2002 annual general meeting. All performance options that have not expired are detailed in note 38 in the financial report.

The executive share option plan provides for the Board to grant performance options to executives of the Group to subscribe for fully paid ordinary shares in the Company. Each performance option is to subscribe for one fully-paid ordinary share in the Company. The performance options cannot be transferred and are not quoted on the ASX. No payment is required from executives at the time of the grant. The exercise price per performance option is the market price of the Company's fully paid ordinary shares as at the date the performance option was granted or such other date determined by the Board. The market price is determined as the weighted average of the prices at which the Company's fully paid ordinary shares were traded on the ASX in the one week up to and including the relevant day. There are no voting or dividend rights attached to the performance options. The Board may determine such other terms for the grant of performance options consistent with the ASX

Listing Rules and the *Corporations Act* 2001 (Cth).

### **Time and performance hurdles**

Generally, the performance options may not be exercised before the third anniversary of their effective date of grant, and must be exercised before the eighth anniversary (March 2000 to June 2004 grants) or fifth anniversary (September 2004 grant and future grants) of that date.

Exercise of the performance options is also subject to satisfaction of a performance hurdle. The performance hurdle for all performance options issued between March 2000 and June 2004 is measured after the first three years by comparing the performance of the Company with the performance of other companies in a peer group. This peer group of companies is based on 50 of the companies listed in the S&P/ASX 100 by market capitalisation (excluding the Company) determined at the grant date or the effective grant date. Performance options become exercisable depending on the maximum TSR of the Company relative to the TSR of the peer group companies. TSR measures share price growth, assuming reinvestment of returns to the shareholders including dividends, over consecutive five day (March 2000 to June 2002 grants) or 30 day (March 2003 to June 2004 grants) periods to prevent vesting being achieved on short-term spikes in the Company's total shareholder return performance during the performance or vesting period (years three to eight).

For performance options granted between June 2002 and June 2004, if the relative performance of the Company during the vesting period (years three to eight) does not reach the median (50<sup>th</sup> percentile) of the peer group during the vesting period, then no performance options will vest. Half of the performance options will vest when the performance of the Company achieves the median (50<sup>th</sup> percentile) of the peer group, with an additional 2% of the performance options becoming exercisable with every additional percentile achieved. All of the performance options will therefore vest when the total shareholder return performance of the Company has reached or exceeded the 75<sup>th</sup> percentile of the peer group. Grants prior to June 2002 also allow vesting from the 25<sup>th</sup> percentile (25% of the performance options) with an additional 1% of the performance options becoming exercisable with every additional percentile achieved up to the 50<sup>th</sup> percentile. This does not apply from June 2002 onwards.

The performance hurdle for performance options issued from September 2004 onwards will be measured against two separate peer groups of companies. The first peer group is 50 of the companies listed in the S&P/ASX 200, and the second is the 13 top financial services sector organisations listed in the S&P/ASX 200 (excluding the Company). Both peer groups are determined at the grant date or effective date when the performance options are issued. Half of the performance options will become exercisable depending on the maximum TSR (measured over 30 consecutive days) of the Company relative to the first peer group, and the

other half relative to the second peer group. The highest rank which is sustained for a 30 consecutive day period relative to each peer group will determine the percentage of performance options which will vest in relation to that peer group. If the performance of the Company during the vesting period (years three to five) does not exceed the median (50<sup>th</sup> percentile) of either peer group during the vesting period, then no performance options will vest (ie. none are exercisable). Half of each portion of performance options will vest and become exercisable when the performance of the Company achieves the 51<sup>st</sup> percentile of the relevant peer group, with an additional 2% of each portion of performance options becoming exercisable with every additional percentile achieved. All of the performance options will therefore vest when the TSR performance of the Company has exceeded the 75<sup>th</sup> percentile of each peer group.

### **Lapsing of performance options**

Performance options will lapse if unexercised on or before their expiry date at the end of eight years (March 2000 to June 2004 grants) or five years (September 2004 grant). Performance options will also generally lapse 30 days (or such shorter time as determined at the time of grant) after an executive ceases to be employed by the Group unless the Board determines otherwise (generally only in case of retirement, redundancy, death, or total and permanent disablement). For some grants, performance options may be automatically retained in cases of death or total and permanent disablement.

In some circumstances, performance options may, however, be exercised before the third anniversary of the grant and notwithstanding the performance hurdle (described below) where an executive ceases employment with the Group as the result of death or total and permanent disablement. The Board may also allow optionholders to exercise the performance options irrespective of the normal criteria where certain events occur, such as the making of a takeover offer or announcement to the holders of fully paid ordinary shares in the Company.

A loan may be available to executives if and when they wish to exercise their performance options subject to the provisions of applicable laws and regulations (including the United States *Sarbanes-Oxley Act of 2002*). The rules of this plan provide that the rate of interest applicable to such a loan shall be the Company's base lending rate plus any margin determined by the Board. Dividends payable in respect of a loan share are applied firstly towards payment of any interest which is due, and secondly towards repayment of the principal amount outstanding under the loan.

Performance options must not be granted if the total number of shares issued in the last five years under the Company's employee share, performance option and rights plans and the total number of outstanding performance options and rights under its plans, including the proposed offer or grant, exceed 5% of the number of shares in the issued share capital of the Company at the time of the proposed offer or grant. This calculation does not include offers or grants made or shares, performance options or performance rights acquired as a result of an offer or grant made to a person situated outside Australia at the time of the offer or grant or which did not need disclosure under section 708 of the *Corporations Act 2001* (Cth) (eg. shares provided to executive officers of the Company) otherwise than as a result of relief granted by ASIC.

The performance rights plan was approved by shareholders at the 2002 annual general meeting and rights issued under this plan during the year are shown in the table above.

This plan provides for the Board to grant performance rights to executives of the Group to subscribe for fully-paid ordinary shares in the Company. Each performance right is to subscribe for one fully-paid ordinary share in the Company. The performance rights cannot be transferred and are not quoted on the ASX.

No payment is required from executives at the time of the grant, but the holder of performance rights must pay a nominal exercise price to exercise those rights. The total exercise price payable on the exercise of any rights on a particular day is \$1.00, irrespective of the number of rights exercised on that day. There are no voting or dividend rights attached to the rights. The Board may determine such other terms for the grant of performance rights consistent with ASX Listing Rules and the terms of the *Corporations Act 2001* (Cth).

Exercise of the performance rights is subject to the same time and performance hurdle as performance options issued under the executive share option plan. However, performance rights were only granted to executives for the first time in March 2003. An unexercised performance right will lapse in similar circumstances to an unexercised option granted under the executive share option plan.

Performance rights cannot be granted under the performance rights plan if the number of shares to be received on exercise of those performance rights together with all shares issued under the Company's employee incentive plans over the last five years and the number of outstanding performance options and performance rights issued under those plans exceed 5% of the Company's issued share capital. This calculation does not include offers or grants made or shares, performance options or performance rights acquired as a result of an offer or grant made to a person situated outside Australia at the time of the offer or grant or which did not need disclosure under section 708 of the *Corporations Act 2001* (Cth) (eg. shares provided for no consideration under the staff share allocation plan), otherwise than as a result of relief granted by ASIC.

#### **Options and performance rights on issue and number exercised**

At December 2, 2004, there were 36,468,975 performance options and 2,947,851 performance rights which were exercisable, or may become exercisable in the future, under the respective plans.

The holders of exchangeable capital units have the right to exchange those units for ordinary shares in the Company or, at the Company's option, cash. *Refer to note 31 in the financial report for full details of the number and terms of exchangeable capital units issued by the Group.*

There were 2,205,000 fully paid ordinary shares of the Company issued during the year as a result of performance options granted being exercised, for a total consideration of \$51,248,018. There were 83,000 fully paid ordinary shares of the Company issued since September 30, 2004 up to December 2, 2004 as a result of performance options granted being exercised, for a total consideration of \$1,767,070. No performance rights were exercised during the relevant time. The amount paid on issue of each of these shares is set out in note 38 to the financial report.

No person holding an option has or had, by virtue of the option, a right to participate in a share issue of any body corporate other than the Company.

**Directors meetings**

The table below shows the number of directors meetings held (including meetings of Board committees) and number of meetings attended by each of the directors of the Company during the year:

Directors	Scheduled meetings attended	Directors meetings of the Company		Unscheduled meetings held	Audit Committee meetings of the Company		Risk Committee meetings of the Company	
		Scheduled meetings held	Unscheduled meetings attended		Meetings attended	Meetings held	Meetings attended	Meetings held
DCK Allen	4(3)	4(3)	10	10	3(1)	3(1)	4(1)	4(1)
FJ Cicutto	3(3)	3(3)	5	5	2(1)	2(1)	4	4
JB Clark (8)	9(3)	9(3)	17(2)	24				
PJB Duncan	10	10	22(2)	25	13	15	18	18
RG Elstone (7)	1(3)	1(3)	1	1			1	1
DT Gilbert (7)	1(3)	1(3)	1	1	1	1		
GJ Kraehe (5)	10	10	24(2)	25	6(1)	6(1)	17	17
KJ Moss (6)	9(3)	9(3)	22(2)	24	13	13	3(1)	3(1)
PJ Rizzo (7)	1(3)	1(3)	1	1	1	1	1	1
JS Segal (9)			1	1				
JM Stewart (10)	10	10	21(2)	25	7(1)	7(1)	14	14
JG Thorn	10	10	24(2)	25	15	15	3(1)	3(1)
GA Tomlinson	10	10	22(2)	25			3(1)	3(1)
ED Tweddell (6)	9(3)	9(3)	22(2)	24			16	16
CM Walter (11)	7(3)	7	21(2)	23	5	5	3(1)	3(1)
GM Williamson (12)	3(3)	3(3)	2	2				

Directors	Human Resources Committee meetings of the Company		Nomination Committee meetings of the Company		Directors meetings of controlled entities (3)	Additional meetings Meetings attended (4)
	Meetings attended	Meetings held (2)	Meetings attended	Meetings held		
DCK Allen	3(1)	3(1)	3	3	5	3
FJ Cicutto			2	2	3	7
JB Clark(8)	3	7	1	3	6	1
PJB Duncan			3	3	7	6
RG Elstone(7)					1	
DT Gilbert (7)					1	
GJ Kraehe (5)	3(1)	3(1)	3	3	7	13
KJ Moss (6)	6	7	3	3	6	7
PJ Rizzo (7)					1	
JS Segal (9)						
JM Stewart (10)	2(1)	2(1)	2	3	15	11
JG Thorn	6	6	3	3	7	8
GA Tomlinson	2	2	3	3	29	8
ED Tweddell (6)	5	7	3	3	6	9
CM Walter (11)			3	3	5	13
GM Williamson (12)					14	4

(1) Reflects attendance at committee meetings even though the director is not a member of that committee.

(2) *Where a director is unable to attend an unscheduled board meeting called at short notice, the director is provided with a separate briefing on the matters to be considered and the views of the director are obtained.*

(3) *Reflects the number of meetings held during the time the director held office during the year. Where a controlled entity holds board meetings in a country other than the country of residence of the director, or where there may be a potential conflict of interest, then the number of meetings held is the number of meetings the director was expected to attend, which may not be every board meeting held by the controlled entity during the year. Reflects the number of committee meetings attended, even though the director is not a member of the committee.*

(4) *Reflects the number of additional formal meetings attended during the year by each director, including committee meetings (other than Audit Committee, Risk Committee, Human Resources Committee or Nomination Committee) where any two directors are required to form a quorum.*

(5) *Mr Kraehe resigned as a member of Risk Committee on March 11, 2004. Mr Kraehe attended nine meetings as a member of the Risk Committee and eight meetings as a non-member.*

(6) *Dr Moss and Dr Tweddell resigned as directors on August 27, 2004.*

(7) *Mr Elstone, Mr Gilbert and Mr Rizzo were appointed as directors on September 2, 2004.*

(8) *Dr Clark resigned as a director on August 30, 2004*

(9) *Ms Segal was appointed as a director on September 7, 2004.*

(10) *Mr Stewart was appointed as a member of the Risk Committee on February 6, 2004.*

(11) *Mrs Walter resigned from the Audit Committee on March 11, 2004 and resigned from the Board on May 7, 2004.*

(12) *Mr Williamson was appointed as a director on May 10, 2004.*

Subsequent to September 30, 2004 Mr Ahmed Fahour and Mr Michael J Ullmer were appointed as executive directors, and Mr Michael Chaney was appointed as a non-executive director.



**Directors interests**

The table below shows the interests of each director in the issued ordinary shares and National Income Securities of the Group, and in registered schemes made available by the Group as at December 31, 2004. No director held an interest in Trust Preferred Securities or exchangeable capital units of the Company.

<b>Directors</b>	<b>Fully paid ordinary shares of the Company</b>	<b>Performance options over fully paid ordinary shares of the Company</b>	<b>Performance rights over fully paid ordinary shares of the Company</b>	<b>National Income Securities</b>	<b>Registered schemes</b>
M Chaney					
PJB Duncan (1)	10,006			950	
RG Elstone (1)	2,256				
A Fahour	302,865	160,000	40,000		
DT Gilbert (1)	3,968			1,253	
GJ Kraehe (1)	29,393			670	
PJ Rizzo (1)	2,219				
JS Segal (1)	2,598			180	
JM Stewart	3,179	275,000	68,750		
JG Thorn (1)	3,271				
GA Tomlinson (1)	32,822			500	
MJ Ullmer	2,863	100,000	25,000		
GM Williamson	2,060				

(1) Includes shares acquired under the Non-Executive Director Share Plan operated through the National Australia Bank Staff Share Ownership Plan.

There are no contracts, other than those disclosed above, to which directors are a party, or under which the directors are entitled to a benefit and that confer the right to call for or deliver interests in a registered scheme made available by the Company or a related body corporate.

All of the directors have disclosed interests in organisations not related to the Group and are to be regarded as interested in any contract or proposed contract that may be made between the Company and any such organisations.

**Executives interests**

The table below shows the interests of each senior executive, excluding executive directors, in the issued ordinary shares and National Income Securities of the Group, and in registered schemes made available by the Group as at December 31, 2004. No executives held an interest in Trust Preferred Securities or exchangeable capital units of the Company.

Senior executives(1)	Fully paid ordinary shares of the Company	Performance options over fully paid ordinary shares of the Company (2)	Performance rights over fully paid ordinary shares of the Company(2)	National Income Securities	Registered schemes
CA Clyne	1,000	55,000	13,750		
JE Hooper	5,152	105,000	12,500		
IG MacDonald	6,370	750,000	62,500		
LM Peacock		150,000	37,500		
RE Pinney (3)	61,451	700,000	43,750		
PB Scott	3,386	900,000	62,500		
GR Slater	4,525	67,500	8,125		
PL Thodey (4)	129	487,500	46,875		
GD Willis	22,058	187,500	15,625		

(1) Senior executives current as at September 30, 2004 where shareholding information is disclosed in note 51 to the financial report.

(2) Exercise price, exercise period, expiry date and fair value of performance options and performance rights for those issued during the year are disclosed in note 51 to the financial report.

(3) In addition to fully paid ordinary shares, Mr Pinney holds 4,070 partly paid shares of the Company.

(4) Mr Thodey exercised 100,000 options since September 30, 2004 which were issued March 23, 2000.

Details of each tranche of performance options and performance rights over ordinary shares in the Company provided to each senior executive above are set out below. Further details regarding the exercise price, exercise period and fair value are disclosed in note 38 to the financial report.

Senior executives	Performance options							March 23/ September 28 2000 (1)
	September 30, 2004	June 25, 2004	January 16/ January 30, 2004	October 30, 2003	March 21, 2003	June 14, 2002	March 23, 2001	
CA Clyne	55,000							

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JE Hooper	25,000		25,000	30,000	20,000	5,000
IG MacDonald	125,000		125,000	250,000	250,000	
LM Peacock	25,000	75,000	50,000			
RE Pinney	25,000	75,000		75,000	75,000	200,000
PB Scott		125,000		125,000	250,000	150,000
GR Slater		20,000		12,500	25,000	10,000
PL Thodey		100,000		87,500	150,000	150,000
GD Willis		30,000		32,500	65,000	60,000

(1) Mr Hooper's and Mr Pinney's performance options were granted on March 23, 2000 and Mr Scott's performance options were granted on September 28, 2000

Senior executives	September 30, 2004	June 25, 2004	Performance rights	
			January 16/ January 30, 2004	October 30, 2003
				March 21, 2003
CA Clyne	13,750			
JE Hooper			6,250	
IG MacDonald			31,250	
LM Peacock		6,250	18,750	12,500
RE Pinney		6,250	18,750	
PB Scott			31,250	
GR Slater			5,000	
PL Thodey			25,000	
GD Willis			7,500	

**Past employment with external auditor**

Mr Christopher D Lewis, who ceased employment with the Group on March 12, 2004 and Mr Michael J Ullmer, who commenced employment with the Group on September 1, 2004 previously held positions as partners of the Group's external auditor, KPMG, during a time when KPMG undertook the audit of the Group. Mr Ullmer resigned from KPMG in 1992.

**Non-audit services**

Fees paid or due and payable to the external auditor, KPMG, for non-audit services provided by the external auditor to the Group during the year to September 30, 2004 are set out in the table below:

	<b>Group 2004 \$ '000</b>
<b>Audit-related fees (regulatory)</b>	
National Custodian Services Auditing Guidance Statement (AGS) 1026 reports	366
APRA reporting (Prudential Standard APS 310 sign-off and tripartite review)	300
Regulatory audits / attestations for Wealth Management entities (in all regions)	277
UK regulatory audits / attestations	243
New Zealand regulatory audits / attestations	77
Other regulatory audits / attestations (in all regions)	151
Review of Japanese translation of annual financial report	35
<b>Total audit-related fees (regulatory)</b>	<b>1,449</b>
<b>Audit-related fees (non-regulatory)</b>	
Agreed-upon procedures on results announcements	200
Services in connection with IFRS transition (including International Accounting Standard (IAS) training)	96
Audit of employee benefit plans	69
Review of reconciliation of half year financials under Australian GAAP to US GAAP	55
Accounting advice in connection with securitisation transactions	47
Other (including procedures in relation to the Group's corporate social responsibility report)	33
<b>Total audit-related fees (non-regulatory)</b>	<b>500</b>
<b>Tax fees</b>	
Tax compliance services	337
<b>Total tax fees</b>	<b>337</b>
<b>All other fees</b>	
Australian Payments Clearing Association cash review reporting	357
Regulatory or compliance audits/attestations for Wealth Management entities (in all regions) unrelated to the audit or review of the Group's financial statements	290
Internet banking security testing (Europe)	76
Other regulatory audits/attestations (in all regions) unrelated to the audit or review of the Group's financial statements	24
<b>Total all other fees</b>	<b>747</b>
<b>Total non-audit service fees</b>	<b>3,033</b>

*Fees exclude GST, VAT or equivalent taxes.*

The external auditor also provides audit and non-audit services to non-consolidated securitisation vehicles sponsored by the Group, non-consolidated trusts of which a Group entity is trustee, manager or responsible entity and non-consolidated Group superannuation or pension funds. The fees paid or due and payable to the external auditor for these services during the year to September 30, 2004 total approximately \$2,731,000.

In accordance with advice received from the Audit Committee, the directors are satisfied that the provision of non-audit services during the year to September 30, 2004 by the external auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act* 2001 (Cth). The directors are so satisfied because the Audit Committee has, having regard to auditor independence requirements of applicable laws, rules and regulations, concluded in respect of each non-audit service that the provision of that service would not impair the independence of the external auditor.

*A description of the Audit Committee's pre-approval policies and procedures is set out on page 75. Further details of the services provided by the external auditor to the Group and the fees paid or due and payable to the external auditor for those services are set out in note 52 in the financial report.*

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**2004 Annual Financial Report**

## Statement of financial performance

For the year ended September 30	Note	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
Interest income	4	18,650	17,022	16,434	13,707	11,901
Interest expense	5(b)	(11,459)	(9,603)	(9,212)	(9,605)	(7,850)
Net interest income		7,191	7,419	7,222	4,102	4,051
Premium and related revenue	4, 54	1,005	949	1,134		
Investment revenue	4, 54	4,842	2,759	(988)		
Claims expense	5(b), 54	(702)	(958)	(956)		
Change in policy liabilities	5(b), 54	(3,368)	(1,518)	1,637		
Policy acquisition and maintenance expense	5(b), 54	(723)	(713)	(751)		
Investment management fees	5(b), 54	(42)	(75)	(86)		
Net life insurance income		1,012	444	(10)		
Other banking and financial services income	4	4,831	5,010	7,006	3,490	6,230
Mortgage servicing and origination revenue	4			378		
Movement in the excess of net market value over net assets of life insurance controlled entities	4	(137)	(160)	(155)		
Significant revenue						
Proceeds from the sale of strategic shareholdings	4, 5(a)	993			993	
Proceeds from the sale of foreign controlled entities	4, 5(a)			2,671		
Personnel expenses	5(b)	(3,616)	(3,416)	(3,379)	(1,976)	(1,907)
Occupancy expenses	5(b)	(591)	(556)	(559)	(297)	(280)
General expenses	5(b)	(2,605)	(2,382)	(4,769)	(1,399)	(1,072)
Amortisation of goodwill	5(b)	(103)	(98)	(101)		
Charge to provide for doubtful debts	5(b), 17	(559)	(633)	(697)	(325)	(373)
Significant expenses						
Cost of sale of strategic shareholdings	5(a), (b)	(678)			(678)	
Foreign currency options trading losses	5(a), (b)	(360)			(360)	
Write-down of impaired application software	5(a), (b)	(409)			(239)	
Charge to provide for doubtful debts revision of accounting estimate	5(a), (b), 17	(292)			(190)	
Cost of foreign controlled entity sold revision of accounting estimate	5(a), (b)	64			64	
Restructuring costs	5(a), (b)			(580)		
Cost of foreign controlled entities sold	5(a), (b)			(2,686)		
<b>Profit from ordinary activities before income tax expense</b>		<b>4,741</b>	5,628	4,341	<b>3,185</b>	6,649
Income tax expense relating to ordinary activities	6	(1,190)	(1,681)	(962)	(768)	(929)
<b>Net profit</b>		<b>3,551</b>	3,947	3,379	<b>2,417</b>	5,720
Net loss/(profit) attributable to outside equity interest						
Life insurance business		(365)	16	(6)		
Net profit attributable to outside equity interest Other		(9)	(8)			
<b>Net profit attributable to members of the Company</b>		<b>3,177</b>	3,955	3,373	<b>2,417</b>	5,720
<b>Other changes in equity other than those resulting from transactions with owners as owners</b>						
Net credit to asset revaluation reserve	34	71	9	9	5	
Net credit/(debit) to foreign currency translation reserve	34	226	(1,251)	(520)	6	(40)
Net credit to retained profits on initial adoption of AASB 1044 Provisions, Contingent Liabilities and Contingent Assets	35		1,151			1,151
Total revenues, expenses and valuation adjustments attributable to members of the Company and recognised		297	(91)	(511)	11	1,111



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directly in equity						
<b>Total changes in equity other than those resulting from transactions with owners as owners</b>		<b>3,474</b>	3,864	2,862	<b>2,428</b>	6,831
Basic earnings per share (cents)	8	<b>197.3</b>	248.8	205.7		
Diluted earnings per share (cents)	8	<b>196.1</b>	243.6	202.5		
Dividends per ordinary share (cents)						
Interim	7	<b>83</b>	80	72		
Final	7	<b>83</b>	83	75		

## Statement of financial position

As at September 30	Note	Group		Company	
		2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Assets</b>					
Cash and liquid assets	9	8,080	8,405	4,189	4,152
Due from other financial institutions	10	23,494	29,234	21,615	26,475
Due from customers on acceptances	11	16,344	19,562	16,266	19,496
Trading securities	12	24,248	23,724	23,699	22,952
Trading derivatives		17,939	23,644	17,279	22,773
Available for sale securities	13	4,610	6,513	3,978	6,503
Investment securities	14	11,513	8,647	5,383	3,668
Investments relating to life insurance business	15	41,013	35,846		
Loans and advances	16	247,836	225,735	156,035	143,718
Due from controlled entities				32,244	29,569
Shares in controlled entities, joint venture entities and other securities	19	158	1,445	11,432	12,250
Regulatory deposits	20	177	225	93	93
Property, plant and equipment	21	2,257	2,498	878	1,166
Income tax assets	22	1,367	1,203	876	679
Goodwill	23	632	740		
Other assets	24	11,641	10,050	2,435	1,323
<b>Total assets</b>		<b>411,309</b>	<b>397,471</b>	<b>296,402</b>	<b>294,817</b>
<b>Liabilities</b>					
Due to other financial institutions	25	42,044	52,530	38,675	48,302
Liability on acceptances		16,344	19,562	16,266	19,496
Trading derivatives		16,150	21,479	15,181	20,479
Deposits and other borrowings	26	220,752	201,194	147,420	136,297
Life insurance policy liabilities	27	36,134	32,457		
Income tax liabilities	28	1,178	1,537	740	562
Provisions	29	1,129	1,262	629	768
Due to controlled entities				18,004	17,025
Bonds, notes and subordinated debt	30	32,573	24,257	31,449	23,643
Other debt issues	31	1,612	1,743	350	367
Other liabilities	32	13,627	14,239	6,600	7,292
<b>Total liabilities</b>		<b>381,543</b>	<b>370,260</b>	<b>275,314</b>	<b>274,231</b>
<b>Net assets</b>		<b>29,766</b>	<b>27,211</b>	<b>21,088</b>	<b>20,586</b>
<b>Equity</b>					
Contributed equity	33	10,191	9,728	9,216	8,753
Reserves	34	1,194	893	50	34
Retained profits	35	14,515	13,786	11,822	11,799
Total parent entity interest		25,900	24,407	21,088	20,586
Outside equity interest - Life insurance business	36	3,866	2,614		
Outside equity interest - Other	36		190		
<b>Total equity</b>	37	<b>29,766</b>	<b>27,211</b>	<b>21,088</b>	<b>20,586</b>

## Statement of cash flows

For the year ended September 30	Note	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
<b>Cash flows from operating activities</b>						
Interest received		18,594	17,372	15,639	12,578	10,668
Interest paid		(11,136)	(10,115)	(9,263)	(8,272)	(6,603)
Dividends received		23	39	35	974	3,534
Fees and other income received		5,068	3,026	6,182	3,020	999
Life insurance						
Premiums received		7,467	6,546	10,378		
Investment and other revenue received		1,339	1,857	2,024		
Policy payments		(6,694)	(5,778)	(8,483)		
Other life insurance payments		(641)	(476)	(1,111)		
Personnel expenses paid		(3,521)	(3,327)	(3,637)	(1,908)	(1,847)
Occupancy expenses paid		(521)	(489)	(549)	(243)	(226)
General expenses paid		(3,048)	(2,959)	(2,339)	(1,481)	(1,184)
Income tax paid		(1,567)	(1,830)	(2,131)	(987)	(1,118)
Goods and services tax paid		(30)	(52)	(68)	(8)	(21)
Net decrease/(increase) in trading securities		(449)	(4,345)	136	(725)	(5,653)
Net decrease/(increase) in mortgage loans held for sale		(22)	50	1,304		
Net cash provided by/(used in) operating activities	42(a)	4,862	(481)	8,117	2,948	(1,451)
<b>Cash flows from investing activities</b>						
Movement in available for sale securities						
Purchases		(5,727)	(15,052)	(14,765)	(5,098)	(15,047)
Proceeds from sale		2,002	3	90	2,001	
Proceeds on maturity		5,399	13,500	14,543	5,394	13,761
Movement in investment securities						
Purchases		(15,032)	(15,449)	(40,653)	(11,724)	(11,327)
Proceeds on maturity		12,373	18,578	37,434	10,060	15,985
Net increase in life insurance business investments and policy liabilities		(1,683)	(3,650)	(2,148)		
Net increase in loans and advances		(20,657)	(28,402)	(19,032)	(13,690)	(24,819)
Net increase in amounts due from controlled entities					(2,007)	(2,379)
Net (increase)/decrease in shares in controlled entities, joint venture entities and other securities		609	428	212	140	(323)
Payments for mortgage servicing rights				(74)		
Proceeds from the sale of mortgage servicing rights				98		
Payments for acquisition of controlled entities	42(e)		(83)			
Proceeds from the sale of controlled entities	42(f)	110	2,671			
Payments for property, plant and equipment		(660)	(534)	(791)	(244)	(298)
Proceeds from the sale of operating assets				2,314		
Proceeds from the sale of strategic shareholdings		993			993	
Net proceeds from the sale of property, plant and equipment		157	166	418	53	108
Net decrease/(increase) in regulatory deposits		47	(113)	(35)	(3)	(57)
Net decrease/(increase) in other assets		(1,515)	2,762	10,057	(1,191)	2,231
Net cash used in investing activities		(23,584)	(25,175)	(12,332)	(15,316)	(22,165)
<b>Cash flows from financing activities</b>						
Net increase in deposits and other borrowings		17,390	15,237	17,320	11,232	13,725
Net proceeds from bonds, notes and subordinated debt		14,059	10,136	6,738	13,660	9,383

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Repayments of bonds, notes and subordinated debt		(5,473)	(7,017)	(8,314)	(5,473)	(5,665)
Payments from provisions		(270)	(340)	(116)	(233)	(257)
Net proceeds from issue of ordinary shares		739	216	130	739	216
Net proceeds from issue of Trust Preferred Securities			975			
Payments made under on-market buy-back of ordinary shares		(162)	(1,565)	(1,248)	(162)	(1,565)
Payments made on buy-back of preference shares		(582)			(582)	
Dividends and distributions paid		(1,976)	(2,255)	(1,948)	(1,921)	(2,255)
Net increase/(decrease) in other liabilities		(978)	(204)	(5,892)	(498)	566
Net cash provided by financing activities		22,747	15,183	6,670	16,762	14,148
Net increase/(decrease) in cash and cash equivalents		4,025	(10,473)	2,455	4,394	(9,468)
Cash and cash equivalents at beginning of year		(14,891)	(8,307)	(12,469)	(17,675)	(12,707)
Effects of exchange rate changes on balance of cash held in foreign currencies		396	3,889	1,707	410	4,500
<b>Cash and cash equivalents at end of year</b>	42(b)	<b>(10,470)</b>	<b>(14,891)</b>	<b>(8,307)</b>	<b>(12,871)</b>	<b>(17,675)</b>

## Notes to the Financial Statements

### 1 Principal accounting policies

This financial report is a general purpose financial report which is prepared in accordance with the requirements of the *Banking Act 1959* (Cth), *Corporations Act 2001* (Cth), Australian Accounting Standards, Urgent Issues Group Consensus Views and other authoritative pronouncements of the AASB.

The financial report also includes disclosures required by the United States SEC in respect of foreign registrants. Other prescribed SEC disclosures, which are not required to be included in the financial report, are presented elsewhere in this annual financial report. Certain key terms used in this financial report are defined in the glossary on page 255.

The preparation of the financial report requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Assumptions made at each balance date are based on best estimates at that date. Although the Group has internal control systems in place to ensure that estimates can be reliably measured, actual amounts may differ from those estimates. It is not anticipated that such differences would be material.

The Group has elected to early adopt a new Australian Accounting Standard, AASB 1046A, amending AASB 1046 Director and Executive Disclosures by Disclosing Entities. AASB 1046A permits the use of market condition rules when valuing equity grants within director and executive remuneration disclosures (*refer to note 51*). The Group considers this to be a more appropriate basis for disclosure than that applied under AASB 1046.

#### (a) Historical cost

The financial report is based on historical cost and except where stated does not take into account changing money values or fair values.

**(b) Currency of presentation**

All amounts are expressed in Australian dollars unless otherwise stated.

(c) **Rounding of amounts**

In accordance with Australian Securities and Investments Commission Class Order 98/100 dated July 10, 1998, all amounts have been rounded to the nearest million dollars, except where indicated.

**(d) Reclassifications**



In respect of the statement of financial position, the basis of classification of three items was changed during 2004.

The basis of classification of transferable certificates of deposit (TCDs) has been revised and bonds issued under the Group's TCD program have been reclassified from deposits and other borrowings to bonds, notes and subordinated debt. As a result of this change, on the consolidated statement of financial position \$1,550 million has been reclassified in the 2003 comparatives.

Certain repurchase and reverse repurchase agreements with other financial institutions have been reclassified to due to other financial institutions and due from other financial institutions respectively, in order to provide users with an enhanced level of understanding and comparability of the Group's loan portfolio. Previously, these repurchase and reverse repurchase agreements were included in deposits and other borrowings and loans and advances respectively.

Accordingly, \$7,402 million of repurchase agreements previously disclosed as at September 30, 2003 as deposits and other borrowings have been reclassified to due to other financial institutions. Further, \$18,851 million of reverse repurchase agreements as at September 30, 2003 previously disclosed as loans and advances have been reclassified to due from other financial institutions. In addition, reverse repurchase agreements of \$3,373 million at September 30, 2003 with non-financial institutions have been reclassified from loans and advances to cash and liquid assets.

Corresponding reclassifications have also been made to revenue, expense and cash flow classifications.

The basis of classification of the medium-term notes (MTN) issued by the Group's controlled entity, Bank of New Zealand (BNZ) has been revised. Accordingly, from April 1, 2004 amounts issued under this MTN program have been reclassified from deposits and other borrowings to bonds, notes and subordinated debt. Comparative information has not been reclassified as it is impracticable to do so.

**(e) Comparative amounts**

Comparative amounts have been reclassified to accord with changes in presentation made in 2004, except where otherwise stated.

**(f) Principles of consolidation**

All entities which are controlled by the Company are consolidated in the financial report. Control means the ability or power of the Company to dominate decision making directly or indirectly in relation to the financial and operating policies of another entity, to enable that other entity to operate with it in pursuing its objectives.

All inter-entity balances, transactions and profits and losses are eliminated on consolidation. Controlled entities prepare accounts for consolidation in conformity with the Company's accounting policies.

Where controlled entities have been acquired or sold during the year, their operating results have been included from the date of acquisition or to the date of sale. Controlled entity acquisitions have been accounted for using the purchase method of accounting.

Outside interest in the equity and results of the entities that are controlled by the Company is shown as a separate item, outside equity interest, in the consolidated financial statements.

Statutory funds of the Group's life insurance business have been consolidated into the financial report as required by Australian Accounting Standard AASB 1038 Life Insurance Business. The financial report consolidates all of the assets, liabilities, revenues and expenses of the statutory funds and non-statutory fund life insurance business irrespective of whether they are designated as relating to policyholders or shareholders. In addition, where the Group's life insurance statutory funds have the capacity to control managed investment schemes in which they are the majority investor, the Group has consolidated all of the assets, liabilities, revenues and expenses of these managed investment schemes.

Joint venture entities are entities that are jointly controlled by the Group. In the consolidated financial statements, investments in joint venture entities, including partnerships, are accounted for using equity accounting principles.

Investments in joint venture entities are carried at the lower of the equity accounted amount or recoverable amount. The Group's share of the joint venture entities net profit or loss is recognised in the profit and loss account from the date joint control commenced until the date joint control ceases. Other movements in reserves are recognised directly in consolidated reserves.

**(g) Foreign currency translation**

All foreign currency monetary assets and liabilities are revalued at the rates of exchange ruling at balance date. Unrealised profits and losses arising from these revaluations are recognised immediately in the profit and loss account. Foreign currency revenue and expense amounts are translated at average rates of exchange for the year.

Differences arising on the translation of the financial report of the Group's overseas operations which are considered to be economically self-sustaining are included in the foreign currency translation reserve, after allowing for foreign currency hedges. Differences arising on the translation of the financial report of all other overseas controlled entities and overseas branches are recognised immediately in the profit and loss account. Foreign exchange profits and losses, in respect of life insurance business, are recognised in the profit and loss account.

#### **Assets**

(h) **Cash assets**

(h) Cash assets

Cash assets are items readily convertible into cash and are generally repayable on demand. Cash assets are brought to account at the face value or the gross value of the outstanding balance where appropriate.

(i) **Due from other financial institutions**

Due from other financial institutions includes loans, nostro balances, reverse repurchase agreements, certificates of deposit and settlement account balances due from other financial institutions. They are brought to account at the gross value of the outstanding balance.

**(j) Acceptances**



The Group's liability under acceptances is reported in the statement of financial position. The Group has equal and offsetting claims against its customers which are reported as an asset. The Group's own acceptances discounted are held as part of either the trading securities or loan portfolio depending on whether, at the time of such discount, the intention was to hold the acceptances for resale or until maturity, respectively.

**(k) Trading securities**

Trading securities are public and other debt securities which are purchased for current resale in day-to-day trading operations. Trading securities are recorded at fair value and unrealised profits or losses in respect of fair value adjustments are recognised immediately in the profit and loss account. Trading securities are recorded on a trade-date basis.

**(l) Available for sale securities**

Available for sale securities are public and other debt securities which are purchased with the intention to be held for an indefinite period of time but not necessarily to maturity. Such securities may be sold in response to various factors including significant changes in interest rates, liquidity requirements and regulatory capital considerations.

Available for sale securities are recorded at the lower of aggregate cost or fair value. Cost is adjusted for the amortisation of premiums and accretion of discounts to maturity. Unrealised losses in respect of market value adjustments and realised profits and losses on sale of available for sale securities are recognised in the profit and loss account. The cost of securities sold is calculated on a specific identification basis. Available for sale securities are recorded on a trade-date basis.

**(m) Investment securities**

Investment securities are public and other debt securities, which are purchased with the positive intent and ability to hold until maturity. Such securities are recorded at original cost adjusted for the amortisation of premiums, accretion of discounts to maturity and other than temporary diminutions in their value. Unrealised losses relating to other than temporary diminutions in the value of investment securities are recognised in the profit and loss account and the recorded values of those securities adjusted accordingly. The sale of an investment security would only be considered in those unusual and rare situations when significant unforeseeable changes in circumstance may have caused a change in intent without calling into question the Group's intent and ability to hold other investment securities to maturity in the future (eg. evidence of a significant deterioration in a security issuer's creditworthiness). In any unusual and rare instances where investment securities are sold prior to maturity, profits and losses on sale are taken to the profit and loss account when realised. Investment securities are recorded on a trade-date basis.

**(n) Repurchase and reverse repurchase agreements**

Securities sold under agreements to repurchase are retained within the investment, available for sale or trading portfolios and accounted for accordingly. The obligation to repurchase is recorded as deposits and other borrowings or, where the transaction is with a financial institution, as due to other financial institutions. The difference between the sale and repurchase price represents interest expense and is recognised in the profit and loss account over the term of the repurchase agreement. Securities held under reverse repurchase agreements are recorded as cash and liquid assets, due from other financial institutions or loans and advances depending on liquidity and the counterparty. The difference between the purchase and sale price represents interest income and is recognised in the profit and loss account over the term of the reverse repurchase agreement.

**(o) Investments relating to life insurance business**

Investment assets held by the Group's life insurance business have been recorded at net market value including an allowance for estimated realisation costs. Where no quoted market values exist, the directors adopt various valuation methods. In those cases, the values adopted are deemed equivalent to net market value.

Details of particular methods adopted are as follows:

freehold land and leasehold properties are stated at values not greater than independent valuations, which are carried out at regular

intervals not exceeding three years. As market value is adopted, building depreciation is not provided for;

ordinary and preference shares, equity options and investments in unit trusts that are not controlled entities, are recorded at their latest available market value or, where no quoted security exists, at directors' valuations with reference to their net tangible assets;

investments in controlled entities of life insurance operations that do not have quoted market values are recorded at not greater than independent valuation or where no independent valuation is available at directors' valuations, or, for entities in voluntary liquidation, at net tangible assets;

investments in associates are recorded at directors' valuation with reference to the life insurance entity's proportionate interest in the market value of each associate;

interest-bearing securities quoted on stock exchanges are shown at prices quoted at balance date. Unquoted interest-bearing securities are recorded at amounts based on valuations using rates of interest equivalent to the yields obtainable on comparable quoted investments; and

participations in lease transactions are included in investment assets. The transactions are recorded at market value, based on the net present value of the after-tax cash flows arising from the transactions.

*Restrictions on assets*

The assets and liabilities held in the statutory funds of the Australian life insurance business are subject to the restrictions of the *Life Insurance Act 1995* (Cth) and the constitutions of the life insurance entities. The main restrictions are that the assets in a statutory fund can only be used to meet the liabilities and expenses of that fund, to acquire investments to further the business of the fund, or to make profit distributions when solvency and capital adequacy requirements of the *Life Insurance Act 1995* (Cth) are met. Therefore, assets held in statutory funds are not available for use by other parts of the Group's business other than any profits generated in the statutory funds.

**(p) Loans and advances**



Loans and advances include overdrafts, credit card lending, market rate advances, bill financing, housing loans, lease finance, other term lending and redeemable preference share finance. They are carried at recoverable amount represented by the gross value of the outstanding balance adjusted for provision for doubtful debts and unearned income. Unearned income represents interest not yet earned on the Group's consumer instalment lending and leasing and is calculated on an actuarial basis. Interest is recognised as revenue when interest is earned.

*(i) Bad and doubtful debts*

Provision for doubtful debts provides for losses inherent in loans, and off-balance sheet credit extensions such as letters of credit, guarantees and undrawn commitments to extend credit.

The specific provision for doubtful debts is established to cover all identified doubtful debts and is recognised when there is reasonable doubt over the collectability of principal and interest in accordance with the loan agreement (an impaired loan). Amounts provided for are determined by specific identification or by management's determination of probable losses for individual loans that are considered impaired in relation to loan portfolios where specific identification is impracticable. All bad debts are written off against the specific provision for doubtful debts in the reporting period in which they are classified as irrecoverable.

The Group has adopted a statistically-based provisioning methodology for its general provision for doubtful debts. Under this methodology, the Group estimates the level of losses inherent but not specifically identified in its existing credit portfolios at balance date.

For retail lending (smaller-balance homogeneous loans), the general provision is assessed at a portfolio level and is based on product loss rates, to make a provision for losses inherent in the portfolio but not yet identified at balance date. These rates are determined by reference to observed historical loss experience for the relevant product types.

In respect of non-retail lending, the amount of the general provision is determined by multiplying the customer's probability of default by the loss given default. The probability of default is determined by the Group's internal customer rating system. Internal ratings are assigned at the customer level. This system utilises objective, verifiable external data, such as external credit ratings, and is supplemented with an assessment of economic and industry outlooks, conducted by the Group's discrete specialist economics unit. The loss given default is the amount of an individual loan at risk having regard to the level of collateral held against that facility. The level of collateral held is determined on a loan-by-loan basis, based on the Group's assessment of the loan security's value at the time of loan application and any subsequent valuations.

The operation of the statistically-based provisioning methodology is such that when individual loans are impaired, a specific provision will be raised by making a transfer from the general provision for doubtful debts. The general provision for doubtful debts is then re-established based on the remaining portfolios of credit exposures applying the above methodology.

All loans and off-balance sheet credit extensions are subject to continuous management surveillance.

*(ii) Asset quality*

A loan is considered to be impaired when, based on current information and events, the Group considers it is probable that it will be unable to collect all amounts due according to the contractual terms of the loan agreement.

The Group has disclosed certain components of its loan portfolios as impaired assets according to the classifications discussed below (*refer to note 18*).

Non-accrual loans consist of:

retail loans (excluding credit card loans) which are contractually past due 90 days with security insufficient to cover principal and arrears of interest;

non-retail loans which are contractually past due and there is sufficient doubt about the ultimate collectability of principal and interest to warrant the cessation of interest accruals; and

impaired off-balance sheet credit exposures where current circumstances indicate that losses may be incurred.

Where required, a specific provision is raised for non-accrual loans.

Restructured loans are those loans on which the original contractual terms have been concessionally modified due to the financial difficulties of

borrowers, and on which interest continues to be accrued at a rate which is equal to or greater than the Group's average cost of funds at the date of restructuring.

Assets acquired through security enforcement are those assets (primarily real estate) acquired through actual foreclosure or in full or partial satisfaction of loans.

Accruing portfolio facilities past due 90 to 180 days are those assets (including credit card loans) which continue to accrue interest to 180 days. A general provision is raised against accruing portfolios loans.

*(iii) Revenue recognition on non-accrual loans*

When a loan is classified as non-accrual, interest income ceases to be recognised in the profit and loss account on an accruals basis, as reasonable doubt exists as to the collectability of interest and principal. Interest charged on non-accrual loans in the current reporting period is reversed against income.

Cash receipts in relation to non-accrual loans are recognised as interest income to the extent that the cash receipts represent unaccrued interest except where there is a contrary agreement with the borrower, or the receipts relate to proceeds from the sale of security, or are scheduled principal repayments.

The accrual of interest recommences when a non-accrual loan is restored to accrual status. This occurs when management judges that the customer is capable of fully servicing its future obligations under the facility.

*(iv) Leasing*

Finance leases in which the Group is the lessor are included in loans and advances and are accounted for using the finance method, whereby income determined on an actuarial basis is taken to account over the term of the lease in proportion to the outstanding investment balance. Where the Group is a lessee, finance lease assets are capitalised and the corresponding liability is recognised in other liabilities.

Leveraged leases with lease terms beginning on or after October 1, 1999 are accounted for as finance leases. Investments in leveraged leases entered into before October 1, 1999 are recorded at an amount equal to the equity participation and are net of long-term debt for which there is no recourse to the lessor in the event of default by the lessee. Income is taken to account on an actuarial basis over the term of each lease. Where a change occurs in estimated lease cash flows during the term of a lease, total lease profit is recalculated and reallocated over the entire lease term. Net of tax income has been grossed up at current rates to reflect the appropriate pre-tax equivalent amount.

Lease rentals receivable and payable on operating leases are recognised in the profit and loss account in periodic amounts over the effective lease term.

**(q) Shares in controlled entities, joint venture entities and other securities**

Except where a life insurance controlled entity consolidates a controlled entity (*refer to note 1(o)*), shares in controlled entities and other securities are stated at original cost less any necessary provision for diminution in value. Unrealised losses relating to diminution in the value of shares in controlled entities and other securities are recognised in the profit and loss account.

Interests in joint venture entities are accounted for under the equity method of accounting (*refer to note 1(f)*).

**(r) Regulatory deposits**

In several countries in which the Group operates, the law requires that regulatory deposits be lodged with the local central bank at a rate of interest generally below that prevailing in the market. The amount of the deposit and the interest rate receivable are determined in accordance with the requirements of the local central bank. Regulatory deposits are brought to account at the gross value of the outstanding balance.

(s) **Property, plant and equipment**

(s) Property, plant and equipment



Except for life insurance business investments, all land and buildings are revalued annually by directors to reflect fair values. Directors valuations are based on advice received from independent valuers and regular independent valuations. Revaluation increments are credited to the asset revaluation reserve. Revaluation decrements are charged against the asset revaluation reserve to the extent that they reverse previous revaluation increments and any excess is recognised as an expense.

A provision for capital gains tax is only made when it is known that the relevant asset will eventually be sold. This provision, when required, is made against the asset revaluation reserve.

All other items of property, plant and equipment are carried at the lower of cost, less accumulated depreciation or amortisation, and recoverable amount. If the carrying amount of property, plant and equipment exceeds its recoverable amount, the asset is written down to the lower value. Where a group of assets working together supports the generation of cash inflows, recoverable amount is assessed in relation to that group of assets. In assessing recoverable amounts, the relevant cash flows have not been discounted to their present value unless otherwise stated.

The costs of developing, acquiring and enhancing internal-use software are capitalised on a component or module basis and amortised over the estimated useful life of the software, which ranges from three to ten years. From October 1, 2004, the estimated useful life of application software will not exceed five years. The annual amortisation expense for assets previously amortised over more than five years will increase to reflect the reduction in the estimate of each relevant asset's remaining useful life.

With the exception of land, all items of property, plant and equipment are depreciated or amortised using the straight-line method at the rates appropriate to its estimated useful life to the Group. For major classes of property, plant and equipment, the annual rates of depreciation or amortisation are: buildings 3.3%; leasehold improvements up to 10%; furniture, fixtures and fittings and other equipment from 10% to 20%; personal computers and related application software 33.3%; and other data processing equipment and related application software from 10% (20% from October 1, 2004) to 33.3%.

Profit or loss on the sale of property, plant and equipment, which is determined as the difference between the carrying amount of the property, plant and equipment at the time of sale and the sale proceeds, is treated as revenue or expense.

(t) **Goodwill**

(t) **Goodwill**



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Goodwill, representing the excess of the purchase consideration over the fair value of the identifiable net assets acquired on the date of acquisition of a non-life insurance controlled entity, is recognised as an asset. Goodwill is amortised from the date of acquisition by systematic charges on a straight-line basis to the profit and loss account over the period in which the benefits are expected to arise, but not exceeding 20 years. The carrying value of goodwill is reviewed at least annually. If the carrying value of goodwill exceeds the value of the expected future benefits, the difference is charged to the profit and loss account.

**(u) Excess of net market value over net assets of life insurance controlled entities**

(u) Excess of net market value over net assets of life insurance controlled entities



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Where a life insurance entity within the Group consolidates a controlled entity, any difference between the values consolidated line by line and the market value of the controlled entity recorded in the life insurer's financial report is shown as excess of net market value over net assets of life insurance controlled entities. This asset is disclosed within other assets in the statement of financial position.

The excess of net market value over net assets of life insurance controlled entities represents:

acquired goodwill to the extent it remains at balance date;

increases in the value of goodwill of the controlled entity since acquisition or establishment; and

differences between the values assigned to the assets and liabilities of the controlled entity within the Group financial report and those in the financial report of the controlled entity, arising due to valuation methodology differences.

The significant assumptions used in the valuation basis underlying the directors' valuations are disclosed in note 24.

The excess is not amortised. Movements in the excess of net market value over net assets of life insurance controlled entities are included in the Group's revenue or expense.

### **Liabilities**



(v) **Due to other financial institutions**

(v) Due to other financial institutions





Due to other financial institutions includes deposits, vostro balances, repurchase agreements and settlement account balances due to other financial institutions. They are brought to account at the gross value of the outstanding balance.

(w) **Deposits and other borrowings**



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Deposits and other borrowings include non-interest-bearing deposits redeemable at call, certificates of deposit, interest-bearing deposits, debentures and other funds raised publicly by borrowing corporations. They are brought to account at the gross value of the outstanding balance.

(x) **Life insurance policy liabilities**

(x) Life insurance policy liabilities



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Policy liabilities in the Group's statement of financial position and the change in policy liabilities disclosed as an expense have been calculated using the Margin on Services (MoS) methodology in accordance with guidance provided by the Life Insurance Actuarial Standard Board's Actuarial Standard AS 1.03 Valuation of Policy Liabilities (refer to note 1(kk)).

Policy liabilities for investment-linked business are calculated using the accumulation method. The liability is generally the accumulation of amounts invested by policyholders plus investment earnings less fees specified in policy contracts. Deferred acquisition costs are offset against this liability.

Policy liabilities from non-investment-linked business are measured mainly using the projection method which is the net present value of estimated future policy cash flows. Future cash flows incorporate investment income, premiums, expenses, redemptions and benefit payments (including bonuses). The accumulation method may be used only where the result would not be materially different to the projection method.

Unvested policyholder benefits represent amounts that have been allocated to certain non-investment-linked policyholders that have not yet vested with specific policyholders.

The measurement of policy liabilities is subject to actuarial assumptions. Assumptions made in the calculation of policy liabilities at each balance date are based on best estimates at that date. The assumptions include the benefits payable under the policies on death, disablement or surrender, future premiums, investment earnings and expenses. Best estimate means that assumptions are neither optimistic nor pessimistic but reflect the most likely outcome. The assumptions used in the calculation of the policy liabilities are reviewed at each balance date. A summary of the significant actuarial methods and assumptions used is contained in note 54.

(y) **Provisions**

(y) Provisions



Provisions are recognised when a legal or constructive obligation exists as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not discounted to the present value of their expected net future cash flows except where stated below.

*(i) Employee entitlements*





Employee entitlements to long service leave are accrued using an actuarial calculation, based on legal and contractual entitlements and assessments having regard to staff departures, leave utilisation and future salary increases. This method does not differ significantly from calculating the amount using present value techniques.

Wages and salaries, annual leave and other employee entitlements expected to be paid or settled within 12 months of reporting date are measured at their nominal amounts using remuneration rates that the Group expects to pay when the liabilities are settled.

All other employee entitlements that are not expected to be paid or settled within 12 months of the reporting date are measured at the present value of net future cash flows.

**(ii) Non-lending losses**

Provision for non-lending losses is raised for losses incurred by the Group, which do not relate directly to principal outstanding for loans and advances.

**(iii) Restructuring costs**



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Provision for restructuring costs includes provisions for expenses incurred but not yet paid and future expenses that will arise as a direct consequence of decisions already made. A provision for restructuring costs is only made where the Group has made a commitment and entered into an obligation such that it has no realistic alternative but to carry out the restructure and make future payments to settle the obligation. Provision for restructuring costs is only recognised when a detailed plan has been approved and the restructuring has either commenced or been publicly announced. This includes the cost of staff termination benefits and surplus leased space. Costs related to ongoing activities are not provided for.

(iv) **Surplus leased space**

(iv) Surplus leased space



Surplus leased space is an onerous contract and a provision is recognised when the expected benefits to be derived from the contract are less than the costs that are unavoidable under the contract. This arises where premises are currently leased under non-cancellable operating leases and either the premises are not occupied, or are being sub-leased for lower rentals than the Group pays, or there are no substantive benefits beyond a known future date. The provision is determined on the basis of the present value of net future cash flows.

(v) **Provision for dividends**

Provision for dividends is recognised at the time the dividend is declared, determined or publicly recommended.

(z) **Bonds, notes and subordinated debt**





Bonds, notes and subordinated debt issued by the Group are recorded at cost or at cost adjusted for premium or discount amortisation.

(aa) **Other debt issues**



Other debt issues include perpetual floating rate notes, exchangeable capital units and fixed rate securities issued by the Group. They are recorded at cost or at cost adjusted for premium or discount amortisation.

**(bb) Derivative financial instruments held or issued for trading purposes**

Derivative financial instruments held or issued for trading purposes, also referred to as trading derivatives, include swaps, futures, forward, option and other contingent or exchange-traded contracts in the interest rate, foreign exchange, credit derivatives and commodities markets. Trading derivatives are measured at fair value and the resultant profits and losses are recognised in other income. The fair value of trading derivatives is reported on a gross basis as assets or liabilities as appropriate.

The fair value of a derivative financial instrument represents the present value of future expected cash flows arising from that instrument.

**(cc) Derivative financial instruments held or issued for purposes other than trading**



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The principal objective of using derivative financial instruments for purposes other than trading is to maximise the level of net interest income, while maintaining acceptable levels of interest rate, credit and liquidity risk, and to facilitate the funding needs of the Group. To achieve this objective, a combination of derivatives including swaps, futures, forward, option and other contingent or exchange-traded contracts in the interest rate and foreign exchange markets and credit derivatives may be used.

Hedging derivatives must be effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the contract. Accordingly, changes in the fair value of the hedging derivative must be closely correlated with changes in the fair value of the underlying exposure at inception of the hedge and over the term of the hedged exposure. The timing of the impact of hedging derivatives on the profit and loss account is consistent with the timing of the impact of the hedged items on the profit and loss account.

The net revenue or expense on derivatives used to manage interest rate exposures is recorded in net interest income on an accruals basis. If a derivative that is used to manage an interest rate exposure is terminated early, any resulting gain or loss is deferred within other assets or other liabilities and amortised to net interest income over the remaining period originally covered by the terminated contract. If the underlying interest rate exposure position ceases to exist, any deferred gain or loss is recognised immediately in revenue.

Interest accruals, premiums and realised settlement amounts arising on derivatives used to hedge exposures arising from anticipated future transactions, are deferred within other assets or other liabilities until such time as the accounting impact of the anticipated transaction is recognised in the financial report. Such amounts only qualify for deferral where there is a high probability of the future transaction materialising. If it becomes apparent that the future transaction will not materialise, any deferred amounts are recognised immediately in other income.

Interest receivables and payables for interest rate swaps with the same counterparty are reported on a net basis as other assets or other liabilities where a legal right of set-off exists.

Margin deposits for exchange-traded derivatives are reported as other assets.

### **(dd) Trustee and funds management activities**



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The Group acts as trustee, custodian or manager of a number of funds and trusts, including superannuation and approved deposit funds, and wholesale and retail investment trusts. Where the Group does not have direct or indirect control of these funds and trusts as defined by Australian Accounting Standard AASB 1024 Consolidated Accounts, the assets and liabilities are not included in the consolidated financial statements of the Group. Where controlled entities, as responsible entities or trustees, incur liabilities in respect of their activities, a right of indemnity exists against the assets of the applicable trusts and funds. As these assets are sufficient to cover liabilities, and it is not probable that the controlled entities will be required to settle them, the liabilities are not included in the consolidated financial statements.

Commissions and fees earned in respect of the Group's trust and funds management activities are included in the profit and loss account (*refer to note 1(jj)*).

(ee) **Securitisation**





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Through its Australian loan securitisation program, the Group packages and sells loans (principally housing mortgage loans) as securities to investors through a securitisation vehicle. The Group determines if this special purpose entity is a controlled entity and if so the principles of consolidation outlined in note 1(f) are applied. In such transactions, the Group receives fees for various services provided to the program on an arm's length basis, including servicing fees and management fees. Fee income is recognised in revenue on an accruals basis in relation to the reporting period in which the costs of providing these services are incurred.

Interest rate swaps and liquidity facilities are provided to the program by the Group on an arm's length basis, in accordance with APRA guidelines.

The Group is entitled to any residual income of the program after all payments due to investors and costs of the program have been met. Due to the significant uncertainties inherent in estimating the underlying loan repayment rates and interest margins with respect to the Australian loan securitisation program, future cash flows cannot be reliably measured and no asset in relation to any entitlement to residual income is recognised. The residual income is recognised as revenue when receivable. Furthermore, due to this uncertainty in relation to valuation of future cash flows, the assets are transferred at book value and no profit or loss on sale of the loans is recognised.

### **Revenue and expense recognition**



(ff) **Interest income**

(ff) Interest income



Interest income is reflected in the profit and loss account when earned on an accruals basis (*refer also to note 1(n), (p)(iii) and (p)(iv)*).

**(gg) Dividend income**



Dividend income is recorded in the profit and loss account on an accruals basis when the Group obtains control of the right to receive the dividend.

**(hh) Loan-related fees and costs**





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Loan origination fees, if material, are recognised as revenue over the life of the loan as an adjustment of yield. Commitment fees are deferred, and if the commitment is exercised, recognised as revenue over the life of the loan as an adjustment of yield or, if unexercised, recognised as revenue upon expiration of the commitment. Where commitment fees are retrospectively determined and nominal in relation to market interest rates on related loans, commitment fees are recognised as revenue when charged. Where the likelihood of exercise of the commitment is remote, commitment fees are recognised as revenue over the commitment period. Loan-related administration and service fees are recognised as revenue over the period of service. Credit card fees are recognised as revenue over the card usage period. Syndication fees are recognised as revenue after certain retention, timing and yield criteria are satisfied.

Direct loan origination costs, if material, are netted against loan origination fees and the net amount recognised as revenue over the life of the loan as an adjustment of yield. All other loan-related costs are expensed as incurred.

Loan origination fees and direct loan origination costs are recognised as revenue as an adjustment of yield using the constant yield method of amortisation. All other loan-related fees are recognised as revenue using the straight-line method of amortisation.

### **(ii) Trading income**



Trading income is brought to account when earned based on changes in net fair value of financial instruments and recorded from trade date. Further information is included in note 1(g) foreign currency translation, 1(k) trading securities and 1(bb) derivative financial instruments held or issued for trading purposes.

**(jj) Fees and commissions**



Fees and commissions that relate to specific transactions or events are recognised as revenue in the period that the services are provided. When they are charged for services provided over a period, they are recognised as revenue on an accruals basis.

**(kk) Life insurance business revenue and expenses**



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The Group conducts its life insurance business through a number of controlled entities including National Australia Financial Management Limited, MLC Lifetime Company Limited, MLC (Hong Kong) Limited, MLC Limited, BNZ Life Insurance Limited, National Australia Life Company Limited, PT MLC Life Indonesia and Advance MLC Assurance Co. Limited.

(i) **Types of business**





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The Australian life insurance operations of the Group consist of investment-linked business and non-investment-linked business, which are conducted in separate statutory funds as required under the *Life Insurance Act 1995* (Cth). The overseas life insurance operations of the Group consist primarily of non-investment-linked business.

Investment-linked business relates to business where policyholders' investments are made into the statutory funds and policyholders' returns are directly linked to the investment performance of the assets in that fund. The policyholder bears all the risks and rewards of the investment performance. The policyholder has no direct access to the specific assets; however, the policy value is calculated by reference to the market value of the statutory fund's assets. Investment-linked business includes superannuation and allocated pension business.

Non-investment-linked business refers to business where an insured benefit is payable on the occurrence of a specified event such as death, injury or disability caused by accident or illness or, in the case of an annuity, either the continuance of the annuitant's life or the expiry of the annuity term. The benefit payable is not directly referable to the market value of the fund's assets. Non-investment-linked business includes traditional whole of life and endowment policies (where the risks and rewards generally are shared between policyholders and shareholders) and risk policies such as death, disability and income insurance (where the shareholder bears all the financial risks).



**(ii) Allocation of profit**



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Profits are brought to account in the statutory funds on a MoS basis (*refer to note 1(x)*). Under MoS, profit is recognised as fees are received and services are provided to policyholders. When fees are received but the service has not been provided, the profit is not recorded at the point of sale. Losses are expensed when identified.

Consistent with the principle of deferring unearned profit is the requirement to defer expenditure associated with the deferred profit. MoS permits costs associated with the acquisition of policies to be charged to the profit and loss account over the period that the policy will generate profits. However, costs may only be deferred to the extent that a policy is expected to be profitable (*refer to note 1 (kk)(vii)*).

Profit from investment-linked business is derived as the excess of the fees earned by the shareholder for managing the funds invested, over operating expenses and amortisation of policy acquisition costs.

Profit arising from policies comprising non-investment-linked business is based on actuarial assumptions, and calculated as the excess of premiums and investment earnings less claims, operating expenses and the amortisation of acquisition costs that will be incurred over the estimated life of the policies. The profit is systematically recognised over the estimated time period the policy will remain in force.

Certain policies are entitled to share in the profits that arise from the non-investment-linked business. This profit sharing is governed by the *Life Insurance Act 1995* (Cth) and the life insurance companies' constitutions. This profit sharing amount is treated as an expense in the profit and loss account.

### *(iii) Premium revenue*



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Premiums are separated into their revenue and liability components. Premium amounts earned by providing services and bearing risks including protection business are treated as revenue. Other premium amounts received, net of initial fee income, which are akin to deposits, are recognised as an increase in policy liabilities. The initial fee, which is the difference between the premium received and the initial surrender value, is recognised as premium revenue. For the Group's investment-linked business, premiums are recognised as an increase in policy liabilities.

Premiums with a regular due date are recognised as revenue on a due basis. Premiums with no due date are recognised as revenue or an increase in policy liabilities on a cash received basis. Premiums due before the end of the year but not received at balance date are included as outstanding premiums in note 24. Premiums due after but received before the end of the year are accounted for as premiums in advance.

### *(iv) Investment revenue*





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Dividend and interest income is brought to account on an accruals basis when the life insurance controlled entity obtains control of the right to receive the dividend or interest income.

Net realised and unrealised profits and losses represent changes in the measurement of net market values in respect of all investments recognised at net market value (*refer to note 1(o)*).

*(v) Claims*



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Claims are recognised when the liability to a policyholder under a policy contract has been established or upon notification of the insured event, depending on the type of claim.

Claims incurred in respect of investment-linked business, which are in the nature of investment withdrawals, are recognised as a reduction in policy liabilities.

Claims incurred that relate to the provision of services and bearing of risks are treated as expenses and are recognised on an accruals basis.

### *(vi) Basis of expense apportionment*



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All expenses charged to the profit and loss account are equitably apportioned to the different classes of business in accordance with Division 2 of Part 6 of the *Life Insurance Act 1995* (Cth) as follows:

expenses and other outgoings that related specifically to a particular statutory fund have been directly charged to that fund;

expenses and other outgoings (excluding commissions, medical fees and stamp duty relating to the policies which are all directly allocatable) have been apportioned between each statutory fund and shareholders fund. Expenses are apportioned between classes of business by first allocating the expenses to major functions and activities, including those of sales support and marketing, new business processing and policyholder servicing, and then to classes of products using relevant activity cost drivers, including commissions, policy counts, funds under management and benchmark profit; and

investment income, profits and losses on sale of property, plant and equipment, profits and losses on sale of investments, and appreciation and depreciation of investments have been directly credited or charged to the appropriate statutory fund or shareholders fund.

Apportionment between policy acquisition, policy maintenance and investment management has been made in line with principles set out in the Life Insurance Actuarial Standard Board's Actuarial Standard AS 1.03 Valuation of Policy Liabilities .

*(vii) Deferred acquisition costs*



Policy acquisition costs are deferred, provided that the business generated continues to be profitable. The deferred costs are reflected as a reduction in policy liabilities and are amortised in the profit and loss account over the expected duration of the relevant policies.

**(II) Superannuation**





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For accumulation benefit superannuation and pension plans (also known as defined contribution plans), the superannuation expense recognised in the profit and loss account represents the contributions payable to the plans. For defined benefit plans, the superannuation expense recognised in the profit and loss account is determined on an actuarial basis. Under this basis, actuarial gains and losses are taken into account over the average remaining employment period of plan members, generally between 10 and 15 years. The measurement of the prepaid asset and the annual pension expense involves actuarial and economic assumptions.

On acquisition of entities, surpluses and deficits in their sponsored defined benefit plans at the date of acquisition are recognised on the Group's balance sheet as a prepaid pension cost asset or an accrued pension cost liability, respectively. The assets and liabilities of these plans are not consolidated as the Group has no control over them. The Group also recognises a prepaid asset for contributions the Group has made to the pension plans in excess of pension expenses. Conversely, the Group recognises a liability where pension expenses are in excess of contributions made by the Group to the pension plans. The prepaid pension cost asset is subject to a recoverable amount test, having regard to discounted cash flows.

(mm) **Equity-based compensation**

(mm) **Equity-based compensation**

The Group operates a number of share-based compensation plans where shares are issued to employees and directors as remuneration. The Group records an expense where it has paid cash to the respective compensation plan trustee, which in turn purchases the Company's shares on-market. Where the Company issues shares as compensation, no expense is recorded in the profit and loss account.

The Group also operates an executive share option plan and performance rights plan. No accounting entries are made in relation to options and performance rights granted to executives until they are exercised, at which time the amounts receivable from executives are recognised in the balance sheet as contributed equity. No expense is recorded in the profit and loss account.

Details of equity-based compensation plans of the Group, including the fair value of instruments granted, are provided in note 38.

**(nn) Income tax**

The Group adopts tax-effect accounting using the income statement liability method.

The tax effect of timing differences, which occur where items are claimed for income tax purposes in a period different from when they are recognised in the financial statements, is included in the provision for deferred income tax or future income tax benefits, as applicable, at the tax rate expected to apply when the timing differences reverse. Any future income tax benefit relating to timing differences is carried forward as an asset unless the benefits are not assured beyond any reasonable doubt of being realised. Any future income tax benefit relating to tax losses, is not carried forward as an asset unless the benefits are virtually certain of being realised. In the statement of financial position, future income tax benefits are disclosed within income tax assets and the provision for deferred income tax is disclosed within income tax liabilities.

Capital gains tax, if applicable, is provided for in determining the income tax expense in the reporting period in which an asset is sold.

For life insurance business, taxation is not based on the concept of profit. Special legislative provisions apply to tax policyholders and shareholders on different bases. According to the class of business to which their policies belong, policyholders have their investment earnings taxed at the following rates in Australia:

superannuation policies 15%;

annuity policies 0%; or

non-superannuation investment policies 30%.

The life insurance business shareholders' funds are taxed at the company rate of 30% on fee income and profit arising from insurance risk policies, less deductible expenses. For five years from July 1, 2000 (the date that the current life company tax regime commenced), there is a transitional provision that allows a one-third exemption from assessable income of fee income derived from policies in force as at July 1, 2000.

During the year ended September 30, 2004, the Company made the decision to elect to consolidate its Australian wholly-owned controlled entities under the Australian tax consolidation regime. The Company is the head entity in the tax-consolidated group comprising the Company and all of its Australian wholly-owned controlled entities. The implementation date for the tax-consolidated group was October 1, 2002.

The head entity recognises all of the current and deferred tax assets and liabilities of the tax-consolidated group (after elimination of intra-group transactions). Members of the tax-consolidated group have entered into a tax funding agreement that requires Australian wholly-owned controlled entities to make contributions to the Company for the Company's tax liabilities as the head entity of the tax-consolidated group. Under the tax funding agreement, contributions are calculated as if the Australian wholly-owned controlled entities were taxed on a stand-alone basis. The Company has agreed to reimburse its Australian wholly-owned controlled entities for current and deferred tax assets arising at the date of entering tax consolidation and that arise from the actions and operations of the particular controlled entity following formation of the tax-consolidated group. Australian wholly-owned controlled entities have agreed to reimburse the Company for deferred tax liabilities arising at the date of entering tax consolidation and that arise from the actions and operations of the particular subsidiary following formation of the

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tax-consolidated group. Ongoing assets and liabilities arising under the tax funding agreement are recognised by the Australian wholly-owned controlled entities as inter-company assets and liabilities with a corresponding charge to income tax expense.

(00) **Goods and services tax**

(00) Goods and services tax



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Revenues, expenses and assets are recognised net of the amount of goods and services tax or other value-added tax, except where the tax incurred is not recoverable from the relevant taxation authority. In these circumstances, the tax is recognised as part of the expense or the cost of acquisition of the asset.

Receivables and payables are stated at an amount with tax included. The net amount of tax recoverable from, or payable to, the relevant taxation authority is included within other assets or other liabilities.

Cash flows are included in the statement of cash flows on a gross basis. The tax component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the relevant taxation authority is classified as operating cash flows.

(pp) **Overseas classification**





Amounts booked in branches and controlled entities outside Australia are classified as overseas.

## 2 Transition to Australian equivalents to International Financial Reporting Standards

In July 2002, the Financial Reporting Council in Australia formally announced that Australian reporting entities would be required to comply with Australian accounting standards equivalent to International Financial Reporting Standards (AIFRS) and other pronouncements set by the International Accounting Standards Board (IASB) for financial years commencing on or after January 1, 2005.

The Group will be required to adopt these standards for the financial year commencing October 1, 2005 and they will be first reflected in the Group's financial statements for the half year ending March 31, 2006. Comparative financial information prepared in compliance with AIFRS will be required for the year commencing October 1, 2004. Comparative information is not required for AASB 132 Financial Instruments: Disclosure and Presentation, AASB 139 Financial Instruments: Recognition and Measurement and AASB 4 Insurance Contracts.

A program board is monitoring the Group's AIFRS implementation plans. Dedicated work streams are responsible for evaluating the impact of specific accounting changes and how the necessary changes will be made. Consistent with general project management methodology, each work stream is progressing through phases of technical evaluation, design, development, and implementation and testing. The program is well progressed through these phases and is achieving scheduled plan milestones. The program will be complete by September 30, 2005, although there are several future changes that the Group will need to address, including Phase II of the IASB's insurance project and proposed further amendments to IAS 39 Financial Instruments: Recognition and Measurement. The Group continues to monitor these and other developments, including emerging industry interpretations and practice.

AIFRS frequently require application of fair value measurement techniques. This will potentially introduce greater volatility to the Group's reported financial performance. The Group continues to evaluate the areas impacted by these standards. The adoption of these standards is expected to have a material effect on the Group's reported financial performance and financial position; however, the underlying economics of the business will not change. It is not possible at this time to estimate reliably the quantitative impact of the changes upon the Group's reported financial performance and financial position or regulatory capital adequacy. Most accounting policy changes to retrospectively apply AIFRS will be made against opening retained profits in the first AIFRS balance sheet.

Upon transition to AIFRS, a number of the Group's accounting policies will be altered. The areas of most significant impact are outlined below:

### (a) Recognition of derivative financial instruments and hedging

Under AIFRS, the Group will be required to recognise all derivative financial instruments at fair value on the balance sheet, irrespective of whether the instrument is used in a hedging relationship or otherwise under AIFRS.

Where fair value hedge accounting criteria are met, fair value changes on both the hedged item and the hedging instrument will be recognised directly in the income statement. Where cash flow hedge accounting criteria are met, fair value changes on the related hedging instruments will be deferred in an equity reserve and will then be transferred to the income statement at the time the cash flows occur.

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It should be noted that the underlying economics and risks of the Group will not change. The change affects the manner by which the Group will account for the way it mitigates its interest rate risk. In this accounting, the Group will most likely use a hybrid of approaches with a predominance of cash flow hedge accounting. As a consequence, this will create volatility in the balance of the cash flow hedge equity reserve.

All hedging arrangements will be subject to rigorous effectiveness testing and where an arrangement fails effectiveness tests, hedge accounting cannot be applied and fair value changes on the hedging instrument will generally be recognised in the income statement. This raises the potential for income statement volatility.

Whilst hedge accounting rules may alter the accounting for the Group's interest rate risk management process, the treatment of trading derivatives is not likely to be affected by hedge accounting.

In certain circumstances, the Group will seek to minimise the impact of the fair value measurement requirements by recognising both the item that is subject to an economic hedge and the accompanying derivative instrument at fair value in the income statement.

These changes do not require comparatives for the 2005 financial year.

### **(b) Loan provisioning**

Under AIFRS, the Group is not able to recognise loan impairment (currently referred to as provision for doubtful debts) until objective evidence is available that a loss event has occurred. Further, loan impairment is calculated as the difference between the carrying amount and the present value of future expected cash flows discounted at the loan's original effective interest rate. Significant loans will be individually assessed for impairment. Those loans that are not assessed as impaired will then be placed into portfolios of assets with similar risk profiles and be subjected to a collective assessment of impairment. Smaller loans will not be individually assessed but impairment tested in portfolios based upon similar risk profiles using objective evidence, which may be based on historical experience adjusted to accommodate the effects of current conditions at each balance date. The impact of AIFRS on the Group's current methodology for calculating the provision for doubtful debts is still being evaluated.

These changes do not require comparatives for the 2005 financial year.

### **(c) Wealth Management revaluation – excess of market value over net assets (EMVONA)**

EMVONA represents:

acquired goodwill in respect of life insurance controlled entities remaining at balance date;

increases in the value of goodwill of the controlled entities since acquisition; and

the difference between the values assigned to assets and liabilities of the controlled entity within the Group financial report and those in the report of the controlled entity arising due to valuation methodology differences.

On transition to AIFRS, the Group must derecognise the asset EMVONA. At the same time, the Group will derecognise a deferred tax liability

associated with EMVONA and recognise goodwill and any other acquired intangible assets arising from acquisition of the MLC group to the extent of the remaining balance.

**(d) Securitisation**

The combined effect of financial asset derecognition rules and the consolidation of special purpose entity rules is likely to impact both existing and new securitisation arrangements involving both the Group's assets and those of its customers. The rules provide more stringent criteria for the derecognition of financial assets. AIFRS consolidation rules may require the Group to consolidate assets that, in the past, have been sold into a special purpose entity. In addition, special purpose entities holding assets originated outside the Group will require consolidation where the Group has access to the majority of the residual income or is exposed to the majority of the residual risk associated with the special purpose entity.

**(e) Taxation**



The Group will be required to adopt a balance sheet approach to determining deferred tax items. This approach is based upon a comparison of carrying amounts of assets and liabilities with their tax base, thereby identifying a broader range of differences than those that arise under the current tax-effect accounting standard. Consequently, the Group may be required to recognise additional levels of deferred tax assets and liabilities.

**(f) Insurance contracts**

Contracts that do not have significant insurance risk will no longer be treated as insurance contracts but as financial instruments. Further, it will not be possible to defer any internal acquisition costs for those contracts. These changes will likely have a negative impact on accounting profit in respect of new business. Accounting profits will be higher in later periods as a result of the expense being recognised upfront.

For those contracts that continue to meet the definition of an insurance contract, the Group will account for those under the existing Margin on Services (MoS) approach. It is expected that further changes to insurance accounting will arise under Phase II of the IASB's insurance project at which time the existing MoS approach will be phased out.

**(g) Share-based payments**





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AIFRS introduces a new requirement for the Group to recognise performance options and performance rights granted and shares issued to employees as an expense in the income statement. The fair value of the performance options and performance rights at grant date will be expensed over their expected vesting period on a straight-line basis. This rule must be applied to performance options and performance rights granted from November 7, 2002 and unvested at January 1, 2005.

In addition, shares issued under the Company's staff share schemes, as described in note 38, will be recognised as an expense when issued.

### **(h) Post-employment benefits**

AIFRS will require all periodic movements in defined benefit pension/superannuation plan surpluses/deficits, including the full actuarial gain or loss in each period, to be reflected in the income statement, thereby introducing volatility. A corresponding asset or liability will be recognised on the Group's balance sheet.

### **(i) Revenue recognition**

At present, loan origination fee revenue is either recognised upfront or deferred in the balance sheet and amortised as an adjustment of yield over the life of the loan. It is likely that a greater volume of fees will be deferred and amortised over the life of the respective loans under AIFRS. Revenue that is deferred must be amortised on an effective interest rate basis. Whilst some revenue classification changes may arise, where the level of business remains constant, the change is not expected to materially affect annual income recognition.

### **(j) Intangible assets**

The amortisation of goodwill acquired in a business combination is prohibited under AIFRS. Instead, any goodwill recognised within the Group is subject to an impairment test at least annually and where impairment is identified it must be recognised immediately in the income statement.

Other intangibles will be amortised on a systematic basis that best reflects the expected pattern of consumption of the assets' benefits over their respective useful lives.

### **(k) Transitional policy changes**

On the date of transition to AIFRS, the Group will need to effect two types of changes:

those concerning presentation and disclosure of items in the financial statements (eg. the format of the income statement and balance sheet); and

those concerning recognition and measurement of items in the financial statements.

Any recognition and measurement adjustments that arise as a result of the transitional process will be recognised in either retained earnings or the appropriate equity reserve.

Under the AASB's transitional rules, several one-off exemptions are available on first time adoption of AIFRS. The exemptions recognise some of the practical difficulties that arise in making the transition to AIFRS. The Group will apply these exemptions, the most significant of which is not needing to change the original acquisition accounting for all controlled entities and businesses acquired throughout the Group's history.

**(l) Capital implications**

The full implications for the Group's capital adequacy are dependent on rules currently being developed by APRA. Priority areas for review by APRA include the treatment of innovative capital instruments, defined benefit pension/superannuation surpluses/deficits, and EMVONA. APRA has stated that it will not make any AIFRS-related changes to the existing prudential framework until it has completed relevant consultations and not before July 1, 2005 at the earliest. Existing prudential rules continue to apply in the interim. Developments are being closely monitored by the Group.

### 3 Segment information

The following segment information is disclosed in accordance with Australian Accounting Standard AASB 1005 Segment Reporting and US accounting standard, SFAS 131 Disclosures about Segments of an Enterprise and Related Information. For the purposes of this note, a business/primary operating segment is defined as a component of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in assessing performance. The Group results are based on the business segments as reviewed separately by the chief operating decision maker, the Managing Director and Chief Executive Officer, as well as other members of senior management.

The Group's business is organised into five major operating segments: Financial Services Australia, Financial Services Europe, Financial Services New Zealand, Corporate & Institutional Banking and Wealth Management. Financial Services Australia, Europe and New Zealand are the retailing arms of the Group and provide a full range of financial services to customers. These Financial Services businesses are managed on a regional basis across Australia, Europe and New Zealand. Corporate & Institutional Banking is responsible for the Group's relationships with large corporations, institutions, supranationals and government bodies worldwide. It comprises Corporate Banking, Financial Institutions, Markets, Specialised Finance, National Custodian Services and a Services unit. Wealth Management manages a diverse portfolio of financial services businesses, comprising Investments, Insurance and Other (Private Bank and Advice Solutions). The Group's Other business segment includes Finance, Technology, People & Culture, Risk Management, Corporate Development, and Office of the CEO, which are not considered to be separate reportable operating segments.

Revenues and expenses directly associated with each business segment are included in determining their result. Transactions between business segments are based on agreed recharges between segments operating within the same country and are at arm's length between segments operating in different countries.

A change to business segments has been made in the 2004 year as a result of certain European corporate customers previously managed as part of Financial Services Europe being transferred to Corporate & Institutional Banking. The 2003 and 2002 business segment results, assets and liabilities have been restated to reflect this change.

In August 2004, the Group announced a number of changes to the structure of its business operating model. The new business operating model will be managed along regional lines and will be made effective during the 2005 year. It is impracticable at the date of this report to restate the 2004 and prior years to this new basis of segmentation. In the next reporting period, once the basis of segmentation is finalised, the Group will restate its comparatives (where practicable). *For further information on the new business operating model, refer to the business overview section of the annual financial report.*

#### Business segments

Year ended September 30, 2004	Financial Services Australia \$m	Financial Services Europe \$m	Financial Services New Zealand \$m	Corporate & Institutional Banking \$m	Wealth Management \$m	Other \$m	Inter-segment eliminations \$m	Total Group \$m
Net interest income (1)	3,552	2,133	700	678	132	(4)		7,191
Non-interest income	1,893	700	313	1,056	6,538	41		10,541
Significant revenue (2)						993		993
Inter-segment revenue	100	137	13	(8)	7	132	(381)	
	5,545	2,970	1,026	1,726	6,677	1,162	(381)	18,725

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Total revenue after interest expense (3)								
Significant expenses (4)	(169)	(118)	(34)	(422)	(78)	(854)		(1,675)
Other expenses	(2,871)	(2,105)	(505)	(799)	(5,554)	(475)		(12,309)
Inter-segment expenses	4	(71)	(29)	(171)	(180)	66	381	
Total expenses excluding interest expense	(3,036)	(2,294)	(568)	(1,392)	(5,812)	(1,263)	381	(13,984)
Profit/(loss) from ordinary activities before tax	2,509	676	458	334	865	(101)		4,741
Income tax (expense)/benefit (5)	(760)	(223)	(153)	(3)	(130)	79		(1,190)
Net profit/(loss)	1,749	453	305	331	735	(22)		3,551
Net profit attributable to outside equity interest				(9)	(365)			(374)
Net profit/(loss) attributable to members of the Company	1,749	453	305	322	370	(22)		3,177
Total assets (6)	157,616	62,173	30,448	168,297	54,421	(2,090)	(59,556)	411,309
Total liabilities (6)	159,273	56,739	29,032	163,070	40,426	(7,441)	(59,556)	381,543
Acquisition of property, plant and equipment and intangible assets	327	216	62	16	39			660
Depreciation and amortisation of plant and equipment	189	106	30	40	39	37		441
Amortisation of goodwill	8	62	1			32		103
Non-cash expenses other than depreciation and amortisation	498	416	69	259	167	265		1,674

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Year ended September 30, 2003	Financial Services Australia \$m	Financial Services Europe \$m	Financial Services New Zealand \$m	Corporate & Institutional Banking \$m	Wealth Management \$m	Other \$m	Inter-segment eliminations \$m	Total Group \$m
Net interest income (1)	3,519	2,327	651	848	117	(43)		7,419
Non-interest income	1,900	809	316	1,105	4,269	159		8,558
Inter-segment revenue	50	129	13	(3)	12	66	(267)	
Total revenue after interest expense (3)	5,469	3,265	980	1,950	4,398	182	(267)	15,977
Other expenses	(2,798)	(1,995)	(494)	(700)	(3,931)	(431)		(10,349)
Inter-segment expenses	(5)	(33)	(21)	(125)	(140)	57	267	
Total expenses excluding interest expense	(2,803)	(2,028)	(515)	(825)	(4,071)	(374)	267	(10,349)
Profit/(loss) from ordinary activities before tax	2,666	1,237	465	1,125	327	(192)		5,628
Income tax (expense)/benefit	(798)	(402)	(155)	(239)	(169)	82		(1,681)
Net profit/(loss)	1,868	835	310	886	158	(110)		3,947
Net (profit)/loss attributable to outside equity interest				(9)	16	1		8
Net profit/(loss) attributable to members of the Company	1,868	835	310	877	174	(109)		3,955
Total assets (6) (7)	143,203	56,531	25,532	163,395	49,971	7,157	(48,318)	397,471
Total liabilities (6) (7)	146,316	50,635	28,111	150,334	38,551	4,631	(48,318)	370,260
Acquisition of property, plant and equipment and intangible assets	382	120	58	8	29			597
Depreciation and amortisation of plant and equipment	156	111	32	39	26	37		401
Amortisation of goodwill	3	62	1			32		98
Non-cash expenses other than depreciation and amortisation	422	312	34	155	102	32		1,057

  

Year ended September 30, 2002	Financial Services Australia \$m	Financial Services Europe \$m	Financial Services New Zealand \$m	Corporate & Institutional Banking \$m	Wealth Management \$m	Other (8) \$m	Inter-segment eliminations \$m	Total Group \$m
Net interest income (1)	3,307	2,402	549	1,088	101	(225)		7,222
Non-interest income (9)	1,726	860	281	910	792	2,806		7,375
Significant revenue (10)						2,671		2,671
Inter-segment revenue	54	153	2	(8)	(2)	55	(254)	
Total revenue after interest expense (3)	5,087	3,415	832	1,990	891	5,307	(254)	17,268
Significant expenses (11)	(261)	(166)	(20)	(42)	(29)	(2,748)		(3,266)
Other expenses (12)	(2,633)	(2,084)	(426)	(780)	(779)	(2,959)		(9,661)
Inter-segment expenses	37	(31)	(15)	(154)	(189)	98	254	
Total expenses excluding interest expense	(2,857)	(2,281)	(461)	(976)	(997)	(5,609)	254	(12,927)
Profit/(loss) from ordinary activities before tax	2,230	1,134	371	1,014	(106)	(302)		4,341
	(658)	(377)	(129)	(197)	232	167		(962)

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Income tax (expense)/benefit (13)								
Net profit/(loss)	1,572	757	242	817	126	(135)		3,379
Net profit attributable to outside equity interest					(6)			(6)
Net profit/(loss) attributable to members of the Company	1,572	757	242	817	120	(135)		3,373
Total assets (7)	123,362	64,999	22,689	155,285	46,449	3,564	(38,961)	377,387
Total liabilities (7)	123,854	57,766	22,782	148,505	37,406	2,784	(38,961)	354,136
Acquisition of property, plant and equipment and intangible assets	390	170	56	14	73	88		791
Depreciation and amortisation of plant and equipment	196	128	34	14	28	19		419
Amortisation of goodwill		62	2			37		101
Non-cash expenses other than depreciation and amortisation	509	557	23	289	110	52		1,540

- 
- (1) *Net interest income includes interest on capital employed by business segments.*
- (2) *Significant revenue represents the proceeds from the sale of strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC of \$993 million (refer to note 5(a)).*
- (3) *Total revenue has been disclosed net of interest expense. It is impracticable to disclose gross interest revenue on a business segment basis due to the Group's business segmental management reporting system's usage of net interest income as an operating measure rather than gross interest income and gross interest expense.*
- (4) *Significant expenses comprises the cost of sale of strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC of \$678 million, losses arising from unauthorised foreign currency options trading of \$360 million, write-back of a provision for SR Investment, Inc. (the parent entity of HomeSide US) in respect of selling-related costs of \$64 million, the write-down of impaired application software of \$409 million, and the charge to provide for doubtful debts relating to a revision of an accounting estimate of \$292 million (refer to note 5(a)).*
- (5) *Income tax (expense)/benefit includes an income tax benefit of \$108 million attributable to the losses arising from the unauthorised foreign currency options trading within the Corporate & Institutional Banking business segment, an income tax benefit of \$102 million attributable to the write-down of impaired application software, and an income tax benefit of \$88 million on the charge to provide for doubtful debts relating to a revision of an accounting estimate.*
- (6) *For Corporate & Institutional Banking, this amount includes approximately \$30 billion (2003: \$20 billion) of funding raised on behalf of Asset & Liability Management functions in Europe and New Zealand due to the nature of the funding model in those regions and related legal entity structure.*
- (7) *For 2002 and 2003, certain internal assets and liabilities relating to the funding of the Group's activities which were eliminated at the Group level, have now been reclassified to eliminate within Corporate & Institutional Banking.*
- (8) *Includes the results of SR Investment, Inc. and its controlled entity, HomeSide US, up to the date of their sale on October 1, 2002 (refer note 5(a)).*
- (9) *Non-interest income includes proceeds from sale of operating assets of HomeSide US of \$2,314 million within the Other business segment (refer to note 4, footnote (5)).*
- (10) *Significant revenue represents the proceeds from sale of SR Investment, Inc. (refer to note 5(a)).*



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(11) Significant expenses includes the cost of assets sold of SR Investment, Inc. of \$2,686 million within the Other business segment (refer to note 5(a)).

(12) Other expenses includes the carrying value of operating assets sold of HomeSide US of \$2,322 million within the Other business segment (refer to note 4, footnote (5)).

(13) Income tax (expense)/benefit includes an income tax benefit of \$21 million attributable to the loss on sale of SR Investment, Inc. within the Other business segment.

**Geographical segments**

The Group has operations in Australia (the Company's country of domicile), Europe, New Zealand, the US and Asia. The allocation of revenue and assets is based on the geographical location in which transactions are booked. There are no material inter-segment transactions.

	2004		2003		2002	
	\$m	%	\$m	%	\$m	%
<b>Total revenue</b>						
Australia	19,980	66.3	15,827	61.9	11,384	43.0
Australia significant revenue	993	3.3			2,671	10.1
Europe	5,741	19.0	6,239	24.3	6,422	24.3
New Zealand	2,632	8.7	2,608	10.2	2,194	8.3
US	251	0.8	274	1.1	3,351	12.6
Asia	587	1.9	632	2.5	458	1.7
Total revenue	30,184	100.0	25,580	100.0	26,480	100.0
<b>Total assets (I)</b>						
Australia	256,470	62.5	243,726	61.3	213,428	56.6
Europe	104,148	25.3	103,904	26.1	107,169	28.4
New Zealand	36,805	8.9	32,565	8.2	30,319	8.0
US	6,768	1.6	8,257	2.1	17,339	4.6
Asia	7,118	1.7	9,019	2.3	9,132	2.4
Total assets	411,309	100.0	397,471	100.0	377,387	100.0
<b>Acquisition of property, plant and equipment and intangible assets</b>						
Australia	348	52.7	383	64.1	416	52.6
Europe	238	36.1	150	25.1	221	27.9
New Zealand	63	9.5	60	10.1	59	7.5
US	8	1.2			90	11.4
Asia	3	0.5	4	0.7	5	0.6
Total acquisition of property, plant and equipment and intangible assets	660	100.0	597	100.0	791	100.0

(1) Includes statutory funds assets of \$41,917 million at September 30, 2004 (2003: \$37,058 million, 2002: \$32,743 million).



## 4 Revenue from ordinary activities

	Note	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
<b>Interest income</b>						
Loans to customers (1)		15,879	14,425	13,457	10,158	8,706
Marketable debt securities		1,678	1,451	1,462	1,328	1,094
Other financial institutions		798	1,093	920	721	965
Controlled entities					1,233	1,197
Other interest		295	53	595	267	(61)
		18,650	17,022	16,434	13,707	11,901
<b>Life insurance income</b>						
Premium and related revenue	54	1,005	949	1,134		
Investment revenue	54	4,842	2,759	(988)		
		5,847	3,708	146		
<b>Other banking and financial services income</b>						
Dividends received from						
Controlled entities					952	3,495
Other entities		23	39	35	22	39
Profit on sale of property, plant and equipment and other assets (2)		14	36	13	6	5
Loan fees from banking		1,447	1,441	1,361	1,141	1,133
Money transfer fees		983	1,026	1,014	503	475
Trading income (3)						
Foreign exchange derivatives (4)		313	442	457	178	308
Trading securities		168	170	214	117	154
Interest rate derivatives		94	13	(108)	85	(5)
Foreign exchange income		(2)	12	15		1
Fees and commissions		1,221	1,158	1,118	461	479
Fleet management fees		108	85	56		
Proceeds from sale of operating assets (5)				2,314		
Investment management fees		321	303	297		
Other income		141	285	220	25	146
		4,831	5,010	7,006	3,490	6,230
<b>Mortgage servicing and origination revenue</b>						
Net mortgage servicing fees				187		
Net mortgage origination revenue				191		
				378		
<b>Movement in the excess of net market value over net assets of life insurance controlled entities</b>						
		(137)	(160)	(155)		
<b>Significant revenue</b>						
Proceeds from the sale of strategic shareholdings	5(a)	993			993	
Proceeds from the sale of foreign controlled entities	5(a)			2,671		
Total revenue from ordinary activities		30,184	25,580	26,480	18,190	18,131

(1) Included within interest income (loans to customers) is rental income of \$543 million (2003: \$551 million, 2002: \$423 million) and depreciation of \$403 million (2003: \$403 million, 2002: \$299 million) in relation to operating leases where the Group is the lessor.

(2) *For the Group, net profit on sale of property, plant and equipment and other assets of \$8 million (2003: \$25 million, 2002: \$7 million) is the difference between the proceeds from sale of \$157 million (2003: \$166 million, 2002: \$418 million) and their carrying value of \$149 million (2003: \$141 million, 2002: \$411 million). Net profit on sale consists of gross profits of \$14 million (2003: \$36 million, 2002: \$13 million) and gross losses of \$6 million (2003: \$11 million, 2002: \$6 million) as disclosed in note 5(b). For the Company, net profit on sale of property, plant and equipment and other assets of \$3 million (2003: \$4 million) is the difference between the proceeds from sale of \$53 million (2003: \$108 million) and their carrying value of \$50 million (2003: \$104 million). Net profit on sale consists of gross profits of \$6 million (2003: \$5 million) and gross losses of \$3 million (2003: \$1 million) as disclosed in note 5(b).*

(3) *Under Australian Accounting Standard AASB 1032 Specific Disclosures by Financial Institutions , separate disclosure of trading income arising from foreign exchange derivatives, trading securities and interest rate derivatives is required. As the Group manages its trading positions utilising a variety of instruments, fluctuations between the disclosed components may occur. Foreign exchange derivatives income includes trading income from cross currency swaps, which includes an interest rate element.*

(4) *Foreign currency options trading losses, reported as significant expenses due to their nature and incidence, are not included. Refer to note 5(a).*

(5) *The operating assets of HomeSide US were sold to Washington Mutual Bank, FA on March 1, 2002. Under the terms of the sale, HomeSide US received proceeds of \$2,314 million for the operating assets, which consisted primarily of loans held for sale. The carrying value of the assets sold was \$2,322 million.*

## **5 Profit from ordinary activities before income tax expense**

### **(a) Individually significant items included in profit from ordinary activities before income tax expense**

#### **Sale of strategic shareholdings**

On January 28, 2004, the Company sold its strategic shareholdings in St George Bank Limited, AMP Limited and HHG PLC. The Group received proceeds on sale of \$993 million for assets with a carrying value of \$678 million, resulting in a profit on sale of \$315 million (after tax).

#### **Foreign currency options trading losses**

In January 2004, the Company announced that it had identified losses relating to unauthorised trading in foreign currency options and had established a structured process to review and resolve all issues arising from this matter.

The Company announced a total loss of \$360 million before tax, or \$252 million after tax, arising from the unauthorised foreign currency options trading. This total loss consisted of losses arising from the removal of fictitious trades from the foreign currency options portfolio of \$185 million and a further loss of \$175 million arising from a risk evaluation and complete mark-to-market revaluation of the foreign currency options portfolio in January 2004. Included within the total loss of \$360 million was a valuation allowance for long-dated and illiquid trading derivatives in other portfolios of \$26 million as at September 30, 2004.

During the year, the Company also released reports by PricewaterhouseCoopers (PwC) and APRA into this matter. The PwC and APRA reports provide a roadmap for the Company to address issues concerning culture, risk management, governance and operational controls, primarily related to the Markets division of Corporate & Institutional Banking. The Company is in the process of implementing remedial actions required by APRA. On October 20, 2004, the Group announced that it had provided the Australian Securities and Investments Commission (ASIC) with a range of undertakings to review certain key systems and controls across those businesses which operate under the primary Australian Financial Services Licence applicable to the Company's Australian banking business. The enforceable undertakings require the Group to carry out work that is in line with current regulatory requirements within a specific timeframe, as agreed with ASIC and to provide reports on each of the areas identified.

*Refer to the report on the directors and officers for further information on the foreign currency options trading losses, including key findings arising from the PwC and APRA investigations, and the remedial actions implemented by the Company.*

#### **Write-down of impaired application software**

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During the year, the Group undertook a detailed review of the carrying value of its software assets which resulted in a charge to the profit and loss account of \$409 million (\$307 million after tax).

The Group ceased its global enterprise resource planning strategy supported by its Integrated Systems Implementation application software and has indefinitely deferred the implementation of further modules of this software. The software was written down by \$200 million to its recoverable amount of \$87 million as at September 30, 2004.

The recoverable amount of the software was determined through the application of a valuation methodology performed by an external party. In performing the assessment, the external party used a number of assumptions based on its industry expertise taking into account the complexity of the software, the cost of building such software and the build environment. The resulting carrying value of the asset represents the recoverable amount of the software that is in use.

Other software assets that were no longer expected to provide future economic benefits with a carrying value of \$209 million were identified as fully impaired and were written off.

### **General provision for doubtful debts    revision of accounting estimate**

During the year, the Group reviewed the level of the general provision for doubtful debts and the application of the associated statistically-based provisioning methodology, taking into account recent experience, industry practice and emerging developments. As a result, the discount rate in the statistical model was reduced from the shareholder cost of capital to a rate akin to a risk-free debt rate, resulting in a revision to the accounting estimate of general provision for doubtful debts as at September 30, 2004. This discount rate is used to determine the present value of cumulative probability of default rates used for the purpose of loan provisioning.

The impact of this reduction in discount rate and flow on impact was an increase in the charge to provide for doubtful debts of \$292 million (\$204 million after tax).

### **SR Investment, Inc.    sale of foreign controlled entity and revision of accounting estimate**

On October 1, 2002, the Group sold SR Investment, Inc. (the parent entity of HomeSide US) to Washington Mutual Bank, FA. Controlled entities other than HomeSide US were excluded from the sale. The Group received proceeds on sale of \$2,671 million for assets with a cost of \$2,686 million, resulting in a profit on sale of \$6 million after all disposal costs, including income tax. Included within the sale result was a charge to provide for certain sale-related costs of \$70 million. During 2004, \$64 million of this provision was written back as a revision to the accounting estimate.

The results of SR Investment, Inc. and its controlled entities were included in the Group's financial performance up to and including the year ended September 30, 2002. The assets and liabilities of SR Investment, Inc. and its controlled entities were included in the Group's financial position up to and including the year ended September 30, 2002. SR Investment, Inc. contributed \$98 million net profit to the Group in the 2002 year up to the date of sale. The net asset position at the date of sale was \$2,267 million. The net cash outflow of SR Investment, Inc. in the 2002 year to the date of sale was \$609 million, which is reflected in the Group's cash flows.

### Restructuring costs

During 2002, the Group recognised restructuring costs of \$580 million resulting from the Positioning for Growth and other restructuring initiatives. The Positioning for Growth initiative comprised a fundamental reorganisation of the management and organisational structure of the Group at the time. The \$580 million was comprised of termination benefits of \$327 million, occupancy costs of \$68 million, write-off of property, plant and equipment of \$132 million (which included write-off of then redundant components of the Integrated Systems Implementation application software assets of \$54 million) and other costs of \$53 million.

Personnel costs of \$327 million provided for and expensed in 2002 related to termination benefits for approximately 2,955 positions in management, support and customer-facing roles. In 2004, payments of \$37 million (2003: \$147 million, 2002: \$101 million) were made in respect of 417 positions (2003: 1,317 positions, 2002: 859 positions) made redundant. The reduction in staff numbers occurred in both managerial and non-managerial positions in the following regions:

	Australia	Europe	New Zealand	United States	Asia	Total
Original number of positions to be made redundant	1,852	910	121	36	36	2,955
Number of positions made redundant during 2002	(707)	(56)	(51)	(18)	(27)	(859)
Number of positions made redundant during 2003	(880)	(360)	(59)	(11)	(7)	(1,317)
Number of positions made redundant during 2004	(231)	(174)	(11)	(1)		(417)
Adjustments to the number of positions to be made redundant in 2004		(44)			(2)	(46)
Number of positions to be made redundant as at September 30, 2004	34	276		6		316

The remaining provision for restructuring costs raised in 2002 relates to future payments for redundancies, occupancy and other costs. Final payments for redundancies and other costs will be made in the first half of the 2005 year, whilst future payments for occupancy costs will be made in periods corresponding with the relevant lease terms.

### (b) Expenses included in profit from ordinary activities before income tax expense

2004	Group	2002	Company	2003
\$m	2003	\$m	2004	\$m
	\$m		\$m	

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<b>Interest expense</b>					
Deposits and other borrowings	<b>8,672</b>	6,809	6,423	<b>6,567</b>	4,859
Other financial institutions	<b>1,587</b>	1,842	1,546	<b>1,471</b>	1,685
Bonds, notes and subordinated debt	<b>1,077</b>	807	1,072	<b>1,008</b>	734
Controlled entities				<b>550</b>	562
Other debt issues	<b>123</b>	145	171	<b>9</b>	10
Total interest expense	<b>11,459</b>	9,603	9,212	<b>9,605</b>	7,850

<b>Life insurance expenses</b>					
Claims expense	<b>702</b>	958	956		
Change in policy liabilities	<b>3,368</b>	1,518	(1,637)		
Policy acquisition and maintenance expense	<b>723</b>	713	751		
Investment management fees	<b>42</b>	75	86		
Total life insurance expenses	<b>4,835</b>	3,264	156		



<b>Personnel expenses</b>					
Salaries	2,443	2,379	2,438	1,441	1,352
Related personnel expenses					
Superannuation	309	243	130	86	111
Payroll tax	175	170	158	96	95
Fringe benefits tax	23	33	46	20	29
Charge to provide for					
Annual leave	52	41	27	30	18
Long service leave and retiring allowances	43	46	43	38	42
Performance-based compensation	197	230	221	108	131
Restructuring costs – termination benefits	12		4		
Other expenses	362	274	312	157	129
	<b>3,616</b>	<b>3,416</b>	<b>3,379</b>	<b>1,976</b>	<b>1,907</b>
Significant restructuring costs (1)					
Termination benefits			104		
Charge to provide for termination benefits			223		
Total personnel expenses	<b>3,616</b>	<b>3,416</b>	<b>3,706</b>	<b>1,976</b>	<b>1,907</b>
<b>Occupancy expenses</b>					
Depreciation of buildings	14	15	22	2	2
Amortisation of leasehold assets	55	52	57	39	38
Operating lease rental expense	302	276	269	177	171
Maintenance and repairs	84	78	79	23	22
Electricity, water and rates	80	82	88	27	24
Other expenses	56	53	44	29	23
	<b>591</b>	<b>556</b>	<b>559</b>	<b>297</b>	<b>280</b>
Significant restructuring costs (1)					
Charge to provide for surplus leased space			68		
Total occupancy expenses	<b>591</b>	<b>556</b>	<b>627</b>	<b>297</b>	<b>280</b>
<b>General expenses</b>					
Depreciation and amortisation of plant and equipment	364	325	332	205	182
Amortisation of leasehold plant and equipment	8	9	8	3	3
Loss on sale of property, plant and equipment and other assets (2)	6	11	6	3	1
Operating lease rental expense	72	61	53	59	46
Charge to provide for					
Non-lending losses	106	100	112	28	34
Diminution in value of shares in entities	4		13	27	1
Fees and commissions	176	137	172	101	81
Communications, postage and stationery	416	407	473	173	165
Computer equipment and software	271	289	222	172	178
Advertising	225	176	192	152	110
Professional fees	391	349	272	249	188
Travel	85	83	50	38	40
Bureau charges	54	57	68	22	21
Carrying value of operating assets sold (3)			2,322		
Motor vehicle expenses	41	37	29	9	9
Insurance	42	29	14	13	9
Other expenses	344	312	431	145	4
	<b>2,605</b>	<b>2,382</b>	<b>4,769</b>	<b>1,399</b>	<b>1,072</b>
Significant general and restructuring costs (1)					
Write-down of impaired application software	409			239	
Write-off of property, plant and equipment (4)			132		
Other			53		
Total general expenses	<b>3,014</b>	<b>2,382</b>	<b>4,954</b>	<b>1,638</b>	<b>1,072</b>



<b>Amortisation of goodwill</b>					
Australia	<b>1</b>	3	8		
European banks	<b>62</b>	62	62		
New Zealand	<b>40</b>	33	31		
Total amortisation of goodwill	<b>103</b>	98	101		
<b>Charge to provide for doubtful debts</b>					
General (5)	<b>559</b>	633	697	<b>325</b>	373
General revision of accounting estimate (1) (5)	<b>292</b>			<b>190</b>	
Total charge to provide for doubtful debts (5)	<b>851</b>	633	697	<b>515</b>	373
<b>Other significant expenses (1)</b>					
Cost of sale of strategic shareholdings	<b>678</b>			<b>678</b>	
Foreign currency options trading losses	<b>360</b>			<b>360</b>	
Cost of foreign controlled entity sold revision of accounting estimate	<b>(64)</b>			<b>(64)</b>	
Cost of foreign controlled entity sold			2,686		

(1) Refer to note 5(a).

(2) Refer to note 4, footnote(2).

(3) The operating assets of HomeSide US were sold to Washington Mutual Bank, FA on March 1, 2002. Under the terms of the sale, HomeSide US received proceeds of \$2,314 million for the operating assets, which consisted primarily of loans held for resale. The carrying value of the assets sold was \$2,322 million.

(4) Includes write-off of redundant components of the Integrated Systems Implementation application software assets of \$54 million during 2002 (refer to note 5(a)).

(5) Refer to note 17.

## 6 Income tax expense

	2004	Group	2002	2004	Company	2003
	\$m	2003	\$m	\$m		\$m
		\$m				
<b>Reconciliation of income tax expense shown in the statement of financial performance with prima facie tax payable on the pre-tax accounting profit</b>						

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Profit from ordinary activities before income tax expense					
Australia	<b>3,269</b>	3,309	2,288	<b>3,116</b>	6,422
Overseas	<b>1,472</b>	2,319	2,053	<b>69</b>	227
Add/(deduct): (Profit)/loss from ordinary activities before income tax expense attributable to the life insurance statutory funds and their controlled trusts (1)	<b>(995)</b>	(424)	21		
Total profit from ordinary activities excluding that attributable to the statutory funds of the life insurance business, before income tax expense	<b>3,746</b>	5,204	4,362	<b>3,185</b>	6,649
Prima facie income tax at 30%	<b>1,124</b>	1,561	1,309	<b>956</b>	1,995
Add/(deduct): Tax effect of permanent differences					
Rebate of tax on dividends, interest, etc.	<b>(43)</b>	(28)	44	<b>(291)</b>	(1,066)
Amortisation of goodwill	<b>31</b>	29	29		
Assessable foreign income	<b>26</b>	26	25	<b>23</b>	23
Under/(over) provision in prior years	<b>(9)</b>	(6)	6	<b>26</b>	(3)
Profit on sale of strategic shareholdings	<b>(95)</b>			<b>(45)</b>	
Reimbursement to subsidiaries for capital losses transferred				<b>38</b>	
Cost of foreign controlled entity sold revision of accounting estimate	<b>(19)</b>			<b>(19)</b>	
Write-down of impaired application software	<b>22</b>			<b>14</b>	
Effect of reset tax values on entering tax consolidation regime	<b>(150)</b>				
Interest expense on exchangeable capital units	<b>33</b>			<b>33</b>	
Non-taxable amounts attributable to HomeSide US operation			(53)		
Recognition of HomeSide US operation future income tax benefit not previously recognised			(89)		
Other	<b>(31)</b>	(27)	(61)	<b>33</b>	(20)
Total income tax expense on profit from ordinary activities excluding that attributable to the statutory funds of the life insurance business (2) (3)	<b>889</b>	1,555	1,210	<b>768</b>	929
Income tax expense/(benefit) attributable to the statutory funds of the life insurance business (1)	<b>301</b>	126	(248)		
Total income tax expense (2) (3)	<b>1,190</b>	1,681	962	<b>768</b>	929

(1) *The income tax expense attributable to the life insurance statutory funds and their controlled trusts has been determined after segregating the life insurance business into various classes of business and then applying, when appropriate, different tax treatments to these classes of business (refer to note 1(nn)).*

(2) *In 2004, total income tax expense on profit from ordinary activities includes \$108 million income tax benefit attributable to the losses arising from the unauthorised foreign currency options trading, an income tax benefit of \$102 million attributable to the write-down of impaired application software, and an income tax benefit of \$88 million on the charge to provide for doubtful debts relating to a revision of an accounting estimate (refer to note 5(a)).*

(3) *In 2002, total income tax expense on profit from ordinary activities includes \$21 million income tax benefit attributable to the loss on sale of SR Investment, Inc. (refer to note 5(a)).*

During the year ended September 30, 2004, the Company made the decision to elect to consolidate its Australian wholly-owned controlled entities under the Australian tax consolidation regime. The Company is the head entity in the tax-consolidated group comprising the Company and all of its Australian wholly-owned controlled entities. The implementation date for the tax-consolidated group was October 1, 2002.

Tax consolidation calculations at September 30, 2004 have been based on legislation enacted to that date.

As part of the election to enter tax consolidations, the Company is able to elect to reset the tax values of certain wholly-owned Australian controlled entities under tax allocation rules ( the reset tax values ). Under Urgent Issues Group Abstract 52 Income Tax Accounting under the Tax Consolidation System , the Company is required to recognise the effects of its election to enter tax consolidation. The decision to enter tax consolidation resulted in a tax benefit of \$150 million, recognised in the 2004 year. The \$150 million tax benefit is due to the reset tax values of assets of life insurance controlled entities within the Wealth Management group. This benefit reflects the reduction of the provision for deferred income tax relating to the excess of net market value over net assets of life insurance controlled entities.

## 7 Dividends and distributions

	Amount per share cents	Total amount \$m	Franked amount per share %
Dividends recognised by the Company for the years shown below at September, 30:			
<b>2004</b>			
Final 2003 ordinary (1)	83	1,250	100
Interim 2004 ordinary	83	1,253	100
Deduct: Bonus shares in lieu of dividend	n/a	(98)	n/a
Total dividends paid		2,405	
<b>2003</b>			
Final 2002 ordinary (1)	75	1,207	90

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Interim 2003 ordinary	80	1,153	100
Deduct: Bonus shares in lieu of dividend	n/a	(105)	n/a
Total dividends paid		2,255	

**2002**

Interim 2002 ordinary	72	1,160	100
Final 2002 ordinary (1)	75	1,195	90
Deduct: Bonus shares in lieu of dividend	n/a	(89)	n/a
Total dividends paid or provided for		2,266	

Franked dividends declared or paid during the year were franked at a tax rate of 30%.

**Proposed final dividend**

On November 10, 2004, the directors declared the following dividend:

Final 2004 ordinary	83	1,287	100
---------------------	----	-------	-----

(1) The Group adopted Australian Accounting Standard AASB 1044 Provisions, Contingent Liabilities and Contingent Assets for the first time from October 1, 2002. Provisions for dividends are recognised at the time the dividends are declared, determined or publicly recommended and as a result, the final dividend in respect of the year ended September 30, 2003 has been recognised in 2004, the year the final dividend was paid. For the year ended September 30, 2002, the Group recognised a provision for dividend in the reporting period to which the dividend related, even though the dividend was declared or announced after the end of that reporting period. This provision was subsequently reversed on October 1, 2002 and recognised during 2003.

The final 2004 ordinary dividend was paid on December 8, 2004. The financial effect of this dividend has not been brought to account in the financial statements for the year ended September 30, 2004 and will be recognised in subsequent financial reports.

The dividend payout for each reported year was based on after tax cash earnings (adjusted for significant items). Refer to page 6 for a reconciliation of non-GAAP measures and page 69 for further information on non-GAAP financial measures .

**Franking credits**

The Company elected during the year ended September 30, 2004 to be taxed as a single entity under the tax consolidation regime in Australia (for further details, refer to note 1(n)). The tax consolidation regime requires the tax-consolidated group (comprising the Company and all of its Australian wholly-owned controlled entities) to keep a single franking account. Accordingly, the amount of franking credits available to members of the Company at September 30, 2004 represents those available from the tax-consolidated group. This includes the benefit of imputation credits on dividends received by the Australian wholly-owned controlled entities. Previously, members of the Company only had access to franking credits available from the Company.

The franking credits available to the Group at September 30, 2004, after allowing for tax payable in respect of the current reporting period's profits that will be subject to Australian income tax, the payment of the proposed final dividend, and the receipt of dividends recognised as receivable at balance date, are estimated to be \$nil (2003: \$nil, 2002: \$nil). The extent to which future dividends will be franked will depend on a number of factors including the level of the Group's profits that will be subject to Australian income tax and any future changes to Australia's business tax system (including the dividend imputation system) as a result of the Australian Commonwealth Government's tax reform initiatives.

**New Zealand imputation credits**

The Company is now able to attach available New Zealand imputation credits to dividends paid. As a result, New Zealand imputation credits of NZ\$0.13 per share have been attached to the final 2004 ordinary dividend paid by the Company. New Zealand imputation credits are only relevant for shareholders who are required to file New Zealand income tax returns.

	2004	Group	2002	2004	Company	2003
	\$m	2003	\$m	\$m	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m
<b>Distributions on other equity instruments</b>						
Trust units exchangeable for preference shares (1)	16	61	70			
National Income Securities	132	122	117	132		122
Trust Preferred Securities (2)	39					
Total distributions on other equity instruments	187	183	187	132		122

(1) On January 22, 2004, the Company bought back 36,008,000 fully paid non-converting non-cumulative preference shares of the Company that were issued in connection with the issue of 18,004,000 Trust Units Exchangeable for Preference Shares<sup>TM</sup> (TrUEPr<sup>SM</sup>) in 1998. The TrUEPr<sup>SM</sup> were redeemed on the same date. Refer to note 33 for further information.

(1) On September 29, 2003, the Trust Preferred Securities were issued.

**8 Earnings per share**

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	2004		Group 2003		2002	
	Basic	Diluted (1)	Basic	Diluted (1)	Basic	Diluted (1)
<b>Earnings (\$m)</b>						
Net profit attributable to members of the Company	3,177	3,177	3,955	3,955	3,373	3,373
Distributions on other equity instruments	(187)	(187)	(183)	(183)	(187)	(187)
Potential dilutive adjustments						
Interest expense on exchangeable capital units		112		90		102
Adjusted earnings	2,990	3,102	3,772	3,862	3,186	3,288
<b>Weighted average ordinary shares (No. 000)</b>						
Weighted average ordinary shares	1,515,270	1,515,270	1,515,871	1,515,871	1,549,136	1,549,136
Potential dilutive ordinary shares						
Options and performance rights		711		3,742		8,335
Partly paid ordinary shares		375		485		670
Exchangeable capital units		65,454		65,460		65,460
Total weighted average ordinary shares	1,515,270	1,581,810	1,515,871	1,585,558	1,549,136	1,623,601
<b>Earnings per share (cents)</b>	<b>197.3</b>	<b>196.1</b>	248.8	243.6	205.7	202.5

(1) *The weighted average diluted number of ordinary shares includes the impact of options, performance rights, partly paid ordinary shares and potential conversion of exchangeable capital units.*

There were 83,000 fully paid ordinary shares of the Company issued since the end of the year as a result of share options granted being exercised, for a total consideration of \$1,767,070. Other than these issues, there has been no conversion to, calls of, or subscriptions for ordinary shares, or issues of potential ordinary shares from October 1, 2004 up to December 2, 2004.

*For further information on earnings per share calculations, refer to the financial review section of the annual financial report.*



**9 Cash and liquid assets**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Coins, notes and cash at bank	1,524	1,596	722	792
Money at short call	2	134	2	134
Securities purchased under agreements to resell (1)	1,417	805	1,417	805
Other (including bills receivable and remittances in transit)	1,021	2,386	(984)	245
	<b>3,964</b>	<b>4,921</b>	<b>1,157</b>	<b>1,976</b>
<b>Overseas</b>				
Coins, notes and cash at bank	625	623	10	2
Money at short call	495	401		
Securities purchased under agreements to resell (1)	3,167	2,568	3,114	2,568
Other (including bills receivable and remittances in transit)	(171)	(108)	(92)	(394)
	<b>4,116</b>	<b>3,484</b>	<b>3,032</b>	<b>2,176</b>
Total cash and liquid assets	<b>8,080</b>	<b>8,405</b>	<b>4,189</b>	<b>4,152</b>

(1) Comparative information has been restated to reflect the reclassification of reverse repurchase agreements from loans and advances to cash and liquid assets and due from other financial institutions. Refer to note 1(d) for further information.

Included within cash and liquid assets are cash and liquid assets within the Group's life insurance business statutory funds of \$687 million (2003: \$745 million) which are subject to restrictions imposed under the *Life Insurance Act 1995* (Cth) and other restrictions and therefore are not available for use in operating, investing or financing activities of other parts of the Group (refer to note 1(o)).

**10 Due from other financial institutions**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Interest-earning (1)	6,152	6,122	6,035	5,993
Non-interest-earning	16	64	14	51
	<b>6,168</b>	<b>6,186</b>	<b>6,049</b>	<b>6,044</b>
<b>Overseas</b>				
Interest-earning (1)	16,763	22,982	15,035	20,380
Non-interest-earning	563	66	531	51
	<b>17,326</b>	<b>23,048</b>	<b>15,566</b>	<b>20,431</b>
Total due from other financial institutions	<b>23,494</b>	<b>29,234</b>	<b>21,615</b>	<b>26,475</b>

(1) Comparative information has been restated to reflect the reclassification of reverse repurchase agreements from loans and advances to cash and liquid assets and due from other financial institutions. Refer to note 1(d) for further information.

**11 Due from customers on acceptances**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Government and public authorities	9	4	9	4
Agriculture, forestry and fishing	1,892	2,047	1,892	2,047
Financial, investment and insurance	3,182	4,006	3,182	4,006
Real estate construction	699	844	699	844
Manufacturing	1,043	1,594	1,043	1,594
Instalment loans to individuals and other personal lending (including credit cards)	136	185	136	185
Other commercial and industrial	9,305	10,816	9,305	10,816
	<b>16,266</b>	<b>19,496</b>	<b>16,266</b>	<b>19,496</b>
<b>Overseas</b>				
Financial, investment and insurance	1	17		
Real estate construction	2			
Manufacturing	45	1		
Other commercial and industrial	30	48		
	<b>78</b>	<b>66</b>		
Total due from customers on acceptances	<b>16,344</b>	<b>19,562</b>	<b>16,266</b>	<b>19,496</b>

**12 Trading securities**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Listed Australia</b>				
Australian Commonwealth Government bonds and securities	367	1,317	367	1,317
Securities of Australian and semi-government authorities	2,013	2,435	2,013	2,435
Private corporations/other financial institutions certificates of deposit	4,358	4,197	4,358	4,197
Private corporations/other financial institutions bills	13,960	11,327	13,960	11,327
Private corporations/other financial institutions bonds	399	352	399	352
Private corporations/other financial institutions commercial paper		20		
Private corporations/other financial institutions floating rate notes	71	56	71	56
Private corporations/other financial institutions promissory notes	808	1,107	808	1,107
Other securities	263	320	263	320
	<b>22,239</b>	<b>21,131</b>	<b>22,239</b>	<b>21,111</b>
<b>Listed Overseas</b>				
Private corporations/other financial institutions bonds	981	1,266	981	1,266
Other government bonds and securities	240	242	240	242
	<b>1,221</b>	<b>1,508</b>	<b>1,221</b>	<b>1,508</b>
Total listed trading securities	<b>23,460</b>	<b>22,639</b>	<b>23,460</b>	<b>22,619</b>
<b>Unlisted Overseas</b>				
Securities of or guaranteed by New Zealand Government	196	351		
Private corporations/other financial institutions certificates of deposit	271	290	132	170
Private corporations/other financial institutions bonds	31	96		
Other government bonds and securities	1	22		
Private corporations/other financial institutions commercial paper	45	120	45	120
Private corporations/other financial institutions medium-term notes	62	43	62	43
Private corporations/other financial institutions promissory notes	182	163		
Total unlisted trading securities	<b>788</b>	<b>1,085</b>	<b>239</b>	<b>333</b>
Total trading securities	<b>24,248</b>	<b>23,724</b>	<b>23,699</b>	<b>22,952</b>

**13 Available for sale securities**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Listed Australia</b>				
Private corporations/other financial institutions bonds	142	186	142	186
Private corporations/other financial institutions floating rate notes	97	183	97	183
Other securities	23	1,078	23	1,078
	<b>262</b>	<b>1,447</b>	<b>262</b>	<b>1,447</b>
<b>Listed Overseas</b>				
Securities of or guaranteed by UK/Irish governments	3	3		
Private corporations/other financial institutions certificates of deposit/bills	2,048	2,873	2,048	2,873
Private corporations/other financial institutions bonds	714	201	90	201
	<b>2,765</b>	<b>3,077</b>	<b>2,138</b>	<b>3,074</b>
Total listed available for sale securities	<b>3,027</b>	<b>4,524</b>	<b>2,400</b>	<b>4,521</b>
<b>Unlisted Overseas</b>				
	<b>187</b>	<b>208</b>	<b>187</b>	<b>208</b>

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Private corporations/other financial institutions	certificates of deposit/bills				
Private corporations/other financial institutions	bonds	275	662	275	662
Other government treasury notes		16	56	16	56
Other central banks bonds and securities		73		73	
Private corporations/other financial institutions	commercial paper	847	700	847	700
Private corporations/other financial institutions	medium-term notes	180	356	180	356
Other securities		5	7		
Total unlisted available for sale securities		1,583	1,989	1,578	1,982
Total available for sale securities		4,610	6,513	3,978	6,503

**Market value information****Listed Australia**

Private corporations/other financial institutions	bonds	142	187	142	187
Private corporations/other financial institutions	floating rate notes	97	184	97	184
Other securities		23	1,077	23	1,077
		262	1,448	262	1,448

**Listed Overseas**

Securities of or guaranteed by UK/Irish governments		3	3		
Private corporations/other financial institutions	certificates of deposit/bills	2,048	2,873	2,048	2,873
Private corporations/other financial institutions	bonds	714	201	90	201
		2,765	3,077	2,138	3,074
Total listed available for sale securities at market value		3,027	4,525	2,400	4,522

**Unlisted Overseas**

Private corporations/other financial institutions	certificates of deposit/bills	187	208	187	208
Private corporations/other financial institutions	bonds	275	662	275	662
Other government treasury notes		16	56	16	56
Other central banks bonds and securities		73		73	
Private corporations/other financial institutions	commercial paper	847	700	847	700
Private corporations/other financial institutions	medium-term notes	180	356	180	356
Other securities		5	7		
Total unlisted available for sale securities at market value		1,583	1,989	1,578	1,982
Total available for sale securities at market value		4,610	6,514	3,978	6,504

The following table reconciles gross unrealised profits and losses of the Group's holdings of available for sale securities for each year below, as at September 30:

	Amortised cost \$m	2004 Gross unrealised profits \$m	Gross unrealised losses \$m	Market value \$m	Amortised cost \$m	2003 Gross unrealised profits \$m	Gross unrealised losses \$m	Market value \$m
Securities of or guaranteed by UK/Irish governments	3			3	3			3
Private corporations/other financial institutions certificates of deposit/bills	2,235			2,235	3,081			3,081
Private corporations/other financial institutions bonds	1,136		(5)	1,131	1,049	1		1,050
Other government treasury notes	16			16	56			56
Other central banks bonds and securities	73			73				
Private corporations/other financial institutions commercial paper	847			847	700			700
Private corporations/other financial institutions medium-term notes	180			180	356			356
Private corporations/other financial institutions floating rate notes	97			97	183	1		184
Other securities	28			28	1,085		(1)	1,084
Total	4,615		(5)	4,610	6,513	2	(1)	6,514



**Maturities of available for sale securities**

The following table analyses the maturity of the Group's holdings of available for sale securities at September 30, 2004:

	\$m	0 to 1 year yield pa	\$m	1 to 5 year(s) yield pa	\$m	5 to 10 years yield pa	\$m	Over 10 years yield pa
<b>Australia</b>								
Private corporations/other financial institutions bonds	43	5.7%	99	5.7%				
Private corporations/other financial institutions floating rate notes			97	5.7%				
Other securities	9	5.7%	14	5.8%				
	52		210					
<b>Overseas</b>								
Securities of or guaranteed by UK/Irish governments							3	4.8%
Private corporations/other financial institutions certificates of deposit/bills	2,235	1.2%						
Private corporations/other financial institutions bonds	152	3.8%	837	3.9%				
Other government treasury notes	16	3.5%						
Other central banks bonds and securities	73	4.5%						
Private corporations/other financial institutions commercial paper	847	3.0%						
Private corporations/other financial institutions medium-term notes	180	2.3%						
Other securities	5	1.4%						
	3,508		837				3	
Total maturities at carrying value	3,560		1,047				3	
Total maturities at market value	3,560		1,047				3	

Proceeds from maturities of available for sale securities during 2004 were \$5,399 million (2003: \$13,500 million, 2002: \$14,543 million). Proceeds from sale of available for sale securities during 2004 were \$2,002 million (2003: \$3 million, 2002: \$90 million). Gross profits of \$nil (2003: \$nil, 2002: \$nil) and gross losses of \$5 million (2003: \$nil, 2002: \$1 million) were realised on sale during 2004.

**14 Investment securities**

	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
<b>Listed Australia</b>					
Securities of Australian and semi-government authorities		26	25		26
Private corporations/other financial institutions bonds	50	49		50	49
Other securities	40	298	427	40	298

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	<b>90</b>	373	452	<b>90</b>	373
<b>Listed Overseas</b>					
Securities of or guaranteed by UK/Irish governments ( <i>I</i> )	<b>141</b>	139	366		
US Treasury and other US Government agencies	<b>5</b>	11	13	<b>5</b>	11
Private corporations/other financial institutions certificates of deposit/bills	<b>4,402</b>	2,367	6,059	<b>4,402</b>	2,367
Private corporations/other financial institutions bonds	<b>312</b>	1,540	718	<b>96</b>	268
Other government bonds and securities ( <i>I</i> )	<b>375</b>	214	29		
Other government treasury notes	<b>50</b>	148	12	<b>50</b>	148
Private corporations/other financial institutions commercial paper	<b>478</b>	278	2,038	<b>478</b>	278
Private corporations/other financial institutions floating rate notes			15		
Other securities		12	68		12
	<b>5,763</b>	4,709	9,318	<b>5,031</b>	3,084
Total listed investment securities	<b>5,853</b>	5,082	9,770	<b>5,121</b>	3,457



<b>Unlisted Australia</b>					
Other securities				<b>376</b>	
				<b>376</b>	
<b>Unlisted Overseas</b>					
Securities of or guaranteed by New Zealand Government		720	719	550	
Private corporations Eurobonds		17	17	21	17
Private corporations/other financial institutions certificates of deposit/bills			147	259	
Private corporations/other financial institutions bonds		4,452	2,446	2,138	41
Private corporations/other financial institutions floating rate notes		30			30
Private corporations/other financial institutions promissory notes		65	83	243	
Other securities			153	560	153
Total unlisted investment securities		<b>5,660</b>	3,565	3,771	211
Total investment securities		<b>11,513</b>	8,647	13,541	3,668

(1) \$251 million (2003: \$308 million, 2002: \$363 million) of securities have been pledged as security for borrowings of the Group and are therefore subject to restrictions regarding sale until the pledge is released.

#### Market value information

<b>Listed Australia</b>					
Securities of Australian and semi-government authorities			26	26	26
Private corporations/other financial institutions bonds		50	52	50	52
Other securities		40	298	427	298
		<b>90</b>	376	453	376
<b>Listed Overseas</b>					
Securities of or guaranteed by UK/Irish governments		146	147	366	
US Treasury and other US Government agencies		5	11	13	11
Private corporations/other financial institutions certificates of deposit/bills		4,401	2,398	6,066	2,398
Private corporations/other financial institutions bonds		316	1,564	743	268
Other government bonds and securities		376	216	29	
Other government treasury notes		50	148	12	148
Private corporations/other financial institutions commercial paper		479	292	2,042	292
Private corporations/other financial institutions floating rate notes				15	
Other securities			12	68	12
		<b>5,773</b>	4,788	9,354	3,129
Total listed investment securities at market value		<b>5,863</b>	5,164	9,807	3,505
<b>Unlisted Australia</b>					
Other securities		<b>376</b>			
		<b>376</b>			
<b>Unlisted Overseas</b>					
Securities of or guaranteed by New Zealand Government		720	719	550	
Private corporations Eurobonds		18	17	20	17
Private corporations/other financial institutions certificates of deposit/bills			147	259	
Private corporations/other financial institutions bonds		4,452	2,446	2,130	41
Private corporations/other financial institutions floating rate notes		30			30
Private corporations/other financial institutions promissory notes		65	83	243	
Other securities			153	561	153
Total unlisted investment securities at market value		<b>5,661</b>	3,565	3,763	211
Total investment securities at market value		<b>11,524</b>	8,729	13,570	3,716



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The following table reconciles gross unrealised profits and losses of the Group's holdings of investment securities for the years shown below as at September 30:

	Amortised cost \$m	2004 Gross unrealised profits \$m	Gross unrealised losses \$m	Market value \$m	Amortised cost \$m	2003 Gross unrealised profits \$m	Gross unrealised losses \$m	Market value \$m
Securities of Australian and semi-government authorities					26			26
Securities of or guaranteed by UK/Irish governments	141	5		146	139	8		147
Securities of or guaranteed by New Zealand Government	720			720	719			719
US Treasury and other US Government agencies	5			5	11			11
Private corporations Eurobonds	17	1		18	17			17
Private corporations/other financial institutions certificates of deposit/bills	4,402		(1)	4,401	2,514	35	(4)	2,545
Private corporations/other financial institutions bonds	4,814	4		4,818	4,035	27		4,062
Other government bonds and securities	375	1		376	214	2		216
Other government treasury notes	50			50	148			148
Private corporations/other financial institutions commercial paper	478	1		479	278	14		292
Private corporations/other financial institutions floating rate notes	30			30				
Private corporations/other financial institutions promissory notes	65			65	83			83
Other securities	416			416	463	2	(2)	463
<b>Total</b>	<b>11,513</b>	<b>12</b>	<b>(1)</b>	<b>11,524</b>	<b>8,647</b>	<b>88</b>	<b>(6)</b>	<b>8,729</b>

**Maturities of investment securities**

The following table analyses the maturity of the Group's holdings of investment securities at September 30, 2004:

	\$m	0 to 1 year yield pa	\$m	1 to 5 year(s) yield pa	\$m	5 to 10 years yield pa	\$m	Over 10 years yield pa
<b>Australia</b>								
Private corporations/other financial institutions bonds	50	5.7%						
Other securities	17	5.7%	399	6.5%				
	67		399					



<b>Overseas</b>						
Securities of or guaranteed by UK/Irish governments	3		138	3.0%		
Securities of or guaranteed by New Zealand Government	720	5.7%				
US Treasury and other US Government agencies	5					
Private corporations Eurobonds			17	4.3%		
Private corporations/other financial institutions certificates of deposit/bills	4,402	3.2%				
Private corporations/other financial institutions bonds	1,074	4.1%	3,584	5.1%	106	0.7%
Other government bonds and securities	209	4.1%	166	3.3%		
Other government treasury notes	9	0.1%	41	1.5%		
Private corporations/other financial institutions commercial paper	478	2.3%				
Private corporations/other financial institutions floating rate notes	15	4.3%	15	4.3%		
Private corporations/other financial institutions promissory notes	65	6.5%				
	6,980		3,961		106	
Total maturities at carrying value	7,047		4,360		106	
Total maturities at market value	7,057		4,361		106	

Proceeds from maturities of investment securities during 2004 were \$12,373 million (2003: \$18,578 million, 2002: \$37,434 million). The majority of those relate to the maturity of short-dated investment securities. Proceeds from the sale of investment securities during 2004 were \$147 million (2003: \$18 million, 2002: \$nil). Gross profits of \$nil (2003: \$1 million, 2002: \$nil) and \$1 million of gross losses (2003: \$nil, 2002: \$nil) were realised on sale during 2004. The gross loss in 2004 related to the sale of a single investment security due to a significant unforeseeable change in circumstance that changed the intent with regard to this particular debt security without calling into question the Group's intent and ability to hold other investment securities to maturity in the future.

#### 15 Investments relating to life insurance business

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Equity security investments</b>				
Direct	6,364	6,993		
Indirect	29,514	23,406		
	35,878	30,399		
<b>Debt security investments</b>				
Interest-earning securities				
National government	732	702		
Other public sector	1,077	523		
Private sector	3,194	3,904		
	5,003	5,129		
<b>Properties</b>				
Direct	15	117		
Indirect	117	201		
	132	318		
Total investments relating to life insurance business	41,013	35,846		

Direct investments refer to investments that are held directly with the issuer of the investment. Indirect investments refer to investments that are held through unit trusts or similar investment vehicles.

Included within investments relating to life insurance business are investments held in the statutory funds of the Group's Australian life insurance business which can only be used within the restrictions imposed under the Life Insurance Act 1995 (Cth). The main restrictions are that the assets in a fund can only be used to meet the liabilities and expenses of the fund, to acquire investments to further the business of the fund or as distributions when solvency and capital adequacy requirements are met. Participating policyholders can receive a distribution when solvency requirements are met, whilst shareholders can only receive a distribution when the higher level of capital adequacy requirements is met.

Investment assets held in statutory funds are not available for use by other parts of the Group's business (refer to notes 1(o) and 55).

## 16 Loans and advances

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Overdrafts	4,442	4,810	4,442	4,810
Credit card outstandings	4,030	3,850	4,030	3,850
Market rate advances	89	100	89	100
Lease finance	8,104	7,504	7,920	7,334
Housing loans	91,259	83,018	91,259	83,018
Other term lending	37,970	34,556	37,858	34,444
Equity participation in leveraged leases	60	92	60	92
Redeemable preference share finance		79		
Other lending (1)	2,453	2,090	2,052	1,670
	<b>148,407</b>	<b>136,099</b>	<b>147,710</b>	<b>135,318</b>
<b>Overseas</b>				
Overdrafts	14,321	12,395	6,042	4,901
Credit card outstandings	2,846	2,759		
Market rate advances		88		
Lease finance	7,863	7,381	25	31
Housing loans	34,514	28,469	120	123
Other term lending	40,920	39,674	4,317	5,293
Redeemable preference share finance	2,033	1,763		
Other lending (1)	1,474	1,280	425	431
	<b>103,971</b>	<b>93,809</b>	<b>10,929</b>	<b>10,779</b>
Total gross loans and advances	<b>252,378</b>	<b>229,908</b>	<b>158,639</b>	<b>146,097</b>
Deduct: Unearned income	(2,024)	(1,933)	(1,093)	(1,006)
Provision for doubtful debts (refer to note 17)	(2,518)	(2,240)	(1,511)	(1,373)
Total net loans and advances	<b>247,836</b>	<b>225,735</b>	<b>156,035</b>	<b>143,718</b>
Leasing receivables included in lease finance net of unearned income:				
Current	2,057	1,943	281	273
Non-current	12,558	11,702	6,784	6,320
Total leasing receivables included in lease finance	<b>14,615</b>	<b>13,645</b>	<b>7,065</b>	<b>6,593</b>

(1) Comparative information has been restated to reflect the reclassification of reverse repurchase agreements from loans and advances to cash and liquid assets and due from other financial institutions. Refer to note 1(d) for further information.

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The diversification and size of the Group are such that its lending is widely spread both geographically and in terms of the types of industries served. In accordance with US SEC guidelines, the following table shows comparative year-end detail of the loan portfolio for each of the last five years ended September 30. The table also demonstrates the concentration of credit risk by industry with the maximum credit risk represented by the carrying values less provision for doubtful debts.



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	2004 \$m	2003 \$m	Group 2002 \$m	2001 \$m	2000 \$m
<b>Australia</b>					
Government and public authorities	620	498	1,588	425	478
Agriculture, forestry, fishing and mining	6,023	5,368	4,890	5,251	5,329
Financial, investment and insurance	6,102	6,053	3,053	4,807	4,656
Real estate construction	1,728	1,935	1,807	1,941	1,661
Manufacturing	2,492	2,630	2,034	3,263	2,268
Real estate mortgage	91,259	83,018	68,461	55,629	48,719
Instalment loans to individuals and other personal lending (including credit cards)	13,529	12,473	11,352	9,850	8,223
Lease financing	8,164	7,596	7,168	7,073	6,929
Other commercial and industrial (1)	18,490	16,528	16,450	15,174	14,757
	148,407	136,099	116,803	103,413	93,020
<b>Overseas</b>					
Government and public authorities	801	732	1,435	1,120	1,134
Agriculture, forestry, fishing and mining	6,613	5,718	6,002	5,473	5,099
Financial, investment and insurance	7,387	7,441	7,834	6,003	8,350
Real estate construction	3,072	2,511	3,273	3,312	3,061
Manufacturing	5,968	6,233	6,745	6,476	7,446
Real estate mortgage	34,514	28,469	27,615	26,010	22,611
Instalment loans to individuals and other personal lending (including credit cards)	12,596	13,059	13,294	12,903	12,014
Lease financing	7,863	7,381	8,714	8,703	7,448
Other commercial and industrial (1)	25,157	22,265	25,598	29,051	31,400
	103,971	93,809	100,510	99,051	98,563
Total gross loans and advances	252,378	229,908	217,313	202,464	191,583
Deduct: Unearned income	(2,024)	(1,933)	(1,914)	(1,922)	(1,812)
Provision for doubtful debts (refer to note 17)	(2,518)	(2,240)	(2,470)	(2,715)	(2,692)
Total net loans and advances	247,836	225,735	212,929	197,827	187,079

(1) At September 30, 2004, there were no concentrations of other commercial and industrial loans exceeding 10% of total loans and advances.

Concentrations of credit risk by geographical location are based on the geographical location of the office in which the loans or advances are booked. The amounts shown are net of unearned income and provision for doubtful debts:

Australia	145,962	133,855	114,592	100,978	90,742
Europe	64,183	57,553	64,856	64,600	54,459
New Zealand	31,916	27,555	25,267	23,250	19,682
United States	2,451	3,271	4,311	4,293	18,867
Asia	3,324	3,501	3,903	4,706	3,329
Total net loans and advances	247,836	225,735	212,929	197,827	187,079

The following tables show the maturity distribution of loans and advances to customers and interest rate sensitivity of such loans and advances for the Group as at September 30, 2004:

	Group			
	0 to 1 year (1)	1 to 5 year(s)	Over 5 years	Total
	\$m	\$m	\$m	\$m
<b>Maturity distribution of loans and advances</b>				
<b>Australia</b>				
Government and public authorities	185	204	231	620
Agriculture, forestry, fishing and mining	3,972	1,565	486	6,023
Financial, investment and insurance	4,292	786	1,024	6,102
Real estate construction	1,181	171	376	1,728
Manufacturing	1,974	161	357	2,492
Real estate mortgage	20,838	4,568	65,853	91,259
Instalment loans to individuals and other personal lending (including credit cards)	6,038	7,302	189	13,529
Lease financing	776	6,945	443	8,164
Other commercial and industrial	11,122	2,935	4,433	18,490
	50,378	24,637	73,392	148,407

<b>Overseas</b>				
Government and public authorities	273	417	111	801
Agriculture, forestry, fishing and mining	2,779	1,663	2,171	6,613
Financial, investment and insurance	2,578	4,094	715	7,387
Real estate construction	1,364	1,484	224	3,072
Manufacturing	2,922	1,617	1,429	5,968
Real estate mortgage	4,488	5,726	24,300	34,514
Instalment loans to individuals and other personal lending (including credit cards)	7,845	2,952	1,799	12,596
Lease financing	1,755	2,515	3,593	7,863
Other commercial and industrial	10,125	9,760	5,272	25,157
	34,129	30,228	39,614	103,971
Total gross loans and advances	84,507	54,865	113,006	252,378
<b>Interest rate sensitivity of loans and advances</b>				
Variable interest rates (2)				
Australia	32,996	3,097	53,776	89,869
Overseas	21,240	15,934	22,538	59,712
Fixed interest rates				
Australia	17,382	21,540	19,616	58,538
Overseas	12,889	14,294	17,076	44,259
Total gross loans and advances	84,507	54,865	113,006	252,378

(1) *Overdrafts are not subject to a repayment schedule. Due to their characteristics, overdrafts are categorised as due within one year.*

(2) *For a range of credit products that the Group classifies as variable, the Group is required to give a period of notice before a change in the applicable interest rate is effective.*

#### **Securitisation of loans**

During the year ended September 30, 2004, the Group securitised Australian residential mortgage loans amounting to \$2,483 million and during the year ended September 30, 2001, the Group securitised Australian residential mortgage loans amounting to \$1,924 million. Outstanding securitised loans of the programs totalled \$2,788 million as at September 30, 2004 (2003: \$585 million). The securities issued pursuant to the securitisation programs do not represent liabilities of the Company or the Group. Neither the Company nor the Group stands behind the capital value or performance of securities or assets of the programs except to the limited extent provided in the transaction documents for the programs through the provision of arm's length services and facilities (*refer to note 1(ee)*). The Company and the Group do not guarantee the payment of interest or repayment of principal due on the securities. The Company and the Group are not obliged to support any losses that may be suffered by the investors and do not intend to provide such support. The Company and the Group have no obligation to repurchase any of the securitised loans other than in limited circumstances. The Company has transacted with the special purpose entities (SPEs) on an arm's length basis to act as servicer in relation to the loans and to provide the SPEs with fixed and basis swaps and limited redraw facilities.

**17 Provisions for doubtful debts**

	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
Specific provision for doubtful debts	412	463	553	255	321
General provision for doubtful debts	2,116	1,793	2,022	1,261	1,062
Total provision for doubtful debts	2,528	2,256	2,575	1,516	1,383
Deduct:					
Specific provision for off-balance sheet credit-related commitments (1)	(10)	(16)	(105)	(5)	(10)
Net provision for doubtful debts (refer to note 16)	2,518	2,240	2,470	1,511	1,373

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(1) The specific provision for off-balance sheet credit-related commitments is shown as a liability in the financial report (refer to note 29.)

**Reconciliation of movements in provisions for doubtful debts**

<b>Specific provision</b>					
Balance at beginning of year	463	553	586	321	369
Transfer from general provision	553	746	788	314	417
Bad debts written off	(804)	(1,015)	(985)	(443)	(527)
Bad debts recovered	199	217	171	65	73
Foreign currency translation	1	(38)	(7)	(2)	(11)
Balance at end of year	412	463	553	255	321
<b>General provision</b>					
Balance at beginning of year	1,793	2,022	2,207	1,062	1,113
Transfer to specific provision	(553)	(746)	(788)	(314)	(417)
Provision of foreign controlled entity sold			(70)		
Charge to profit and loss account	559	633	697	325	373
Charge to profit and loss account revision of accounting estimate (1)	292			190	
Foreign currency translation	25	(116)	(24)	(2)	(7)
Balance at end of year	2,116	1,793	2,022	1,261	1,062
Total provision for doubtful debts	2,528	2,256	2,575	1,516	1,383

(1) Refer to note 5(a).

**Provisions for doubtful debt ratios**

<b>Specific provision as a percentage of risk-weighted assets</b>			
On-balance sheet exposures	0.14%	0.18%	0.18%
Off-balance sheet credit-related commitments	0.00%	0.01%	0.04%
Specific provision for doubtful debts as a percentage of risk-weighted assets	0.14%	0.19%	0.22%
Total provision for doubtful debts as a percentage of risk-weighted assets	0.88%	0.89%	1.02%
Bad debts written off as a percentage of average loans and advances (1)	0.25%	0.36%	0.40%

(1) Refer to note 39 for average loans and advances.

For a discussion of certain services provided by the external auditor in connection with problem loan reviews and the Company's related internal review of auditor independence refer to certain services provided by the external auditor matters related to independence on page 19 in the business overview section.

**Specific provision for doubtful debts by industry category**

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The following table provides an analysis of the Group's specific provision for doubtful debts including off-balance sheet exposures by industry category for each of the five years ended September 30:

	2004 \$m	2003 \$m	Group 2002 \$m	2001 \$m	2000 \$m
<b>Australia</b>					
Agriculture, forestry, fishing and mining	22	71	75	34	24
Financial, investment and insurance	22	2		13	2
Real estate - construction	4	3	3	5	8
Manufacturing	16		7	15	34
Real estate - mortgage		9	3		
Instalment loans to individuals and other personal lending (including credit cards)	23	7	3	14	46
Lease financing	12		12	8	9
Other commercial and industrial	83	164	217	253	89
	<b>182</b>	<b>256</b>	<b>320</b>	<b>342</b>	<b>212</b>

<b>Overseas</b>					
Agriculture, forestry, fishing and mining	22	10	22	14	15
Financial, investment and insurance				2	2
Real estate - construction	25	3	2	2	8
Manufacturing	5	2	1	24	48
Real estate - mortgage	2	4	5	6	7
Instalment loans to individuals and other personal lending (including credit cards)	62	74	84	111	60
Lease financing	9	10	9	10	8
Other commercial and industrial	105	104	110	75	111
	230	207	233	244	259
Total specific provision for doubtful debts	412	463	553	586	471

#### General provision for doubtful debts by industry category

The following table provides an analysis of the Group's general provision for doubtful debts including off-balance sheet exposures by industry category for each of the five years ended September 30:

	2004 \$m	2003 \$m	Group 2002 \$m	2001 \$m	2000 \$m
<b>Australia</b>					
Government and public authorities	1				
Agriculture, forestry, fishing and mining	51	33	46	69	50
Financial, investment and insurance	40	36	10	8	67
Real estate - construction (1)	16	99	40	32	30
Manufacturing	52	48	75	120	90
Real estate - mortgage	68	34	21	62	166
Instalment loans to individuals and other personal lending (including credit cards)	175	157	205	184	155
Lease financing	70	60	63	94	89
Other commercial and industrial (1)	663	488	512	571	410
	1,136	955	972	1,140	1,057
<b>Overseas</b>					
Government and public authorities	1				
Agriculture, forestry, fishing and mining	73	52	48	31	25
Financial, investment and insurance	19	14	7	6	21
Real estate - construction (1)	17	107	98	46	95
Manufacturing	76	52	47	56	77
Real estate - mortgage	31	9	19	72	90
Instalment loans to individuals and other personal lending (including credit cards)	233	269	382	339	188
Lease financing	23	23	31	41	44
Other commercial and industrial (1)	507	312	418	476	641
	980	838	1,050	1,067	1,181
Total general provision for doubtful debts	2,116	1,793	2,022	2,207	2,238

(1) At September 30, 2004, the general provision for property services was reclassified from real estate - construction, to other commercial and industrial. Comparative information has not been restated.





**Bad debts written off and bad debts recovered by industry category**

The following table provides an analysis of bad debts written off and bad debts recovered by industry category for each of the five year ended September 30.

For further information, refer to asset quality disclosures in note 18.

	2004 \$m	2003 \$m	Group 2002 \$m	2001 \$m	2000 \$m
<b>Bad debts written off</b>					
<b>Australia</b>					
Agriculture, forestry, fishing and mining	51	7	24	9	27
Financial, investment and insurance	9	4	17	9	26
Real estate construction	1	5	8	8	14
Manufacturing	6	14	10	29	56
Real estate mortgage	16	4	7	8	7
Instalment loans to individuals and other personal lending (including credit cards)	140	175	144	109	72
Lease financing	25	124	19	32	16
Other commercial and industrial	127	157	136	108	34
	<b>375</b>	<b>490</b>	<b>365</b>	<b>312</b>	<b>252</b>
<b>Overseas</b>					
Agriculture, forestry, fishing and mining	6	18	3	7	4
Financial, investment and insurance	2		2		6
Real estate construction	3	4	16	9	16
Manufacturing	15	31	35	27	30
Real estate mortgage		1	2	2	3
Instalment loans to individuals and other personal lending (including credit cards)	294	340	386	289	206
Lease financing	4	14	11	9	11
Other commercial and industrial	105	117	165	83	129
	<b>429</b>	<b>525</b>	<b>620</b>	<b>426</b>	<b>405</b>
Total bad debts written off	<b>804</b>	<b>1,015</b>	<b>985</b>	<b>738</b>	<b>657</b>
<b>Bad debts recovered</b>					
<b>Australia</b>					
Agriculture, forestry, fishing and mining	3	1	3	1	1
Financial, investment and insurance		1		7	4
Real estate construction	2		1		1
Manufacturing	2	1	2	1	2
Real estate mortgage		2	1	1	1
Instalment loans to individuals and other personal lending (including credit cards)	43	60	43	40	41
Lease financing	4	3	3	3	1
Other commercial and industrial	9	2	9	6	30
	<b>63</b>	<b>70</b>	<b>62</b>	<b>59</b>	<b>81</b>
<b>Overseas</b>					
Financial, investment and insurance			4	5	11
Real estate construction		1			1
Manufacturing					16
Instalment loans to individuals and other personal lending (including credit cards)	103	102	83	56	62
Other commercial and industrial	33	44	22	31	53

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	<b>136</b>	147	109	92	143
Total bad debts recovered	<b>199</b>	217	171	151	224

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**18 Asset quality disclosures**

The following table provides an analysis of the asset quality of the Group's impaired loans and advances for each of the last five years ended September 30. Gross amounts have been prepared without regard to security available for such loans and advances. The inclusion of past due loans and restructured loans in both tables does not necessarily indicate that such loans are doubtful. Refer to note 1(p) for a description of the Group's accounting policy for provision for doubtful debts and asset quality.

	2004 \$m	2003 \$m	Group 2002 \$m	2001 \$m	2000 \$m
<b>Non-accrual loans (1) (2)</b>					
Gross					
Australia (3)	700	912	1,109	1,166	568
Overseas	530	721	702	773	899
	1,230	1,633	1,811	1,939	1,467
Specific provision for doubtful debts					
Australia	164	238	299	325	196
Overseas	211	184	201	203	246
	375	422	500	528	442
Net					
Australia	536	674	810	841	372
Overseas	319	537	501	570	653
Total net non-accrual loans	855	1,211	1,311	1,411	1,025
<b>Restructured loans</b>					
Australia			6	4	4
Overseas	41				
Total restructured loans	41		6	4	4
<b>Assets acquired through security enforcement</b>					
Real estate					
Overseas	5				8
	5				8
Other assets					
Overseas		2	3	4	5
		2	3	4	5
Total assets acquired through security enforcement	5	2	3	4	13
<b>Total impaired assets</b>					
Gross					
Australia	700	912	1,115	1,170	572
Overseas	576	723	705	777	912
	1,276	1,635	1,820	1,947	1,484
Specific provision for doubtful debts					
Australia	164	238	299	325	196
Overseas	211	184	201	203	246
	375	422	500	528	442
Net					
Australia	536	674	816	845	376
Overseas	365	539	504	574	666
Total net impaired assets	901	1,213	1,320	1,419	1,042

*(1) Includes loans amounting to \$57 million gross, \$24 million net (2003: \$98 million gross, \$70 million net, 2002: \$137 million gross, \$93 million net, 2001: \$170 million gross, \$124 million net, 2000: \$252 million gross, \$182 million net) where some concerns exist as to the ongoing ability of the borrowers to comply with existing loan terms, but on which no principal or interest payments are contractually past due.*

*(2) Includes off-balance sheet credit-related commitments amounting to \$21 million gross, \$10 million net (2003: \$37 million gross, \$21 million net, 2002: \$138 million gross, \$33 million net, 2001: \$219 million gross, \$141 million net, 2000: \$33 million gross, \$16 million net).*

*(3) As at September 30, 2001, 2002, and 2003, a certain Australian exposure was classified as performing. However, the classification of this exposure as non-accrual during this period is now considered more appropriate. As such, on this basis, comparative information for those years has been restated to include the balance of this exposure (including accrued interest) of \$207 million, \$221 million and \$254 million respectively. During 2004, \$28 million of interest income previously recognised in relation to this exposure was reversed to the profit and loss account to reflect the revised asset quality classification.*

The following table provides information regarding accruing loans past due 90 days or more. During the year ended September 30, 2004, the Group revised its data collection procedures for establishing exposures 90 days or more past due. Comparative information for 2003 was restated. It was impracticable to restate comparative information for years prior to 2003 on the same basis due to definitional differences impacting data and changes to the application of the 90 days past due test prescribed in APRA guidelines during that period.

<b>Accruing loans past due 90 days or more with adequate security revised basis(1)</b>				
Australia (2)	<b>766</b>	436		
Overseas	<b>63</b>	56		
Total accruing loans past due 90 days or more with adequate security	<b>829</b>	492		
<b>Accruing loans past due 90 days or more with adequate security former basis(1)</b>				
Australia		61	29	48
Overseas		45	254	286
Total accruing loans past due 90 days or more with adequate security		106	283	334
				107

(1) The Group has revised its data collection procedures for establishing its accruing loans past due 90 days or more. This process now includes loans that are identified by the internal categories watch or substandard and are in arrears 90 days or more. Comparative information at September 30, 2003 has been restated to include these loans. Comparative information for earlier periods has not been restated as it is impracticable to do so.

(2) Subsequent to September 30, 2004, one large Australian exposure of \$204 million, which had been classified as an accruing loan past due 90 days or more with adequate security, was settled. Settlement of the full amount of the exposure occurred in October 2004.

<b>Accruing portfolio facilities past due 90 to 180 days</b>					
Gross					
Australia	<b>30</b>	30	37	35	23
Overseas	<b>33</b>	34	46	83	36
	<b>63</b>	64	83	118	59
Specific provision for doubtful debts					
Australia	<b>18</b>	18	22	18	15
Overseas	<b>19</b>	23	31	40	14
	<b>37</b>	41	53	58	29
Net					
Australia	<b>12</b>	12	15	17	8
Overseas	<b>14</b>	11	15	43	22
Total net accruing portfolio facilities past due 90 to 180 days	<b>26</b>	23	30	60	30

Further analysis of non-accrual loans at year-end and interest income received and foregone under the APRA asset quality disclosure guidelines is as follows for the Group, for each of the last three years ended September 30:

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	Gross \$m	2004 Specific provision \$m	Net \$m	Gross \$m	2003 Specific provision \$m	Net \$m	Gross \$m	2002 Specific provision \$m	Net \$m
<b>Non-accrual loans with provisions and:</b>									
<b>No performance</b>									
Australia	290	131	159	382	223	159	449	275	174
Overseas	328	197	131	495	162	333	458	178	280
	618	328	290	877	385	492	907	453	454
<b>Partial performance</b>									
Australia	226	6	220						
Overseas	2	1	1	3	1	2	4	1	3
	228	7	221	3	1	2	4	1	3
<b>Full performance</b>									
Australia	46	27	19	35	15	20	74	24	50
Overseas	21	13	8	73	21	52	68	22	46
	67	40	27	108	36	72	142	46	96

<b>Non-accrual loans without provisions and: No performance</b>									
Australia (1)	36	36	448	448	550	550			
Overseas	160	160	131	131	142	142			
	196	196	579	579	692	692			
<b>Full performance</b>									
Australia	102	102	47	47	36	36			
Overseas	19	19	19	19	30	30			
	121	121	66	66	66	66			
Total non-accrual loans	1,230	375	855	1,633	422	1,211	1,811	500	1,311

(1) As at September 30, 2001, 2002, and 2003, a certain Australian exposure was classified as performing. However, the classification of this exposure as non-accrual during this period is now considered more appropriate. As such, on this basis, comparative information for those years has been restated to include the balance of this exposure (including accrued interest) of \$207 million, \$221 million and \$254 million respectively. During 2004, \$28 million of interest income previously recognised in relation to this exposure was reversed to the profit and loss account to reflect the revised asset quality classification.

	2004 \$m	Group 2003 \$m	2002 \$m
<b>Interest income received and foregone</b>			
<b>Interest and other income received and taken to the profit and loss account on non-accrual loans and restructured loans</b>			
Australia	18	9	12
Overseas	4	1	5
	22	10	17
<b>Net interest and other income foregone on non-accrual loans and restructured loans</b>			
Australia	66	65	63
Overseas	24	31	29
	90	96	92
<b>Additional information in respect of impaired assets</b>			
<b>Fair value of security (1)</b>			
<b>Non-accrual loans</b>			
Australia	415	530	569
Overseas	277	457	448
	692	987	1,017
<b>Loans newly classified into impaired asset categories during the year</b>			
Australia	331	619	965
Overseas	606	754	526
	937	1,373	1,491

(1) Fair value of security is the amount for which that security could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arms length transaction. Amounts of security held in excess of the outstanding balance of individual non-accrual or restructured loans are not included in this table.





**19 Shares in controlled entities, joint venture entities and other securities**

	2004 \$m	Group	2003 \$m	Company	2003 \$m
<b>Shares in controlled entities</b>					
At cost				11,562	11,721
Deduct: Provision for diminution in value				(138)	(114)
				11,424	11,607
<b>Interests in joint venture entities</b>	<b>51</b>		675		
<b>Shares in other securities</b>					
At cost	170		827	37	668
Deduct: Provision for diminution in value	(63)		(57)	(29)	(25)
	107		770	8	643
Total shares in controlled entities, joint venture entities and other securities	158		1,445	11,432	12,250
<b>Market value information</b>					
Shares in other securities	107		1,195	8	1,068
Total shares in other securities at market value	107		1,195	8	1,068

**Interests in joint venture entities**

Name	Principal activity	Joint venture reporting date	Ownership interest	Voting interest	Investment carrying amount	
					2004 \$m	2003 \$m
Tokenhouse Partnership (1)	Investment	September 30	50%	50%		619
Dark City Partnership	Investment	December 31	50%	50%	19	22
Matrix Film Investment Partnership	Investment	June 30	60%	50%	32	34

(1) The Tokenhouse Partnership was dissolved during the year, with the Group receiving its share of the partnership capital.

	2004 \$m	Group	2003 \$m
The Group's share of the joint venture entities' results consists of:			
Revenues from ordinary activities	662		7
Expenses from ordinary activities	(642)		(4)
Profit from ordinary activities before income tax expense	20		3
Income tax expense relating to ordinary activities			
Net profit accounted for using the equity method	20		3

The Group's share of the joint venture entities' assets and liabilities consists of:

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Investment securities		619
Other investments	47	51
Other assets	4	5
Total assets	51	675
Total liabilities		

	2004 \$m	Group	2003 \$m
The Group's share of the joint venture entities' post-acquisition profits consists of:			
Share of the joint venture entities' accumulated losses at beginning of year	(17)		(13)
Share of the joint venture entities' net profit	20		3
Distributions from joint venture entities	(6)		(7)
Share of the joint venture entities' accumulated losses at end of year	(3)		(17)
Movements in the Group's carrying amount of the joint venture entities consists of:			
Carrying amount at beginning of year	675		60
Investments in joint venture entities acquired			619
Share of the joint venture entities' net profit	20		3
Return of partnership capital	(638)		
Distributions from joint venture entities	(6)		(7)
Carrying amount at end of year	51		675

## 20 Regulatory deposits

	2004 \$m	Group	2003 \$m	2004 \$m	Company	2003 \$m
Central banks overseas	177		225	93		93
Total regulatory deposits	177		225	93		93

## 21 Property, plant and equipment

	2004 \$m	Group	2003 \$m	2004 \$m	Company	2003 \$m
<b>Land and buildings</b>						
Freehold						
At cost (acquired subsequent to previous valuation date)	12		27			
At directors' valuation	524		470	24		23
Leasehold						
At cost (acquired subsequent to previous valuation date)	94		19	20		17
At directors' valuation	78		80			
Deduct: Accumulated depreciation on buildings	(9)		(22)	(7)		(5)
	699		574	37		35
<b>Leasehold improvements</b>						
At cost	850		784	602		569
Deduct: Accumulated amortisation	(440)		(402)	(313)		(292)
	410		382	289		277
<b>Furniture, fixtures and fittings and other equipment</b>						
At cost	658		745	86		118
Under finance lease	31		18			
Deduct: Accumulated depreciation and amortisation	(472)		(460)	(65)		(88)
	217		303	21		30

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<b>Data processing equipment</b>				
At cost	<b>1,459</b>	1,409	<b>722</b>	684
Under finance lease	<b>30</b>	28	<b>8</b>	6
Deduct: Accumulated depreciation and amortisation	<b>(1,213)</b>	(1,153)	<b>(577)</b>	(520)
	<b>276</b>	284	<b>153</b>	170
<b>Application software</b>				
At cost	<b>883</b>	1,262	<b>526</b>	853
At recoverable amount	<b>87</b>		<b>72</b>	
Deduct: Accumulated amortisation	<b>(315)</b>	(307)	<b>(220)</b>	(199)
	<b>655</b>	955	<b>378</b>	654
Total property, plant and equipment	<b>2,257</b>	2,498	<b>878</b>	1,166

**Reconciliations of movements in property, plant and equipment****Land and buildings**

Balance at beginning of year	574	663	35	48
Additions	90	20	3	
Net amount of revaluation increments less decrements (1)	71	9	5	
Disposals	(29)	(35)	(4)	(9)
Depreciation	(14)	(15)	(2)	(2)
Net foreign currency movements arising from self-sustaining foreign operations	7	(68)		(2)
Balance at end of year	699	574	37	35

**Leasehold improvements**

Balance at beginning of year	382	384	277	274
Additions	93	87	58	65
Disposals	(12)	(26)	(7)	(25)
Amortisation	(55)	(52)	(39)	(37)
Net foreign currency movements arising from self-sustaining foreign operations	2	(11)		
Balance at end of year	410	382	289	277

**Furniture, fixtures and fittings and other equipment**

Balance at beginning of year	303	349	30	34
Additions	41	35	6	8
Disposals	(64)	(2)	(6)	(2)
Depreciation and amortisation	(68)	(58)	(9)	(9)
Net foreign currency movements arising from self-sustaining foreign operations	5	(21)		(1)
Balance at end of year	217	303	21	30

**Data processing equipment**

Balance at beginning of year	284	360	170	207
Additions	111	88	56	60
Disposals	(7)	(24)	(1)	(19)
Depreciation and amortisation	(115)	(124)	(72)	(77)
Net foreign currency movements arising from self-sustaining foreign operations	3	(16)		(1)
Balance at end of year	276	284	153	170

**Application software**

Balance at beginning of year	955	884	654	638
Additions	325	304	121	165
Disposals and write-offs	(37)	(59)	(32)	(49)
Write-down of impaired assets (2)	(409)		(239)	
Amortisation	(189)	(152)	(127)	(100)
Net foreign currency movements arising from self-sustaining foreign operations	10	(22)	1	
Balance at end of year	655	955	378	654

(1) The fair values of freehold and leasehold land and buildings have been determined by directors based on advice from independent valuers and regular independent valuations. Such valuations were performed on an open market basis, being the amounts for which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the valuation date (refer to note 1(s)).

*(2) Write-down of impaired application software in 2004, which has been classified as a significant item. Refer to note 5(a).*

**22 Income tax assets**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Income tax receivable	<b>66</b>		<b>66</b>	
Future income tax benefits	<b>1,301</b>	1,203	<b>810</b>	679
Total income tax assets	<b>1,367</b>	1,203	<b>876</b>	679
Future income tax benefits comprise:				
Specific provision for doubtful debts	<b>56</b>	106	<b>49</b>	109
General provision for doubtful debts	<b>636</b>	545	<b>380</b>	322
Other provisions	<b>513</b>	450	<b>286</b>	232
Statutory funds	<b>77</b>	80	<b>77</b>	
Tax losses	<b>19</b>	22	<b>18</b>	16
Total future income tax benefits	<b>1,301</b>	1,203	<b>810</b>	679

**Future income tax benefits not brought to account**

Future income tax benefits have not been brought to account for the following items as realisation of the benefits is not regarded as virtually certain:

Capital gains tax losses (1)	<b>1,786</b>	1,893	<b>871</b>
Income tax losses	<b>49</b>	55	<b>26</b>
Timing differences	<b>11</b>	19	<b>10</b>

(1) *Includes maximum Australian and US capital gains tax losses in relation to the sale of SR Investment, Inc. and the return of capital.*

These future income tax benefits will only be obtained if:

future assessable income is derived of a nature and an amount sufficient to enable the benefit to be realised;

the conditions for deductibility imposed by tax legislation continue to be complied with; and

no changes in tax legislation adversely affect the Group in realising the benefit.

**23 Goodwill**

Group

Company

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	2004 \$m	2003 \$m	2004 \$m	2003 \$m
At cost	2,426	2,431		
Deduct: Accumulated amortisation	(1,794)	(1,691)		
Total goodwill	632	740		

**24 Other assets**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Accrued interest receivable	1,505	1,312	727	740
Prepayments	112	137	49	37
Receivables under contracts of sale		31		
Receivables from liquidator (1)	44	17	17	17
Receivables	961	911	445	270
Mortgage loans held for sale	40	18		
Excess of net market value over net assets of life insurance controlled entities	4,904	5,061		
Other life insurance assets (2)				
Accrued income receivable	48	48		
Outstanding premiums receivable	82	75		
Unsettled investment transactions	11	87		
Other	88	118		
Prepaid pension costs	582	616		
Operating leases residual value	1,091	1,008	105	89
Other	2,173	611	1,092	170
Total other assets	11,641	10,050	2,435	1,323

(1) Represents the liquidators' estimate of the net return from entities placed in voluntary liquidation. Movements in the estimated net return other than liquidators' distributions are recognised in the profit and loss account.

(2) Refer to note 1(o) for restrictions on assets of the life insurance business.



**Excess of net market value over net assets of life insurance controlled entities**

Life insurance entities within the Group are required to value their investments in controlled entities at market value, with components of the change in the excess of net market value over net assets reflected on the Group's statement of financial performance (*refer to note 1(o)*). Valuations shown are directors' valuations. The valuations used are based on discounted cash flow valuations prepared by Tillinghast-Towers Perrin, using for Australian and New Zealand entities, risk discount rates specified by the directors.

The following table analyses the excess of net market value over net assets of National Australia Financial Management Limited's (NAFiM) controlled corporate entities as at September 30 for the years shown. These controlled entities include MLC Limited, MLC Lifetime Company Limited and overseas life insurance entities. The net market value and net assets of NAFiM's own business are not included in this table.

	Group 2004			Group 2003		
	Net market value (1) \$m	Net assets \$m	Excess of net market value over net assets \$m	Net market value (1) \$m	Net assets \$m	Excess of net market value over net assets \$m
Insurance	2,998	820	2,178	2,785	695	2,090
Investments	3,455	727	2,728	3,707	768	2,939
Other	56	58	(2)	141	109	32
Total	6,509	1,605	4,904	6,633	1,572	5,061

(1) *Significant assumptions used in the valuation basis underlying the directors' valuations include:*

*the valuations are based on the present value of estimated after tax distributable profits together with the present value of 70% of attaching imputation credits in the case of Australian and New Zealand entities;*

*present values have been determined at the following risk discount rates:*

	2004	2003
<i>Life insurance business within Australia</i>	11.0%	11.0%
<i>Investment business within Australia</i>	11.0-12.1%	11.0-12.0%
<i>Business written in British pounds within the UK</i>	10.5%	10.0%
<i>Business written in NZ dollars within New Zealand</i>	11.7-12.8%	11.3-12.5%
<i>Life insurance business written in US dollars within Indonesia</i>	12.5%	12.5%
<i>Life insurance business written in Indonesian rupiah within Indonesia</i>	17.5%	17.0%
<i>Life insurance business written in US dollars within Hong Kong</i>	12.0%	12.5%
<i>Life insurance business written in Hong Kong dollars within Hong Kong</i>	12.0%	12.5%
<i>Life insurance business written in Thai baht within Thailand</i>	n/a	n/a; and

*in the case of the life insurance entities, the value of future new business has been determined by applying a multiplier to the value of one year's sales. The average multipliers used were as follows:*

<i>Life insurance business in Australia</i>	9.6	9.1
<i>Investment business within Australia</i>	8.9	9.1
<i>MLC (Hong Kong) Limited</i>	9.0	9.0
<i>PT MLC Life Indonesia</i>	3.0	4.0
<i>Business written in NZ dollars within New Zealand</i>	7.1	6.8
<i>Advance MLC Assurance Co. Limited</i>	n/a	n/a.

The following table provides an explanation of the changes in the Group's excess of net market value over net assets of NAFiM's controlled entities from 2003 to 2004:

	<b>Increase/ (decrease) in value of in force business \$m</b>	<b>Increase/ (decrease) in value of future new business \$m</b>	<b>Total increase/ (decrease) in excess of net market value over net assets \$m</b>
Insurance	(60)	148	88
Investments	97	(308)	(211)
Other	(89)	55	(34)
Total	(52)	(105)	(157)

**25 Due to other financial institutions**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Interest-bearing (1)	10,936	9,466	10,936	9,463
Non-interest-bearing	28	37	28	37
	<b>10,964</b>	9,503	<b>10,964</b>	9,500
<b>Overseas</b>				
Interest-bearing (1)	30,591	42,673	27,256	38,512
Non-interest-bearing	489	354	455	290
	<b>31,080</b>	43,027	<b>27,711</b>	38,802
Total due to other financial institutions	<b>42,044</b>	52,530	<b>38,675</b>	48,302

(1) Comparative information has been restated to reflect the reclassification of repurchase agreements with other financial institutions from deposits and other borrowings to due to other financial institutions. Refer to note 1(d) for further information.

**26 Deposits and other borrowings**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Australia</b>				
Deposits				
Deposits not bearing interest	6,050	5,724	6,050	5,724
On-demand and short-term deposits (1)	48,153	48,428	48,153	48,428
Certificates of deposit (2)	19,357	14,352	19,311	14,275
Term deposits	32,057	26,653	32,057	26,546
Securities sold under agreements to repurchase (3)	1,006	980	1,006	980
Borrowings	11,388	9,938	11,280	9,937
	<b>118,011</b>	106,075	<b>117,857</b>	105,890
<b>Overseas</b>				
Deposits				
Deposits not bearing interest	7,466	7,329	551	530
On-demand and short-term deposits (1)	37,379	37,692	2,816	5,143
Certificates of deposit (4)	14,773	15,299	11,581	11,929
Term deposits	34,155	29,876	13,506	12,774
Securities sold under agreements to repurchase (3)	1,109	31	1,109	31
Borrowings	7,859	4,892		
	<b>102,741</b>	95,119	<b>29,563</b>	30,407
Total deposits and other borrowings	<b>220,752</b>	201,194	<b>147,420</b>	136,297

(1) Deposits available on demand or lodged for periods of less than 30 days.

(2) *Comparative information has been restated to reflect the reclassification of transferable certificates of deposit from deposits and other borrowings to bonds, notes and subordinated debt . Refer to note 1(d) for further information.*

(3) *Comparative information has been restated to reflect the reclassification of repurchase agreements with other financial institutions from deposits and other borrowings to due to other financial institutions . Refer to note 1(d) for further information.*

(4) *In relation to medium-term notes issued by the Group s controlled entity, Bank of New Zealand, 2004 information has been reclassified from deposits and other borrowings to bonds, notes and subordinated debt . Comparative information has not been reclassified as it is impracticable to do so. Refer to note 1(d) for further information.*

Funds are derived from well-diversified resources spread over the following geographic locations. Concentrations of deposits and other borrowings by geographical location are based on the geographical location of the office in which the deposits and other borrowings are recognised.

Australia	<b>118,011</b>	106,075
Europe	<b>62,133</b>	57,628
New Zealand	<b>25,643</b>	21,694
United States	<b>11,287</b>	11,828
Asia	<b>3,678</b>	3,969
Total deposits and other borrowings	<b>220,752</b>	201,194

**Maturities of deposits**

The following table shows the maturity profile of the Group's certificates of deposit and term deposits issued with a value of \$100,000 or more at September 30, 2004:

	0 to 3 month(s) \$m	3 to 6 months \$m	6 to 12 months \$m	Over 12 months \$m	Total \$m
<b>Australia</b>					
Certificates of deposit	18,991	167	196	3	19,357
Term deposits	20,098	2,417	1,867	216	24,598
	39,089	2,584	2,063	219	43,955
<b>Overseas</b>					
Certificates of deposit	8,424	4,339	1,713	297	14,773
Term deposits	22,828	3,120	2,084	2,462	30,494
	31,252	7,459	3,797	2,759	45,267
Total certificates of deposit and term deposits	70,341	10,043	5,860	2,978	89,222

**Short-term borrowings**

Short-term borrowings of the Group include the commercial paper programs of the Company, National Australia Funding (Delaware), Inc., and Bank of New Zealand. The following table sets forth information concerning the Group's commercial paper programs for each of the last three years ended September 30:

	2004 \$m	Group 2003 \$m	2002 \$m
<b>Commercial paper</b>			
Balance outstanding at balance date	17,868	14,555	11,167
Maximum outstanding at any month end	20,592	16,621	15,455
Approximate average amount outstanding during the year	16,343	10,867	9,678
Approximate weighted average interest rate on			
Balance outstanding at balance date (per annum)	2.2%	1.6%	2.2%
Average amount outstanding during the year (per annum)	1.9%	2.1%	2.5%

**27 Life insurance policy liabilities**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Business valued by projection method				
Value of future policy benefits	5,074	5,375		
Future bonuses	511	523		
Value of future expenses	1,182	1,078		
Future profit margins	1,449	1,442		
Value of future premiums	(5,653)	(5,352)		
Total business valued by projection method	2,563	3,066		
Business valued by accumulation method				

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Value of future policy benefits	<b>34,057</b>	29,784
Future charges for acquisition costs	<b>(626)</b>	(541)
Total business valued by accumulation method	<b>33,431</b>	29,243
Unvested policyholder benefits	<b>140</b>	148
Total policy liabilities (1)	<b>36,134</b>	32,457

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(1) *Included in the above policy liabilities are capital guarantees of \$4,502 million (2003: \$4,328 million) provided on annuity products, money invested in the cash options of investment-linked business, whole of life and endowment policies and investment account policies.*

The calculation of policy liabilities is subject to various actuarial assumptions which are summarised in note 54. All policy liabilities relate to the business conducted in the statutory funds, including international life insurance funds, and will be settled from the assets of each statutory fund (refer to note 1(x)).

**28 Income tax liabilities**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Provision for income tax	203	725	55	319
Provision for deferred income tax	975	812	685	243
Total income tax liabilities	1,178	1,537	740	562
Provision for deferred income tax comprises:				
Lease finance	34	85	34	70
Leveraged leasing	74	74	74	73
Depreciation	124	90	67	30
Statutory funds	218	16	218	
Prepaid pension costs	180	189		
Other timing differences	345	358	292	70
Total provision for deferred income tax	975	812	685	243

**29 Provisions**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Employee entitlements	594	574	492	476
Non-lending losses	148	174	38	111
Restructuring costs	86	159	28	78
Specific provision for off-balance sheet credit-related commitments	10	16	5	10
Other	291	339	66	93
Total provisions	1,129	1,262	629	768
Provision for restructuring costs comprises:				
Termination benefits and outplacement	47	96	5	29
Occupancy	29	46	19	35
Other	10	17	4	14
Total provision for restructuring costs	86	159	28	78
<b>Reconciliations of movements in provisions</b>				
<b>Non-lending losses</b>				
Balance at beginning of year	174	146	111	113
Provision	116	100	38	34
Payments	(68)	(49)	(37)	(36)
Provision no longer required (1)	(74)	(23)	(74)	
Balance at end of year	148	174	38	111
<b>Restructuring costs</b>				
Balance at beginning of year	159	347	78	191
Provision	12			
Payments	(85)	(164)	(50)	(110)
Provision no longer required		(24)		(3)
Balance at end of year	86	159	28	78

**Specific provision for off-balance sheet credit-related commitments (2)**

Balance at beginning of year	<b>16</b>	105	<b>10</b>	104
Provision		13		8
Provision no longer required	<b>(6)</b>	(102)	<b>(5)</b>	(102)
Balance at end of year	<b>10</b>	16	<b>5</b>	10

**Other**

Balance at beginning of year	<b>339</b>	532	<b>93</b>	114
Provision	<b>27</b>	34		1
Payments	<b>(57)</b>	(60)	<b>(27)</b>	(22)
Sale of foreign controlled entity (3)		(28)		
Provision no longer required	<b>(18)</b>	(139)		
Balance at end of year	<b>291</b>	339	<b>66</b>	93

(1) *For 2004, this amount includes \$64 million in relation to the write-back of the HomeSide US revision of accounting estimate. Refer to note 5(a).*

(2) *Movements in the specific provision for off-balance sheet credit-related commitments represent transfers to or from the provision for doubtful debts.*

(3) *Relates to the sale of SR Investment, Inc. on October 1, 2002 (refer to note 5(a)).*



**30 Bonds, notes and subordinated debt**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Medium-term notes (1)	21,797	16,685	21,302	16,685
Other senior notes (2)	1,604	2,164	975	1,550
Subordinated medium-term notes	9,071	5,289	9,071	5,289
Other subordinated notes	108	130	108	130
Total bonds, notes and subordinated debt	32,580	24,268	31,456	23,654
Net premiums and deferred gains/(losses)	(7)	(11)	(7)	(11)
Total net bonds, notes and subordinated debt	32,573	24,257	31,449	23,643

(1) *In relation to medium-term notes issued by the Group's controlled entity, Bank of New Zealand, 2004 information has been reclassified from deposits and other borrowings to bonds, notes and subordinated debt. Comparative information has not been reclassified as it is impracticable to do so. Refer to note 1(d) for further information.*

(2) *Comparative information has been restated to reflect the reclassification of transferable certificates of deposit from deposits and other borrowings to bonds, notes and subordinated debt. Refer to note 1(d) for further information.*

The maturity analysis of bonds, notes and subordinated debt based on remaining maturity is set out in note 40.

**Medium-term notes**

The Group operates a number of medium-term notes programs:

under the Euro medium-term notes program of the Company, notes may be issued up to an aggregate amount of US\$25.0 billion for terms of three months or more. At September 30, 2004, based on exchange rates at dates of issue, the Company had US\$16.9 billion outstanding under this program;

under the domestic medium-term notes program of the Company, the aggregate issue amount is not limited. At September 30, 2004, the Company had \$1.7 billion outstanding under this program;

under the Bank of New Zealand medium-term notes program, the aggregate issue amount is not limited but subject to the Asset and Liability Management Committee approval. At September 30, 2004, the Group had NZ\$563 million (gross) outstanding under this program;

under the US medium-term notes program of the Company, US\$2.6 billion is currently available. At September 30, 2004, the Company had US\$2.0 billion outstanding under this program; and

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under the US medium-term notes program through the Company's New York branch, notes may be issued up to an aggregate amount of US\$1.0 billion for terms of nine months or more. At September 30, 2004, the Company had no outstanding issues under this program.

Outstanding medium-term notes issued by the Group pursuant to medium-term notes programs at September 30 were as follows:

AUD Euro medium-term notes (1)	2,485	2,785	2,485	2,785
CAD Euro medium-term notes (1)	826		826	
EUR Euro medium-term notes (1)	3,509	1,111	3,509	1,111
GBP Euro medium-term notes (1)	3,635	2,701	3,635	2,701
HKD Euro medium-term notes (1)	1,023	1,303	1,023	1,303
JPY Euro medium-term notes (1)	889	536	889	536
NZD Euro medium-term notes (1)	529	668	529	668
SGD Euro medium-term notes (1)	91	94	91	94
USD Euro medium-term notes (1)	7,162	7,382	7,162	7,382
NOK Euro medium-term notes (1)	103	105	103	105
AUD medium-domestic notes (2)	1,050		1,050	
NZD Bank of New Zealand medium-term notes (3)	495			
Total medium-term notes	21,797	16,685	21,302	16,685

(1) Notes issued under the Company's Euro medium-term notes program.

(2) Notes issued under the Company's domestic medium-term notes program.

(3) Notes issued by Bank of New Zealand, net of NZ\$35 million held by the Group.

**Other senior notes**

Outstanding other senior notes issued by the Group under stand-alone programs as at September 30 were as follows:

AUD floating rate note (FRN) transferable certificates of deposit notes (1)	975	1,550	975	1,550
GBP 250m structured finance bond issue due 09/03/2008	629	614		
Total other senior notes	1,604	2,164	975	1,550

(1) Notes issued under the Company's transferable certificate of deposit program. This is net of \$25 million issuance held by the Group.

**Subordinated notes**

Certain notes are subordinated in right of payment to the claims of depositors and all other creditors of the Company. Subordinated notes with an original maturity of at least five years constitute Tier 2 capital as defined by APRA for capital adequacy purposes.

**Subordinated medium-term notes**

Subordinated notes have been issued under the Euro medium-term notes and the US medium-term notes programs of the Company, described above.

Outstanding subordinated medium-term notes issued by the Company under medium-term notes programs as at September 30 were as follows:

<b>USD subordinated Euro medium-term notes (1)</b>				
USD 300m subordinated Euro medium-term FRN due 03/12/2008	420	441	420	441
USD 100m subordinated Euro medium-term FRN due 06/15/2009 (2)		147		147
USD 200m subordinated Euro medium-term FRN due 05/08/2011	280	294	280	294
USD 300m subordinated Euro medium-term FRN due 08/29/2013	420	441	420	441
USD 750m subordinated Euro medium-term FRN due 06/23/2014	1,049		1,049	
<b>USD subordinated medium-term notes (3)</b>				
USD 400m 6.6% subordinated medium-term notes due 12/10/2007	560	588	560	588
USD 700m subordinated medium-term FRN due 05/19/2010	979	1,029	979	1,029
USD 900m 8.6% subordinated medium-term notes due 05/19/2010	1,258	1,322	1,258	1,322
<b>EUR subordinated Euro medium-term notes (1)</b>				
EUR 600m subordinated Euro medium-term FRN due 09/23/2014	1,035		1,035	
EUR 600m 3.875% subordinated Euro medium-term notes due 06/04/2015	1,035	1,027	1,035	1,027
EUR 500m 4.5% subordinated Euro medium-term notes due 06/23/2016	862		862	
<b>GBP subordinated Euro medium-term notes (1)</b>				
GBP 200m 5.375% subordinated Euro medium-term notes due 10/28/2015	503		503	
<b>AUD subordinated domestic medium-term notes (4)</b>				
AUD 450m 6.5% subordinated domestic medium-term note due 06/02/2014	450		450	
AUD 220m subordinated domestic medium-term FRN due 06/02/2014	220		220	
Total subordinated medium-term notes	9,071	5,289	9,071	5,289

(1) Notes issued under the Company's Euro medium-term notes program.

(2) The call option to redeem the US\$100 million subordinated Euro medium-term note maturing June 15, 2009 was exercised on June 15, 2004. These notes were redeemed in full.

(3) Notes issued under the Company's US medium-term notes program.

(4) *Notes issued under the Company's domestic medium-term notes program.*

#### Other subordinated notes

The Company has conducted a number of stand-alone subordinated note issues.

Outstanding other subordinated notes issued by the Company under stand-alone programs as at September 30 were as follows:

AUD 22m subordinated FRN due 06/08/2004 (1)		22		22
AUD 25m subordinated FRN due 06/08/2006 (1)	25	25	25	25
AUD 40m subordinated FRN due 06/08/2008 (1)	40	40	40	40
AUD 3m subordinated FRN due 06/08/2010	3	3	3	3
AUD 20m 7.5% subordinated notes due 12/15/2027	20	20	20	20
AUD 20m 7.5% subordinated notes due 06/15/2028	20	20	20	20
Total other subordinated notes	108	130	108	130

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(1) *These extendable notes were initially issued with a maturity of June 8, 2000. \$110 million were redeemed on June 10, 1997. As from June 8, 2001, \$22 million had a maturity of June 8, 2004, \$25 million have a maturity date of June 8, 2006, and the remaining \$40 million have a maturity of June 8, 2008.*

**31 Other debt issues**

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Perpetual floating rate notes	350	367	350	367
Exchangeable capital units	1,262	1,262		
Fixed rate securities		114		
Total other debt issues	1,612	1,743	350	367

**Perpetual floating rate notes**

On October 9, 1986, the Company issued US\$250 million (\$460 million) undated subordinated floating rate notes. Interest is payable semi-annually in arrears in April and October at a rate of 0.15% per annum above the arithmetic average of the rates offered by the reference banks for six month US dollar deposits in London.

The notes are unsecured obligations of the Company, subordinated in that:

payments of principal and interest on the notes will only be payable to the extent that, after such payment, the Company remains solvent;

the payment of interest will also be optional if a dividend has not been declared, paid or made in the preceding 12 months; and

in the event of the winding-up of the Company, the rights of the noteholders will rank in preference only to the rights of preferred and ordinary shareholders and creditors whose claims rank, or are expressed to rank, after the noteholders and couponholders.

The notes have no final maturity. All or some of the notes may be redeemed at the option of the Company with the prior consent of APRA.

**Exchangeable capital units**

On March 19, 1997, National Australia Capital Securities (UK) PLC, a controlled entity, received funds following the issue of 40 million exchangeable capital units at US\$25 each with a cumulative return of 7 7/8% per annum. Under the terms of the exchangeable capital units, the Company has the option to require the exchange of all, but not part, of the exchangeable capital units at any time for 7 7/8% convertible non-cumulative preference shares of the Company. Holders of the exchangeable capital units or the convertible non-cumulative preference shares have the option at any time to exchange their holdings for ordinary shares of the Company (or, at the Company's option, cash) initially at the rate of 1.6365 ordinary shares per exchangeable capital unit or convertible non-cumulative preference share, subject to anti-dilution provisions.

As a result of certain holders of exchangeable capital units exercising their options to exchange their holdings for ordinary shares of the Company, the number of exchangeable capital units at September 30, 2004 is 39,995,800 (2003: 39,999,800).

The Company has the right to redeem all or part of the exchangeable capital units or redeem all or part of the convertible non-cumulative preference shares under a special offer at any time after March 19, 2007, with the prior consent of APRA.

### Fixed rate securities

As at September 30, 2003, MLC Limited held US\$75 million (\$114 million) of funds raised through the issue of subordinated securities in a global offering outside Australia. The securities had a fixed coupon of 7.53% per annum. These securities were repaid on July 14, 2004.

### 32 Other liabilities

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Accrued interest payable	1,623	1,282	1,000	896
Payables and accrued expenses	1,738	1,411	880	645
Notes in circulation	2,820	2,349		
Other life insurance liabilities (1)				
Unsettled investment liabilities	33	301		
Outstanding policy claims	83	79		
Reinsurance creditors	48	68		
Other	103	110		
Securities sold short	845	2,284	840	2,243
Other	6,334	6,355	3,880	3,508
Total other liabilities	13,627	14,239	6,600	7,292

(1) *Life insurance statutory fund liabilities are quarantined and will be settled from the assets of the statutory funds (refer to note 1(o)).*

**33 Contributed equity**

	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
<b>Issued and paid-up share capital</b>					
Ordinary shares, fully paid	7,271	6,078	7,256	7,271	6,078
Ordinary shares, partly paid to 25 cents (1)					
Preference shares, fully paid (2)		730	730		730
<b>Other contributed equity</b>					
National Income Securities	1,945	1,945	1,945	1,945	1,945
Trust Preferred Securities	975	975			
	<b>10,191</b>	<b>9,728</b>	<b>9,931</b>	<b>9,216</b>	<b>8,753</b>

(1) Ordinary shares, partly paid to 25 cents have a value of less than \$1 million.

(2) On January 22, 2004, the Company bought back 36,008,000 fully paid non-converting non-cumulative preference shares of the Company that were issued in connection with the issue of 18,004,000 Trust Units Exchangeable for Preference Shares<sup>TM</sup> (TrUEPrS<sup>SM</sup>) in 1998. TrUEPrS<sup>SM</sup> were redeemed on the same date.

**Reconciliations of movements in contributed equity**

<b>Ordinary share capital</b>					
Balance at beginning of year	6,078	7,256	8,050	6,078	7,256
Shares issued					
Dividend reinvestment plan	616	170	323	616	170
Underwriting of dividend reinvestment plan (1)	686			686	
Executive option plan no. 2 (2)	52	135	81	52	135
Share purchase plan (3)		80	47		80
Paying up of partly paid shares	1	2	3	1	2
Shares bought back	(162)	(1,565)	(1,248)	(162)	(1,565)
Balance at end of year	7,271	6,078	7,256	7,271	6,078

The number of ordinary shares on issue for the last three years at September 30 was as follows:

	2004 No. 000	Company 2003 No. 000	2002 No. 000
<b>Ordinary shares, fully paid</b>			
Balance at beginning of year	1,503,956	1,533,920	1,550,303
Shares issued			

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Dividend reinvestment plan	21,206	5,161	9,812
Bonus share plan	3,364	3,187	2,613
Underwriting of dividend reinvestment plan (1)	22,959		
Staff share ownership plan (2)	805	501	623
Staff share allocation plan (2)	1,620	1,065	734
Executive option plan no. 2 (2)	2,225	6,395	4,235
Share purchase plan (3)		2,435	1,399
Exchangeable capital units converted	7		
Paying up of partly paid shares	116	241	352
Shares bought back	(5,472)	(48,949)	(36,151)
	1,550,786	1,503,956	1,533,920
<b>Ordinary shares, partly paid to 25 cents</b>			
Balance at beginning of year	679	920	1,272
Paying up of partly paid shares	(116)	(241)	(352)
	563	679	920
Total number of ordinary shares on issue at end of year	1,551,349	1,504,635	1,534,840

(1) *The dividend reinvestment plan for the 2004 interim dividend was underwritten by Merrill Lynch & Co., which subscribed for 22,959,461 ordinary shares to the value of \$686 million.*

(2) *Refer to note 38 for details on employee share and option plans.*

(3) *In 2004, no ordinary shares were issued under the share purchase plan.*

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share on a show of hands or, on a poll, one vote for each fully paid ordinary share held at shareholders meetings.



In the event of a winding-up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

During 2004, the Company completed an on-market buy-back of 5,472,247 (2003: 48,949,487) fully paid ordinary shares, representing 0.4% (2003: 3.3%) of fully paid ordinary shares on issue. The total consideration for shares bought back on-market was \$162 million (2003: \$1,565 million), being an average, including incidental costs, of \$29.58 per share (2003: \$31.98 per share). The highest price paid per share was \$30.22 (2003: \$34.35) and the lowest price paid was \$28.70 (2003: \$28.40).

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
<b>Preference shares</b>					
Balance at beginning of year	730	730	730	730	730
Preference shares bought back	(730)			(730)	
Balance at end of year		730	730		730

On September 30, 1998, a total of 32,008,000 fully paid non-converting non-cumulative preference shares of the Company with a liquidation preference of US\$12.50 per share (TrUEPrS<sup>SM</sup> preference shares) were issued to a depositary in connection with an issue of 16,004,000 trust units exchangeable for preference shares<sup>TM</sup> (TrUEPrS<sup>SM</sup>) by NAB Exchangeable Preferred Trust, a Delaware business trust that is not controlled by the Company. The underwriters with respect to the TrUEPrS<sup>SM</sup> issue subsequently exercised an option resulting in a further issuance of 2,000,000 TrUEPrS<sup>SM</sup> (and accordingly, in the issue of a further 4,000,000 TrUEPrS<sup>SM</sup> preference shares).

On January 22, 2004, the Company bought back 36,008,000 TrUEPrS<sup>SM</sup> preference shares that were issued in connection with the issue of the 18,004,000 TrUEPrS<sup>SM</sup>. The TrUEPrS<sup>SM</sup> were redeemed on the same date. The financial effects of the buy-back, redemption and dissolution of the capital raising structure included a reduction in the contributed equity of \$730 million, a reduction in cash of \$582 million and a net increase in retained profits of \$148 million. In addition, \$168 million has been transferred from the foreign currency translation reserve to retained profits representing the reserve balance attributable to the entity that had issued these instruments.

Prior to the redemption on January 22, 2004, the holders of TrUEPrS<sup>SM</sup> received distributions quarterly in arrears at the rate of 8% per annum on a non-cumulative basis. Holders of the TrUEPrS<sup>SM</sup> preference shares were entitled to vote together with the holders of ordinary shares in the Company (to the extent that these shareholders were entitled to vote) on the basis of one vote per TrUEPrS<sup>SM</sup> preference share on a limited number of matters including any proposal to wind up the Company or any proposal to affect the rights attaching to the TrUEPrS<sup>SM</sup> preference shares.

*TrUEPrS<sup>SM</sup> is a service mark of Merrill Lynch & Co., Inc.*

Group

Company

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	2004 \$m	2003 \$m	2002 \$m	2004 \$m	2003 \$m
<b>National Income Securities</b>					
Balance at beginning of year	<b>1,945</b>	1,945	1,945	<b>1,945</b>	1,945
Balance at end of year	<b>1,945</b>	1,945	1,945	<b>1,945</b>	1,945

On June 29, 1999, the Company issued 20,000,000 National Income Securities (NIS) at A\$100 each. These securities are stapled securities, comprising one fully paid note of A\$100 issued by the Company through its New York branch and one unpaid preference share issued by the Company (NIS preference share). The amount unpaid on a NIS preference share will become due in certain limited circumstances, such as if an event of default occurs. If the amount unpaid on a NIS preference share becomes due, the holder can, and must, transfer to the Company the note stapled to that NIS preference share. The transfer of the note to the Company will satisfy the holder's obligation to pay up the amount on the NIS preference share. The holder will then hold a fully paid NIS preference share.

Each holder of NIS is entitled to non-cumulative distributions based on a rate equal to the Australian 90 day bank bill rate plus 1.25% per annum, payable quarterly in arrears commencing on August 15, 1999. A minimum interest rate of at least 6% per annum was payable until May 15, 2000. Holders of NIS preference shares are not entitled to dividends until the NIS preference shares become fully paid. If the NIS preference shares become fully paid, holders will receive, if declared, a dividend calculated at the same rate and payable on the same basis as for the NIS.

If a dividend is not paid on the NIS preference shares, the Company cannot, in certain circumstances, pay distributions, redeem, buy back or reduce capital on any other shares of the Company that rank equally with or junior to the NIS preference shares.

Holders of the NIS preference shares are entitled to vote together with the holders of ordinary shares in the Company (to the extent that these shareholders are entitled to vote) on the basis of one vote per NIS preference share on a limited number of matters including any proposal to wind up the Company or any proposal to affect the rights attaching to the NIS preference shares.

With the prior consent of APRA, the Company may, at any time, redeem each note for A\$100 (plus any accrued distributions) and buy back or cancel the NIS preference share stapled to the note for no consideration.

NIS have no maturity date, are quoted on ASX and on a winding-up of the Company will rank for a return of capital behind all deposit liabilities and creditors of the Company, but ahead of ordinary shareholders. In a winding-up of the Company, the holders of fully paid NIS preference shares issued in connection with the NIS will generally rank equally with the holders of other preference shares of the Company with the same number with respect to priority on payment in a winding-up (as specified in accordance with the Company's constitution), and will rank for a return of capital on the NIS preference shares in priority to the holders of ordinary shares. Preference shares may be issued by the Company in connection with the exchangeable capital units and the Trust Preferred Securities.

	2004	Group	2002	2004	Company
	\$m	2003	\$m	\$m	2003
		\$m			\$m
<b>Trust Preferred Securities</b>					
Balance at beginning of year	975	975			
Balance at end of year	975	975			

On September 29, 2003, the Group raised GBP400 million through the issue by National Capital Trust I (a controlled entity formed in Delaware) of 400,000 Trust Preferred Securities at GBP1,000 each, to be used by the Company's London branch. Each Trust Preferred Security earns a non-cumulative distribution, payable semi-annually in arrears until December 17, 2018 equal to 5.62% per annum and, in respect of each five year period after that date, a non-cumulative distribution payable semi-annually in arrears at a rate equal to the sum of the yield to maturity of the five year benchmark UK government bond at the start of that period plus 1.93%. The securities are constituted by instruments governed by New York and Delaware law.

In certain limited circumstances, the Trust Preferred Securities will be exchanged for redeemable preference shares in the Company (TPS preference shares). These take the form of Global Depositary Shares evidenced by Global Depositary Receipts. The circumstances in which the exchange event will occur include if a distribution is not paid on the Trust Preferred Securities or if the Company does not maintain certain prudential regulatory standards. The Company also has discretion to exchange the Trust Preferred Securities for TPS preference shares at any time.

If issued, each holder of a TPS preference share would receive, if declared, non-cumulative dividends calculated at the same rate and payable on the same basis as apply to the Trust Preferred Securities.

If a distribution is not paid on the Trust Preferred Securities, or a dividend is not paid on the TPS preference shares, the Company cannot, with certain exceptions, pay distributions, redeem, buy back or reduce capital on any other shares or other capital instruments of the Company that rank equally with or junior to the securities unless it has paid 12 months' distributions on the securities or an optional dividend.

Holders of the TPS preference shares (if issued) would be entitled to vote together with the holders of ordinary shares in the Company (to the extent that these shareholders were entitled to vote) on the basis of one vote per TPS preference share on a limited number of matters, including any proposal to wind up the Company or any proposal to affect the rights attaching to

the TPS preference shares.

With the prior consent of APRA, the Trust Preferred Securities may be redeemed by the issuer in certain limited circumstances. These circumstances are on December 17, 2018 and on every subsequent fifth anniversary, in which case the redemption price is GBP1,000 per Trust Preferred Security plus the unpaid distributions for the last six month distribution period, and otherwise only where certain adverse tax or regulatory events have occurred, in which case the redemption price may include a make-whole adjustment to compensate the investor for the investment opportunity lost by the early redemption (except where the tax event relates to withholding tax).

The TPS preference shares may be redeemed at any time after their issue (except where the Company has exercised its discretion to issue the TPS preference shares, in which case they can only be redeemed if certain adverse tax or regulatory events have occurred). The redemption price includes a make-whole adjustment to compensate the investor for the investment opportunity lost by the early redemption (except where the redemption relates to withholding tax). The TPS preference shares may also be redeemed on December 17, 2018 and on any subsequent fifth anniversary at par value of GBP1,000 per share plus the unpaid dividend for the last six month dividend period.

In a winding-up of the Company, the Trust Preferred Securities and (if issued) the TPS preference shares will generally rank equally with the holders of other preference shares and will rank for return of capital behind all deposit liabilities and creditors of the Company, but ahead of ordinary shareholders.

**34 Reserves**

	2004	Group	2002	2004	2003
	\$m	2003	\$m	\$m	\$m
		\$m		Company	
General reserve	942	1,128	856	14	12
Asset revaluation reserve	86	16	7	13	8
Foreign currency translation reserve	166	(251)	1,242	23	14
Total reserves	1,194	893	2,105	50	34

**Reconciliations of movements in reserves**

<b>General reserve</b>					
Balance at beginning of year		1,128	856	649	12
Transfer (to)/from retained profits		(186)	272	207	2
Balance at end of year		942	1,128	856	14

The general reserve includes statutory funds retained profits from the Group's life insurance business. Profits from the statutory funds are not immediately available for distribution. These profits will only be available after the respective life company's board has approved the transfer of surpluses from the statutory funds to the shareholders' fund.

<b>Asset revaluation reserve</b>					
Balance at beginning of year		16	7	16	8
Net increment on revaluation of land and buildings		71	9	9	5
Transfer to retained profits		(1)		(18)	
Balance at end of year		86	16	7	13

The asset revaluation reserve includes the net revaluation increments and decrements arising from the revaluation of non-current assets in accordance with Australian Accounting Standard AASB 1041 Revaluation of Non-Current Assets .

<b>Foreign currency translation reserve</b>					
Balance at beginning of year		(251)	1,242	1,762	14
Currency translation adjustments		226	(1,251)	(520)	6
Transfer to retained profits (1)		168			
Transfer to retained profits on sale of foreign controlled entity		23	(242)		3
Balance at end of year		166	(251)	1,242	23

(1) *The financial effects of the buy-back of preference shares and redemption of TrUEPr<sup>SM</sup> included a reduction in contributed equity of \$730 million, a reduction in cash of \$582 million and an increase in retained profits of \$148 million. In addition, \$168 million was transferred from the foreign currency translation reserve to retained profits representing the reserve balance attributable to the entity that had issued these instruments.*

The foreign currency translation reserve records the foreign currency differences arising from the translation of self-sustaining foreign operations, the translation of transactions that hedge the Company's net investment in a foreign operation or the translation of foreign currency monetary items forming part of the net investment in a self-sustaining operation.

### 35 Retained profits

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
Balance at beginning of year	13,786	11,148	10,337	11,799	7,306
Net profit attributable to members of the Company	3,177	3,955	3,373	2,417	5,720
Net effect on adoption of AASB 1044 Provisions, Contingent Liabilities and Contingent Assets		1,151			1,151
Transfer from/(to) general reserve	186	(272)	(207)	(2)	(1)
Transfer from asset revaluation reserve	1		18		
Transfer from foreign currency translation reserve (1)	(168)				
Increment on buy-back of preference shares (1)	148			148	
Transfer (to)/from foreign currency translation reserve on sale of foreign controlled entity	(23)	242		(3)	
Dividends paid (2)	(2,405)	(2,255)	(2,266)	(2,405)	(2,255)
Dividend provision not required			80		
Distributions on other equity instruments	(187)	(183)	(187)	(132)	(122)
Balance at end of year	14,515	13,786	11,148	11,822	11,799

(1) *The financial effects of the buy-back of preference shares and redemption of TrUEPrS<sup>SM</sup> included a reduction in contributed equity of \$730 million, a reduction in cash of \$582 million and an increase in retained profits of \$148 million. In addition, \$168 million was transferred from the foreign currency translation reserve to retained profits representing the reserve balance attributable to the entity that had issued these instruments.*

(2) *In respect of the year ended September 30, 2002, this amount includes dividends paid or provided for. Prior to the Group adopting the Australian Accounting Standard AASB 1044 Provisions, Contingent Liabilities and Contingent Assets, which was adopted by the Group from October 1, 2002, the Group recognised a provision for dividends in the reporting period to which the dividend related, rather than at the time the dividend was declared, determined or publicly recommended.*

### 36 Outside equity interest

	2004 \$m	Group 2003 \$m	2002 \$m	Company 2004 \$m	2003 \$m
<b>Life insurance business</b>					
Contributed equity	3,365	2,288	68		
Reserves	139	(26)			
Retained profits/(accumulated losses)	362	352	(1)		
Outside equity interest Life insurance business (1)	3,866	2,614	67		
<b>Other</b>					
Contributed equity		198			
Accumulated losses		(8)			
Outside equity interest Other		190			
Total outside equity interest	3,866	2,804	67		

(1) *During 2003, the Group's life insurance statutory funds reorganised their business operating model to increase the level of investments held through registered schemes rather than directly held investments in debt and equity securities. As the statutory funds are considered to have the capacity to control a certain number of these registered schemes, the Group has consolidated them. Refer to note 1(f). The names of the registered schemes which the Group has consolidated as at September 30, 2004, are as follows:*

*MLC (NCIT) Global Share Trust;*

*WM Pool NISM Cash Trust (formerly MLCI Pool NAM Cash Trust);*

*WM Pool Private Equity Trust;*

*WM Sector Australian Equity Trust;*

*WM Sector Diversified Debt (All) Trust;*

*WM Sector Diversified Debt (Short) Trust;*

*WM Sector Property Securities Trust;*

*National Managed Investor International Trust;*

*National Diversified Managers Fixed Interest Fund;*

*National Diversified Managers Australian Share Fund; and*

*National Short Term Money Market Fund.*

### 37 Total equity reconciliation

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
Balance at beginning of year	27,211	23,251	23,557	20,586	17,310
Total changes in equity recognised in the statement of financial performance (1)	3,474	3,864	2,862	2,428	6,831
Transactions with owners as owners					
Contributions of equity	1,355	1,362	454	1,355	387
Share buy-back	(162)	(1,565)	(1,248)	(162)	(1,565)
Dividends (2)	(2,405)	(2,255)	(2,186)	(2,405)	(2,255)
Distributions on other equity instruments	(187)	(183)	(187)	(132)	(122)
Buy-back of preference shares (3)	(582)			(582)	
Total changes in outside equity interest	1,062	2,737	(1)		
Balance at end of year	29,766	27,211	23,251	21,088	20,586

(1) This represents comprehensive income using US GAAP terminology (refer to note 56 for total comprehensive income under US GAAP).

(2) Comprises dividends paid or provided for net of dividend provisions not required.

(3) The financial effects of the buy-back of preference shares and redemption of TrUEPrS<sup>SM</sup> included a reduction in contributed equity of \$730 million, a reduction in cash of \$582 million and an increase in retained profits of \$148 million. In addition, \$168 million was transferred from the foreign currency translation reserve to retained profits representing the reserve balance attributable to the entity that had issued these instruments.



## 38 Shares, performance options and performance rights

Shares (subject to various restrictions), performance options and performance rights are used by the Group to provide short-term and long-term incentives to employees. These incentives are an integral part of the Group's remuneration strategy in rewarding an employee's current and future contribution to the Group's performance (*refer to note 51 for further information about the Group's remuneration strategy*).

The plans described below involve the provision of shares to employees of the Group and to non-executive directors of the Company, and performance options and performance rights to senior employees of the Group.

### (a) National Australia Bank Staff Share Ownership Plan (staff share ownership plan)

The staff share ownership plan was approved by shareholders by special resolution in January 1997 and again approved at the 2002 annual general meeting. Details of issues and acquisitions under this plan are set out in Table 1.

This plan provides for the Board to invite any employee or non-executive director of the Group to participate in an offer under this plan. The Board may also invite any employee to apply for a loan to acquire shares or offer to have the Company provide funds to acquire shares subject to the provisions of applicable laws and regulations (including the United States *Sarbanes-Oxley Act of 2002*). The Board determines the number of shares to be made available and the formula to be used in calculating the price per share. The Company may provide funds for a trustee to subscribe for or purchase fully paid ordinary shares in the Company on behalf of participating employees or non-executive directors (if required). The trustee must subscribe for or purchase the shares within a predetermined timeframe.

Shares acquired under this plan are held in trust, and may not be dealt with by the employee or non-executive director until a prescribed period after they were acquired, unless otherwise determined by the Board. While held in trust, employees and non-executive directors receive dividends and may exercise voting rights (through the trustee) in respect of the shares. Other restrictions may apply to the shares depending on the program under which they are offered. Some shares may also be forfeited in certain limited circumstances.

If shares are acquired using a loan under this plan, the shares are held in trust until the loan is repaid. For so long as the loan is not due for repayment, the loan is provided at no interest and the loan will be repaid by the dividends from the shares. The loan must be repaid if the employee ceases employment with the Group. An employee may direct the trustee to sell the shares to satisfy this repayment obligation. If the proceeds of the sale are insufficient to fully repay the outstanding loan balance, the Company may forgive the difference.

Shares must not be issued under this plan if the total number of shares issued in the last five years under the Company's employee share, performance option or performance rights plans and the total number of outstanding performance options and performance rights granted under its plans, including any proposed offer, exceed 5% of the number of shares in the issued share capital of the Company at the time of the proposed offer. This calculation does not include offers or grants made of shares, performance options or performance rights acquired as a result of an offer made to a person situated outside Australia at the time of the offer or offers which did not need disclosure under section 708 of the *Corporations Act 2001 (Cth)* (eg. shares provided to executive officers of the Company), otherwise than as a result of relief granted by ASIC.

### Non-executive directors' remuneration

Non-executive directors are required to receive at least 10% of their fees in the form of shares under this plan. This arrangement is designed to align directors' interests with shareholders' interests, and provides flexibility in the remuneration structure. The shares are generally acquired twice annually, and directors may receive a greater percentage of their fees in shares (up to a total of 40%), rather than payment in cash. A director will be restricted from dealing in the shares for a restriction period of any length between one and ten years (the period is determined taking into account directors' previously stated preferences). The shares are transferred to the director on the expiration of this period, unless the director ceases to hold office earlier, or the trustee determines that an event has occurred (eg. a takeover offer being made in relation to the Company).

**Employee offers**



A number of offers were made to employees under this plan in 2004 as shown in table 1:

the Ownership Offer provides for certain Wealth Management group employees to receive up to 5% of their notional benefit salary in shares, based on length of service (continuing an arrangement in place prior to acquisition of the MLC group), issued biannually. Eligibility to participate in the Ownership Offer program is dependent upon, inter alia, being employed by the Wealth Management group prior to January 1, 2003;

Australian employees may be provided an At-Risk Reward (short-term or annual incentive) for individual and business performance. Wealth Management group employees may be provided a similar Performance Reward for individual or team contribution to the overall performance of the Wealth Management group. Eligible employees were able to express a preference to be provided all or part of their reward in shares (and may express a preference for a restriction period of any length between three and ten years);

permanent Wealth Management group employees participate in a program known as Owing Our Success which rewards them annually in the form of shares for their contribution to the improvement in the value of the Group and of Wealth Management (measured against an EVA<sup>®</sup> target). The January 2004 Owing Our Success offer (shown in Table 1) included only the Group portion, as there was no award under the Wealth Management portion in respect of the year to September 30, 2003. A similar offer was made to other employees under the staff share allocation plan for the Group portion (*refer to*

(b) below). There will be no Owing Our Success offer under the Group portion in respect of the year to September 30, 2004, as the Group EVA<sup>®</sup> target was not met;

recognition awards may be provided in the form of shares to reward individuals for accepting additional responsibilities for a limited period of time, and where there is no related increase in their fixed remuneration. The provision of shares under this plan is desired over the use of cash payments as it provides a stronger retention and shareholder value link to the reward;

commencement benefits were provided to the Chief Executive Officer, Australia, Mr Ahmed Fahour, in September 2004 in the form of shares under this plan; and

the MLC group acquired an interest in Medfin Australia Pty Ltd (Medfin) prior to the acquisition of the MLC group by the Group. Subsequently, the remaining share capital of Medfin has been acquired by the Group, which resulted in an obligation to provide retention benefits to Medfin employees by way of shares in the Company. The final Medfin offer was made in October 2003.

In addition to previous offers under the above programs, details of the following are also included in table 1:

in January 2002 and July 2002, the Company paid retention/transition benefits in the form of shares to certain employees of the MLC group to remain within the Group (an arrangement related to the acquisition of the MLC group in 2000); and

in November 2001 and May 2002, permanent Wealth Management employees participated in a value share program which rewarded them for improvement in the value of Wealth Management. This program was replaced by the Owing Our Success program described above.

Shareholder approval was sought and given at the 2003 annual general meeting for the provision of deferred shares and matching shares (under the terms of this plan) to the former Managing Director and Chief Executive Officer, Mr Frank Cicutto, as part of his short-term (annual) incentive. No shares were provided to Mr Cicutto under these arrangements due to his resignation. The new Managing Director and Chief Executive Officer, Mr John Stewart, is required to accept at least half of any short-term (annual) incentive reward in the form of shares, subject to requisite shareholder approval (under the terms of this plan). The first offer of these shares is intended in February 2005, provided shareholder approval is given at the 2004 annual general meeting (to be held on January 31, 2005).

*EVA<sup>®</sup> is a registered trademark of Stern Stewart & Co.*

**(b) National Australia Bank Staff Share Allocation Plan (staff share allocation plan)**

The staff share allocation plan was approved by shareholders by special resolution in January 1997 and again at the 2002 annual general meeting. Details of issues and acquisitions under this plan are set out in Table 1 below.

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This plan provides for the Board to invite any employee of the Group to participate in an offer under this plan. Under this plan, the Company provides funds (if required) for a trustee to subscribe for or purchase fully paid ordinary shares in the Company on behalf of participating employees. These shares are held by the trustee for three years, or until the employee ceases employment with the Group. Employees receive dividends and may exercise voting rights (through the trustee) in respect of the shares, but otherwise cannot deal with the shares until the restriction period concludes. The shares are not subject to forfeiture.

Shares must not be offered under this plan if the total number of shares issued in the last five years under the Company's employee share, performance option or performance rights plans and the total number of outstanding performance options and performance rights granted under its plans, including any proposed offer, exceed 5% of the number of shares in the issued share capital of the Company at the time of the proposed offer. This calculation does not include offers or grants made or shares, performance options or performance rights acquired as a result of an offer or grant made to a person situated outside Australia at the time of the offer or grant which did not need disclosure under section 708 of the *Corporations Act 2001* (Cth) (eg. shares provided to executive officers of the Company) otherwise than as a result of relief granted by ASIC.

### **EVA® Share Offer**



Eligible employees (excluding employees for whom alternative arrangements are in place, eg. those in certain jurisdictions, and Wealth Management group employees) participate in the EVA<sup>®</sup> Share Offer under the terms of this plan. This program is designed to offer \$1,000 of ordinary shares to each employee when the Group's EVA<sup>®</sup> performance is on target. The 2002 to 2004 offers shown in table 1 have ranged from \$930 and \$1,250 of shares, reflecting each year's Group EVA<sup>®</sup> result. No EVA<sup>®</sup> Share Offer will be made in respect of the year to September 30, 2004, as the Group EVA<sup>®</sup> target was not achieved.

**(c) Employee Share Savings Plan – UK and Republic of Ireland (employee share savings plan)**

The employee share savings plan was approved by shareholders in 1995. Shares acquired under this plan are shown in Table 1 below. This plan ceased in March 2002, and has been replaced by the National Share Incentive Plan in the UK and the Republic of Ireland (ROI) Group Profit Sharing Scheme (refer to (d) and (e) below). Full-time and part-time employees of controlled entities in the UK and ROI with at least one full year of continuous service at the beginning of the savings period were eligible to participate in this plan. This plan allowed for savings out of salary (up to a maximum of 2%) by participating employees and the investment of those savings by the acquisition of fully paid ordinary shares in the Company. At the end of each six monthly savings period, the Company made a cash contribution sufficient to purchase an equivalent number of shares as that purchased from the accumulated savings of participating employees.



**(d) National Share Incentive Plan UK (share incentive plan)**

The share incentive plan was approved by shareholders at the 2002 annual general meeting and is constituted under a trust deed made between the Company and National Australia Group SSP Trustee Limited (trustee) dated March 26, 2002 and the rules of this plan. Within the framework of this plan, employees participate in the National Partnership Share Plan and the EVA<sup>®</sup> Share Offer. Shares acquired under this plan are shown in Table 1 below.

**National Partnership Share Plan**



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Employees in the UK are entitled to purchase up to GBP1,500 of shares each year through the National Partnership Share Plan. Participants contribute up to 10% of their gross salary, each month, and the trustee uses the contributions to purchase ordinary shares in the Company, which are then held in trust for the participants. Participants are entitled to receive dividends and exercise voting rights (through the trustee) in respect of the shares and there is no risk of forfeiture. A participant's shares must be withdrawn from this plan if that participant leaves the employment of one of the relevant UK controlled entities for any reason.

### **EVA<sup>®</sup> Share Offer**

Under this plan, EVA<sup>®</sup> Share Offers have been made (on similar terms as in Australia as described in (b) above) to eligible employees in the UK in January 2003 and January 2004 as shown in Table 1 below. The value of shares offered in any year will depend on the Group's performance against its EVA<sup>®</sup> target for the previous year to September 30. These shares are held by the trustee for three years (during which time the shares can be forfeited if the participant is summarily dismissed) or until the employee ceases employment with the Group. Employees receive dividends and may exercise voting rights (through the trustee) in respect of the shares, but otherwise cannot deal with the shares until the restriction period concludes. No EVA<sup>®</sup> Share Offer will be made in respect of the year to September 30, 2004, as the Group EVA<sup>®</sup> target was not achieved.

Under the National Partnership Share Plan and the EVA<sup>®</sup> Share Offer, the shares will only be free of UK income tax and UK National Insurance contributions if the shares are retained in this plan for five years (except if they are withdrawn earlier for certain specified reasons, eg. death, redundancy or disability).

### **(e) Group Profit Sharing Scheme – Republic of Ireland (profit sharing scheme)**

The profit sharing scheme was approved by shareholders in January 1996, and again at the 2002 annual general meeting and is constituted under a trust deed made between the Company and National Australia Group SSP (Republic of Ireland) Trustee Limited (trustee) dated January 30, 1996. This scheme was amended by the Company's Board in September 2002 to facilitate the introduction of the EVA<sup>®</sup> Share Offer and Salary Forgone program for the Group's Republic of Ireland (ROI) employees.

### **Salary Forgone program**

The Salary Forgone program enables the Group's ROI employees to save on a monthly basis from their pre-tax salary and to acquire fully paid ordinary shares in the Company with these funds. The number of shares made available to employees is a function of their monthly contribution (subject to prescribed limits), the Company's share price at the time shares are acquired and the applicable Australian dollar to Euro exchange rate, with the number of shares being restricted by reference to the number and share price of the shares allocated under the EVA<sup>®</sup> Share Offer (or a similar offer). Employees who are ROI tax residents and have been employed within the Group for at least six months will be eligible to participate in the Salary Forgone program in any year during which there is an allocation of shares under the EVA<sup>®</sup> Share Offer (or a similar offer). No Salary Forgone program will be made in the year to September 30, 2004 as the Group EVA<sup>®</sup> target was not achieved.

### **EVA<sup>®</sup> Share Offer**

Amendments to this plan in 2002 allowed for the extension of the EVA<sup>®</sup> Share Offer to ROI employees (on similar terms as in Australia and the UK as described in (b) and (d) above). Offers were made in January 2003 and January 2004 as shown in Table 1 below. The value of shares offered in any year will depend on the Group's performance against its EVA<sup>®</sup> target for the previous year to September 30. These shares are held by the trustee for three years or until the employee ceases employment with the Group. Employees receive dividends and may exercise voting rights (through the trustee) in respect of the shares, but otherwise cannot deal with the shares until the restriction period concludes. No EVA<sup>®</sup> Share Offer will be made in respect of the year to September 30, 2004, as the Group EVA<sup>®</sup> target was not achieved. The shares are not subject to forfeiture.

**(f) National Australia Bank Executive Share Option Plan No. 2 (executive share option plan)**

The executive share option plan was approved by shareholders by special resolution in January 1997 and again at the 2002 annual general meeting and performance options granted under this plan are shown in table 2 below. It is anticipated that the next performance options grant will be made in February 2005.

The executive share option plan provides for the Board to grant performance options to executives of the Group to subscribe for fully paid ordinary shares in the Company. Each performance option is to subscribe for one fully paid ordinary share in the Company. The performance options cannot be transferred and are not quoted on ASX. No payment is required from executives at the time of the grant. The exercise price per performance option is the market price of the Company's fully paid ordinary shares as at the date the performance option was granted or such other date determined by the Board (effective date). The market price is determined as the weighted average of the prices at which the Company's fully paid ordinary shares were traded on ASX in the one week up to and

including the relevant day. There are no voting or dividend rights attached to the performance options. The Board may determine such other terms for the grant of performance options consistent with the ASX Listing Rules and the *Corporations Act 2001* (Cth).

**Time and performance hurdles**



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Generally, the performance options may not be exercised before the third anniversary of their grant, and must be exercised before the eighth anniversary (March 2000 to June 2004 grants) or fifth anniversary (September 2004 grant and future grants) of the grant date or effective date.

Exercise of the performance options is also subject to satisfaction of a performance hurdle. The performance hurdle for all performance options issued between March 2000 and June 2004 is measured after the first three years by comparing the performance of the Company with the performance of other companies in a peer group. This peer group of companies is based on 50 of the companies listed in the S&P/ASX 100 by market capitalisation (excluding the Company) determined at the grant date or effective date. Performance options become exercisable depending on the maximum total shareholder return (TSR) of the Company relative to the TSR of the peer group companies. TSR measures share price growth, assuming reinvestment of returns to shareholders including dividends, over consecutive five day (March 2000 to June 2002 grants) or 30 day (March 2003 to June 2004 grants) periods. This is intended to prevent vesting being achieved based on short-term spikes in the Company's TSR performance during the performance or vesting period (years three to eight).

For performance options granted from June 2002, if the relative performance of the Company during the vesting period (years three to eight) does not reach the median (50<sup>th</sup> percentile) of the peer group during the vesting period, then no performance options will vest (ie. none are exercisable). Half of the performance options will vest when the performance of the Company achieves the median (50<sup>th</sup> percentile) of the peer group, with an additional 2% of the performance options becoming exercisable with every additional percentile achieved. All (100%) of the performance options will therefore vest when the TSR performance of the Company has reached or exceeded the 75<sup>th</sup> percentile of the peer group. Grants prior to June 2002 also allow vesting from the 25<sup>th</sup> percentile (25% of the performance options) with an additional 1% of the performance options becoming exercisable with every additional percentile achieved up to the 50<sup>th</sup> percentile.

The performance hurdle for performance options issued from September 2004 onwards is measured against two separate peer groups of companies. The first peer group is 50 of the companies listed in the S&P/ASX 200, and the second is the top financial services sector organisations listed in the S&P/ASX 200 (excluding the Company). Both peer groups are determined as at the grant date or effective date. Half of the performance options will become exercisable depending on the maximum TSR (measured over 30 consecutive days) of the Company relative to the first peer group, and the other half relative to the second peer group. The highest rank which is sustained for a 30 consecutive day period relative to each peer group will determine the percentage of performance options which will vest in relation to that peer group. If the performance of the Company during the vesting period (years three to five) does not exceed the median (50<sup>th</sup> percentile) of either peer group during the vesting period, then no performance options will vest (ie. none are exercisable). Half of each portion of performance options will vest when the performance of the Company achieves the 51<sup>st</sup> percentile of the relevant peer group, with an additional 2% of each portion of performance options becoming exercisable with every additional percentile achieved. All (100%) of the performance options will therefore vest when the TSR performance of the Company has exceeded the 75<sup>th</sup> percentile of each peer group.

### **Lapsing of performance options**





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Performance options will lapse if unexercised on or before their expiry date at the end of eight years (March 2000 to June 2004 grants) or five years (September 2004 grant and future grants). Performance options will also generally lapse 30 days (or such shorter time as determined at the time of grant) after an executive ceases to be employed by the Group unless the Board determines otherwise (generally only in cases of retirement, redundancy, contract completion, death, or total and permanent disablement). For some grants, performance options may be automatically retained in cases of death or total and permanent disablement.

In some circumstances, performance options may, however, be exercised before the third anniversary of the grant and notwithstanding the performance hurdle (described above) where an executive ceases employment with the Group as the result of death or total and permanent disablement. The Board may also allow optionholders to exercise the performance options irrespective of the normal criteria where certain events occur, such as the making of a takeover offer or announcement to the holders of fully paid ordinary shares in the Company.

A loan may be available to executives if and when they wish to exercise their performance options subject to the provisions of applicable laws and regulations (including the United States *Sarbanes-Oxley Act of 2002*). The rules of this plan provide that the rate of interest applicable to such a loan shall be the Company's base lending rate plus any margin determined by the Board. Dividends payable in respect of a loan share are applied firstly towards payment of any interest which is due, and secondly towards repayment of the principal amount outstanding under the loan.

Performance options must not be granted if the total number of shares issued in the last five years under the Company's employee share, option and performance rights plans and the total number of outstanding performance options and performance rights under its plans, including the proposed offer or grant, exceed 5% of the number of shares in the issued share capital of the Company at the time of the proposed offer or grant. This calculation does not include offers or grants made or shares, performance options or performance rights acquired as a result of an offer or grant made to a person situated outside Australia at the time of the offer or grant or which did not need disclosure under section 708 of the *Corporations Act 2001* (Cth) (eg. shares provided to executive officers of the Company) otherwise than as a result of relief granted by ASIC.

(g) **National Australia Bank Performance Rights Plan (performance rights plan)**

The performance rights plan was approved by shareholders at the 2002 annual general meeting and rights issued under this plan are shown in Table 2. It is anticipated that the next performance rights grant will be made in February 2005.

This plan provides for the Board to grant performance rights to executives of the Group to subscribe for fully paid ordinary shares in the Company. Each performance right is to subscribe for one fully paid ordinary share in the Company. The performance rights cannot be transferred and are not quoted on ASX.

No payment is required from executives at the time of the grant, but the holder of performance rights must pay a nominal exercise price to exercise those rights. The total exercise price payable on the exercise of any rights on a particular day is \$1.00, irrespective of the number of rights exercised on that day. There are no voting or dividend rights attached to the rights. The Board may determine such other terms for the grant of performance rights consistent with ASX Listing Rules and the terms of the *Corporations Act 2001* (Cth).

Exercise of the performance rights is subject to the same time and performance hurdle as performance options issued under the executive share option plan (refer to (f) above). However, performance rights were only granted to executives for the first time in March 2003. An unexercised performance right will lapse in similar circumstances to an unexercised performance option granted under the executive share option plan.

Performance rights cannot be granted under the performance rights plan if the number of shares to be received on exercise of those performance rights together with all shares issued under the Company's employee incentive plans over the last five years and the number of outstanding performance options and performance rights issued under those plans exceed 5% of the Company's issued share capital. This calculation does not include offers or grants made or shares, performance options or performance rights acquired as a result of an offer or grant made to a person situated outside Australia at the time of the offer or grant or which did not need disclosure under section 708 of the *Corporations Act 2001* (Cth) (eg. shares provided for no consideration under the staff share allocation plan) otherwise than as a result of relief granted by ASIC.

**Table 1 Employee share plans**

Current employee share plans (1)	Issue date	No. of eligible participants	Issue price (2)	No. of fully-paid ordinary shares
<b>Staff share ownership plan</b>				
2001 Wealth Management Ownership Offer	Nov 9, 2001	3,044	\$ 30.39	70,250
2001 Wealth Management value share	Nov 9, 2001	511	\$ 30.39	20,225
2001 Wealth Management Medfin offer	Nov 9, 2001	32	\$ 30.39	6,676
2001 Wealth Management Performance Reward	Dec 19, 2001	601	\$ 30.97	281,458
2002 Wealth Management transition benefits (3)	Jan 11, 2002	68	\$ 31.42	72,498
2002 Non-executive directors shares	Mar 26, 2002	8	\$ 34.48	4,532
2002 Wealth Management Ownership Offer	May 31, 2002	2,814	\$ 36.06	72,764
2002 Wealth Management value share	May 31, 2002	1,371	\$ 36.06	48,381
2002 Wealth Management Performance Reward	May 31, 2002	21	\$ 36.06	2,179
2002 Wealth Management transition benefits (3)	Jul 8, 2002	39	\$ 33.91	111,241
2002 Non-executive directors shares	Aug 16, 2002	8	\$ 34.51	4,701
2002 Wealth Management Medfin offer	Nov 14, 2002	15	\$ 32.37	5,478
2002 Wealth Management Ownership Offer	Nov 14, 2002	3,112	\$ 32.37	86,537
2002 Wealth Management Performance Reward	Nov 28, 2002	900	\$ 33.13	279,799
2002 At-Risk Reward	Jan 3, 2003	42	\$ 31.89	20,628
2003 Non-executive directors shares	Feb 27, 2003	8	\$ 29.23	7,457
2003 Wealth Management Ownership Offer	May 29, 2003	3,054	\$ 32.65	94,139
2003 Wealth Management Performance Reward	May 29, 2003	13	\$ 32.65	1,391
2003 Non-executive directors shares	Sep 26, 2003	8	\$ 30.45	5,842
2003 Wealth Management Medfin offer	Oct 30, 2003	15	\$ 30.98	5,723
2003 Wealth Management Ownership	Oct 30, 2003	2,818	\$ 30.98	99,951
2003 Wealth Management Performance Reward	Jan 16, 2004	812	\$ 30.25	221,008
2003 At-Risk Reward	Jan 16, 2004	361	\$ 30.25	51,048
2004 Wealth Management Owing Our Success (EVA®)	Jan 16, 2004	3,006	\$ 30.25	123,246
2004 Wealth Management Ownership Offer	May 20, 2004	2,588	\$ 28.87	109,131
2004 Wealth Management Performance Reward	May 20, 2004	12	\$ 28.87	1,154
2004 Non-executive directors shares	June 8, 2004	7	\$ 30.08	6,090

Current employee share plans (1)	Issue date	No. of eligible participants	Issue price (2)	No. of fully paid ordinary shares	
2004 Recognition awards	Jul & Sep 2004	3	\$ 29.51	7,083	
2004 Recognition awards	Sep 29, 2004	3	\$ 29.90	2,405	
2004 Commencement benefits	Sep 30, 2004	1	\$ 26.59	300,865	
<b>Staff share allocation plan</b>					
2002 National EVA® Share Offer	Jan 4, 2002	24,227	\$ 31.92	703,509	
2003 National EVA® Share Offer	Jan 3, 2003	23,426	\$ 31.89	702,780	
2004 National EVA® Share Offer	Jan 16, 2004	24,170	\$ 30.25	990,877	
<b>Employee share savings plan</b>					
Aug 1, 2001	Jan 31, 2002 (3)	12,562	\$ 34.81	139,008	
<b>Share incentive plan (United Kingdom)</b>					
2002 National Partnership Share Plan (3)	May 2002	Sep 2002	12,587	\$ 34.49(4)	60,668
2003 National Partnership Share Plan (3)	Oct 2002	Sep 2003	13,718	\$ 29.33(4)	153,547
2003 National EVA® Share Offer	Jan 3, 2003		11,408	\$ 31.89	342,240
2004 National Partnership Share Plan (3)	Oct 2003	Sep 2004	13,505	\$ 29.30(4)	157,239
2004 National EVA® Share Offer	Jan 16, 2004		11,687	\$ 30.25	479,151
<b>Profit sharing scheme (Republic of Ireland)</b>					
2003 National EVA® Share Offer	Jan 3, 2003		659	\$ 31.89	19,770
2003 Salary Forgone Program (3)	Oct 30, 2003		807	\$ 31.27	9,757
2004 National EVA® Share Offer	Jan 16, 2004		660	\$ 30.25	27,060

(1) Under ASX Listing Rules, shares, performance options and performance rights may not be issued to company directors under an employee incentive scheme without specific shareholder approval. Shareholders approved the issue of securities to the relevant individuals at the relevant annual general meeting. Shareholder approval for the continuation of the non-executive directors' share arrangements was confirmed at the 2003 annual general meeting.

(2) The issue price is generally the weighted average market price of the Company's ordinary shares that were traded on ASX in the week up to and including the day on which the shares were issued.

(3) These shares were purchased on-market.

(4) Average of monthly issue prices.

**Table 2 Executive share option plan and performance rights plan**

Issue date	Exercise period (1)	Exercise price of options	No. held at Sep 30, 2004	No. lapsed or cancelled	No. exercised during	No. held at Sep 30,	No. lapsed or cancelled	No. exercised	Fair value as at grant date
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				during 2004 (2)	2004	2003	during 2003 (2)	during 2003		
<b>Executive share option plan</b>										
Mar 23, 2000	Mar 23, 2003 Mar 22, 2008	\$	21.29	3,019,000	10,500	1,446,000	4,475,500	27,500	5,475,500	\$ 47,194,260
Sep 28, 2000	Sep 28, 2003 Sep 27, 2008	\$	24.89	489,300		228,200	717,500	60,000		\$ 5,168,475
Mar 23, 2001	Mar 23, 2004 Mar 22, 2009	\$	27.85	9,819,200	557,500	530,800	10,907,500	476,000		\$ 59,320,165
Sep 14, 2001	Sep 14, 2004 Sep 13, 2009	\$	28.87	1,118,500	15,000		1,133,500	29,000		\$ 6,238,100
Jun 14, 2002	Jun 14, 2005 Jun 13, 2010	\$	36.14	10,342,000	417,500		10,759,500	501,500		\$ 71,861,130
Mar 21, 2003	Mar 21, 2006 Mar 20, 2011	\$	30.46	5,433,500	515,500		5,949,000	29,750		\$ 26,964,163
Aug 8, 2003	Mar 21, 2006 Mar 20, 2011	\$	30.46	125,000			125,000			\$ 563,750

Issue date	Exercise period (1)	Exercise price of options	No. held at Sep 30, 2004	No. lapsed or cancelled during 2004 (2)	No. exercised during 2004	No. held at Sep 30, 2003	No. lapsed or cancelled during 2003 (2)	No. exercised during 2003	Fair value as at grant date
Oct 30, 2003	Mar 21, 2006 Mar 20, 2011	\$ 30.98	102,500	25,000					\$ 559,725
Jan 16, 2004	Jan 16, 2007 Jan 15, 2012	\$ 30.25	5,023,225	35,500					\$ 23,826,594
Jan 30, 2004	Jan 16, 2007 Jan 15, 2012	\$ 30.25	448,000	19,750					\$ 2,203,103
Jun 25, 2004	Jan 16, 2007 Jan 15, 2012	\$ 30.25	156,500						\$ 677,645
Jun 25, 2004	Jan 16, 2007 Jan 15, 2012	\$ 29.91	134,625						\$ 595,043
Sep 30, 2004	Sep 1, 2007 Aug 31, 2009	\$ 26.59	390,625						\$ 1,562,500
<b>Performance rights plan</b>									
Mar 21, 2003	Mar 21, 2006 Mar 20, 2011	\$ 1.00(3)	1,358,516	153,878		1,512,394	7,438		\$ 33,466,701
Aug 8, 2003	Mar 21, 2006 Mar 20, 2011	\$ 1.00(3)	31,250			31,250			\$ 688,125
Oct 30, 2003	Mar 21, 2006 Mar 20, 2011	\$ 1.00(3)	25,625	6,250					\$ 720,056
Jan 16, 2004	Jan 16, 2007 Jan 15, 2012	\$ 1.00(3)	1,250,022	8,873					\$ 27,519,444
Jan 30, 2004	Jan 16, 2007 Jan 15, 2012	\$ 1.00(3)	112,000	4,938					\$ 2,556,265
Jun 25, 2004	Jan 16, 2007 Jan 15, 2012	\$ 1.00(3)	72,782						\$ 1,607,754
Sep 30, 2004	Sep 1, 2007 Aug 31, 2009	\$ 1.00(3)	97,656						\$ 1,708,980

(1) The latest date to exercise performance options and performance rights is the last date of the exercise period. The exercise period for a particular grant may reference the grant date, or may reference an effective date, which is different to the grant date. An effective date may be used to link an executive's reward to a particular time period, eg. an effective date may be the commencement date of an individual's employment, although the securities are

*granted some time after commencement.*

*(2) Performance options and performance rights generally lapse 30 days after cessation of employment unless otherwise determined by the Board (as provided for in the terms attaching to each grant of performance options and performance rights).*

*(3) A notional sum of \$1.00 is payable by the holder on exercise of all performance rights exercised on any particular day.*

The market price of the Company's shares at September 30, 2004 was \$26.98 (2003: \$30.80, 2002: \$33.48, 2001: \$25.66).

No expense is recognised in the profit and loss account in relation to performance options and performance rights granted to executives. If they are exercised, the amounts receivable from executives are recognised in the balance sheet as contributed equity.

The fair value of performance options issued on October 30, 2003 was \$4.39 each, on January 16, 2004 and January 30, 2004 was \$4.71 each, on June 25, 2004 (with an exercise price of \$30.25) was \$4.33 each\*, on June 25, 2004 (with an exercise price of \$29.91) was \$4.42 each\*, and on September 30, 2004 was \$4.00 each (August 2003 and March 2003: \$4.51, June 2002: \$6.38 each, September 2001: \$5.33 each, March 2001: \$4.91 each, September 2000: \$5.89 each, March 2000: \$4.47 each).

\* The fair value of the two grants on June 25, 2004 varies, as the exercise price is an input to the valuation model. The fair value of performance rights issued on October 30, 2003 was \$22.59 each, on January 16, 2004 and January 30, 2004 was \$21.86 each, on June 25, 2004 was \$22.09 each, and on September 30, 2004 was \$17.50 each (August 2003 and March 2003: \$22.02 each).

Valuations are based on a numerical pricing method, which takes into account both the probability of achieving the performance hurdle required for these performance options or performance rights to vest, and the probability of early exercise after vesting. The numerical pricing model applied by the Company to value performance options and performance rights is a simulated version of the Black-Scholes method as prescribed by US accounting standard SFAS 123 Accounting for Stock-Based Compensation. The simulation approach allows the valuation to take into account both the probability of achieving the performance hurdle required for the performance options or performance rights to vest and the potential for early exercise of vested performance options or performance rights. The Black-Scholes method is modified in order to incorporate the performance hurdle requirements that are integral to the number of performance options or performance rights vesting (which may be zero), and the option or performance rights holder's ability to exercise the performance option or performance right. The key assumptions and inputs for the valuation model are the volatility of the Company's share price, the risk-free interest rate and the Company's expected dividend yield. Assumptions for the correlations and volatilities of share price returns for companies in the performance hurdle peer group are also required, but are of lesser importance to the valuation results. The following significant assumptions were adopted to determine the fair value of performance options and performance rights:

	Sep 30, 2004	Jun 25, 2004	Jan 16 & Jan 30, 2004	Oct 30, 2003	
Risk-free interest rate (per annum)	5.54%	5.60%	5.50%	5.57%	
Life of performance options or performance rights	5 years	8 years	8 years	8 years	
Volatility of share price	21.35%	20.90%	21.70%	18.00%	
Dividend rate (per annum)	5.13%	5.30%	5.10%	4.71%	
	Aug 8, 2003	Mar 21, 2003	Jun 14, 2002	Sep 14, 2001	Mar 23, 2001
Risk-free interest rate (per annum)	5.38%	5.38%	5.89%	5.91%	5.64%
Life of performance options or performance rights	8 years	8 years	8 years	8 years	8 years
Volatility of share price	18.00%	18.00%	15.00%	24.47%	20.74%
Dividend rate (per annum)	4.71%	4.71%	3.73%	4.84%	4.56%

Refer to (f) and (g) above for details of the plans and the hurdles that must be achieved before the performance options and performance rights can be exercised.



**39 Average balance sheets and related interest**

The following tables set forth the major categories of interest-earning assets and interest-bearing liabilities, together with their respective interest rates earned or paid by the Group. Averages are predominantly daily averages. Interest income figures include interest income on non-accruing loans to the extent cash payments have been received (*refer to note 1(p)(iii)*). Amounts classified as overseas represent interest-earning assets or interest-bearing liabilities of the controlled entities and overseas branches. Non-accrual loans are included with interest-earning assets within loans and advances. Comparative amounts have been reclassified to accord with changes in presentation made in 2004 (*refer to note 1(d) for further information*).

**Average assets and interest income**

	2004			2003			2002		
	Average balance \$m	Interest \$m	Average rate % pa	Average balance \$m	Interest \$m	Average rate % pa	Average balance \$m	Interest \$m	Average rate % pa
<b>Average interest-earning assets</b>									
Due from other financial institutions									
Australia	7,801	336	4.31	8,022	349	4.35	5,604	240	4.28
Overseas	16,383	462	2.82	23,208	744	3.21	19,427	680	3.50
Marketable debt securities (1)									
Australia	21,276	1,152	5.41	16,433	803	4.89	13,910	671	4.82
Overseas	14,672	526	3.59	18,066	648	3.59	21,524	791	3.67
Loans and advances									
Australia	143,102	9,952	6.95	125,641	8,528	6.79	108,148	7,385	6.83
Overseas	97,433	5,927	6.08	96,864	5,897	6.09	94,705	6,072	6.41
Regulatory deposits									
Overseas	228	2	0.88	211	2	0.95	157	3	1.91
Other interest-earning assets (2)									
	5,605	293	n/a	4,873	51	n/a	7,052	592	n/a
Intra-Group loans									
Overseas	15,622	415	2.66	18,076	622	3.44	13,213	455	3.44
<b>Average interest-earning assets and interest income including intra-group loans</b>									
	322,122	19,065	5.92	311,394	17,644	5.67	283,740	16,889	5.95
Intra-Group loans eliminations									
	(15,622)	(415)	2.66	(18,076)	(622)	3.44	(13,213)	(455)	3.44
<b>Total average interest-earning assets and interest income</b>									
	306,500	18,650	6.08	293,318	17,022	5.80	270,527	16,434	6.07
<b>Average non-interest-earning assets</b>									
Acceptances									
Australia	18,257			21,346			21,231		
Overseas	52			135			319		
Investments relating to life insurance business (3)									
Australia	34,809			31,246			32,178		
Overseas	309			490			403		

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Property, plant and equipment			
Australia	<b>1,343</b>	1,362	1,381
Overseas	<b>819</b>	865	979
Other assets (4)			
Australia	<b>24,915</b>	22,454	20,972
Overseas	<b>21,266</b>	25,389	23,323
<b>Total average non-interest- earning assets</b>	<b>101,770</b>	103,287	100,786
Provision for doubtful debts			
Australia	<b>(1,190)</b>	(1,200)	(1,413)
Overseas	<b>(1,074)</b>	(1,056)	(1,258)
<b>Total average assets</b>	<b>406,006</b>	394,349	368,642
Percentage of total average assets applicable to overseas operations	<b>38.1%</b>	42.6%	44.7%

## Average liabilities and interest expense

	2004			2003			2002		
	Average balance \$m	Interest \$m	Average rate % pa	Average balance \$m	Interest \$m	Average rate % pa	Average balance \$m	Interest \$m	Average rate % pa
<b>Average interest-bearing liabilities</b>									
Due to other financial institutions									
Australia	13,096	612	4.67	13,182	548	4.16	10,539	446	4.23
Overseas	32,668	975	2.98	40,190	1,294	3.22	34,993	1,100	3.14
Savings (short-term) deposits (5)									
Australia	8,079	371	4.59	8,010	337	4.21	6,035	255	4.23
Overseas	17,039	396	2.32	17,590	396	2.25	17,215	382	2.22
Other on-demand deposits (5)									
Australia	37,905	1,172	3.09	36,290	1,041	2.87	35,022	872	2.49
Overseas	21,068	341	1.62	21,811	339	1.55	23,144	422	1.82
Term deposits and certificates of deposits (1) (5) (6)									
Australia	46,076	2,330	5.06	38,335	1,652	4.31	30,548	1,341	4.39
Overseas	50,722	1,817	3.58	51,202	1,815	3.54	50,554	1,930	3.82
Government and official institution deposits									
Australia	907	41	4.52	894	36	4.03	805	31	3.85
Overseas	1,175	13	1.11	1,948	23	1.18	1,706	39	2.29
Short-term borrowings (5)									
Australia	12,534	536	4.28	6,665	315	4.73	5,381	257	4.78
Overseas	6,487	90	1.39	4,170	50	1.20	5,654	222	3.93
Long-term borrowings									
Australia	26,051	1,013	3.89	22,143	791	3.57	21,810	931	4.27
Overseas	1,208	64	5.30	577	25	4.33	3,061	105	3.43
Other debt issues									
Australia	344	15	4.36	399	20	5.01	626	29	4.63
Overseas	1,305	108	8.28	1,246	125	10.03	1,167	142	12.17
Other interest-bearing liabilities (2)									
	178	1,565	n/a	838	796	n/a	1,615	708	n/a
Intra-Group loans									
Australia	15,622	415	2.66	18,076	622	3.44	13,213	455	3.44
<b>Average interest-bearing liabilities and interest expense including</b>									
<b>Intra-Group</b>	<b>292,464</b>	<b>11,874</b>	<b>4.06</b>	<b>283,566</b>	<b>10,225</b>	<b>3.61</b>	<b>263,088</b>	<b>9,667</b>	<b>3.67</b>
Intra-Group eliminations	(15,622)	(415)	2.66	(18,076)	(622)	3.44	(13,213)	(455)	3.44
<b>Total average interest-bearing liabilities and interest expense</b>									
	<b>276,842</b>	<b>11,459</b>	<b>4.14</b>	<b>265,490</b>	<b>9,603</b>	<b>3.62</b>	<b>249,875</b>	<b>9,212</b>	<b>3.69</b>
<b>Average non-interest-bearing liabilities</b>									
Liability on acceptances									
Australia	18,257			21,346			21,231		
Overseas	52			135			319		
Deposits not bearing interest									
Australia	5,936			5,215			4,790		
Overseas	6,960			7,049			6,733		

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Life insurance policy liabilities (3)			
Australia	<b>33,014</b>	30,782	30,760
Overseas	<b>404</b>	530	319
Other liabilities (4)			
Australia	<b>15,369</b>	16,485	13,888
Overseas	<b>21,370</b>	23,206	16,880
<b>Total average non-interest-bearing liabilities</b>	<b>101,362</b>	104,748	94,920
<b>Total average liabilities</b>	<b>378,204</b>	370,238	344,795

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<b>Average equity</b>			-
Ordinary shares	6,305	6,559	7,878
Preference shares	227	730	730
Trust Preferred Securities	975	5	
National Income Securities	1,945	1,945	1,945
<b>Contributed equity</b>	<b>9,452</b>	<b>9,239</b>	<b>10,553</b>
Reserves	1,079	1,285	1,811
Retained profits	13,957	12,735	11,415
<b>Parent entity interest</b>	<b>24,488</b>	<b>23,259</b>	<b>23,779</b>
Outside equity interest in controlled entities	3,314	852	68
<b>Total average equity</b>	<b>27,802</b>	<b>24,111</b>	<b>23,847</b>
<b>Total average liabilities and equity</b>	<b>406,006</b>	<b>394,349</b>	<b>368,642</b>
Percentage of total average liabilities applicable to overseas operations	42.4%	45.8%	47.1%

(1) Interest income associated with NAB-issued certificates of deposit repurchased by the Group has been reclassified from marketable debt securities to term deposits and certificates of deposit. As a result, amounts of \$78 million and \$41 million have been reclassified for the 2003 and 2002 years respectively.

(2) Includes interest on derivatives and escrow deposits.

(3) Included within investments relating to life insurance business are interest-earning debt securities (refer to note 15). The interest earned from these securities is reported in life insurance income, as shown in note 4, and has therefore been treated as non-interest-earning for the purposes of this note. The assets and liabilities held in the statutory funds of the Group's Australian life insurance business are subject to restrictions of the Life Insurance Act 1995 (Cth) (refer to note 1(o)).

(4) To ensure consistent classification across notes to the financial statements, the gross up of overseas trading derivatives has been revised. For the 2003 and 2002 years, these gross up amounts are \$12,088 million and \$6,692 million, respectively.

(5) To ensure consistent classifications across notes to the financial statements, some comparative amounts have been reclassified within categories of deposits and other borrowings. Amounts of \$12,238 million and \$9,444 million for the 2003 and 2002 years, respectively, have been reclassified from term deposits and certificates of deposit to savings (short-term) deposits (2003: \$908 million, 2002: \$457 million), other on-demand deposits (2003: \$5,110 million, 2002: \$4,301 million) and short term borrowings (2003: \$6,220 million, 2002: \$4,686 million). Associated interest expenses have also been reclassified.

(6) The sum of term deposits and certificates of deposit equates to time deposits.

**40 Maturity analysis**

The following tables represent a breakdown of the Group's statement of financial position for the last two years as at September 30 by contractual maturity. The majority of the longer-term monetary assets are variable rate products, with actual maturities shorter than the contractual terms. Accordingly, this information is not relied upon by the Group in its management of interest rate risk (*refer to note 41 for information on interest rate sensitivity*). Comparative amounts have been reclassified to accord with changes in presentation made in 2004 (*refer to note 1(d) for further information*).

	At call \$m	Overdrafts \$m	Group 2004				No specific maturity \$m	Total \$m
			0 to 3 month(s) \$m	3 to 12 months \$m	1 to 5 year(s) \$m	Over 5 years \$m		
<b>Assets</b>								
Cash and liquid assets	8,080							8,080
Due from other financial institutions	9,885	34	9,159	3,368	1,031	17		23,494
Due from customers on acceptances			15,863	481				16,344
Trading securities			24,248					24,248
Trading derivatives (1)							17,939	17,939
Available for sale securities			2,228	1,332	1,047	3		4,610
Investment securities			6,608	439	4,360	106		11,513
Investments relating to life insurance business							41,013	41,013
Loans and advances (2)	9,836	18,763	24,241	30,205	53,820	110,971		247,836
All other assets							16,232	16,232
Total assets	27,801	18,797	82,347	35,825	60,258	111,097	75,184	411,309

<b>Liabilities</b>								
Due to other financial institutions	12,717	3	18,944	9,168	510	702		42,044
Liability on acceptances			15,863	481				16,344
Trading derivatives (1)							16,150	16,150
Deposits and borrowings	106,629		93,237	17,750	1,531	1,605		220,752
Life insurance policy liabilities							36,134	36,134
Bonds, notes and subordinated debt			848	3,825	19,578	8,329	(7)	32,573
Other debt issues							1,612	1,612
All other liabilities							15,934	15,934
Total liabilities	119,346	3	128,892	31,224	21,619	10,636	69,823	381,543
Net assets/(liabilities)	(91,545)	18,794	(46,545)	4,601	38,639	100,461	5,361	29,766

	Group 2003							Total \$m
	At call \$m	Overdrafts \$m	0 to 3 month(s) \$m	3 to 12 months \$m	1 to 5 year(s) \$m	Over 5 years \$m	No specific maturity \$m	
<b>Assets</b>								
Cash and liquid assets	8,405							8,405
Due from other financial institutions	3,420	67	18,379	6,188	945	235		29,234
Due from customers on acceptances			18,950	594	18			19,562
Trading securities			23,724					23,724
Trading derivatives (1)							23,644	23,644
Available for sale securities	52		2,697	2,067	1,676	21		6,513
Investment securities			4,129	594	3,286	638		8,647
Investments relating to life insurance business							35,846	35,846
Loans and advances (2)	7,406	17,205	13,967	34,873	52,600	99,684		225,735
All other assets							16,161	16,161
Total assets	19,283	17,272	81,846	44,316	58,525	100,578	75,651	397,471
<b>Liabilities</b>								
Due to other financial institutions	10,231	45	32,372	7,264	1,880	738		52,530
Liability on acceptances			18,950	594	18			19,562
Trading derivatives (1)							21,479	21,479
Deposits and borrowings	107,758		73,831	12,554	5,697	913	441	201,194
Life insurance policy liabilities							32,457	32,457
Bonds, notes and subordinated debt			1,623	3,467	13,768	5,410	(11)	24,257
Other debt issues							1,743	1,743
All other liabilities							17,038	17,038
Total liabilities	117,989	45	126,776	23,879	21,363	7,061	73,147	370,260
Net assets/(liabilities)	(98,706)	17,227	(44,930)	20,437	37,162	93,517	2,504	27,211

(1) The underlying derivative contracts have varying contractual maturity dates; however, the fair value of these contracts at balance date is more appropriately classified as no specific maturity. This is because the fair value amounts at balance date do not necessarily represent the future cash flows of the derivative contracts at their maturity dates and would therefore not be indicative of their liquidity and solvency position. Trading derivative positions are managed on a net basis and are highly liquid.

(2) Includes provisions for doubtful debts as disclosed in note 17 and unearned income as disclosed in note 16.





**41 Interest rate risk**

The following tables represent a breakdown, by region and repricing dates or contractual maturity, whichever is the earlier, of the Group's assets, liabilities and off-balance sheet items for the last two years at September 30. As interest rates and yield curves change over time, the Group may be exposed to a loss in earnings due to the effects of interest rates on the structure of the balance sheet. Sensitivity to interest rates arises from mismatches in the repricing dates, cash flows and other characteristics of the assets and their corresponding liability funding. These mismatches are actively managed as part of the overall interest rate risk management process which is conducted on a regional basis in accordance with Group Balance Sheet Management policy and guidelines. In managing the structural interest rate risk, the primary objectives are to limit the extent to which net interest income could be impacted from an adverse movement in interest rates and to maximise shareholder wealth.

Life insurance investment assets have been included in the following tables. The interest income on these assets supports the life insurance policies issued by the Group's life insurance business and does not contribute to market risk within the Group's banking operations. The assets and liabilities held in the statutory funds are subject to restrictions of the *Life Insurance Act 1995 (Cth)* (refer to note 1(o) and (x)).

The tables below provide details of the repricing periods of all interest-earning assets and interest-bearing liabilities of the Group. To obtain an understanding of the effective interest earned/paid on each of the assets and liabilities set out below, refer to note 39. Comparative amounts have been reclassified to accord with changes in presentation made in 2004 (refer to note 1(d) for further information).

**Australia 2004**

	Repricing period				Non-interest-earning/ bearing \$m	Total \$m	Weighted average effective interest rate % pa
	0 to 3 month(s) \$m	3 to 12 month(s) \$m	1 to 5 year(s) \$m	Over 5 years \$m			
<b>Assets</b>							
Cash and liquid assets	923				3,154	4,077	5.2%
Due from other financial institutions	8,383				14	8,397	5.7%
Due from customers on acceptances					16,267	16,267	
Trading securities	22,239					22,239	4.9%
Trading derivatives					9,010	9,010	
Available for sale and investment securities	495	232				727	7.6%
Investments relating to life insurance business	7,978	450	665	1,308	29,952	40,353	6.2%
Loans and advances	106,845	15,559	22,740	500	318	145,962	7.0%
Other assets					9,438	9,438	
<b>Total assets</b>	<b>146,863</b>	<b>16,241</b>	<b>23,405</b>	<b>1,808</b>	<b>68,153</b>	<b>256,470</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	12,727				482	13,209	5.4%
Liability on acceptances					16,267	16,267	
Trading derivatives					7,312	7,312	
Deposits and other borrowings	104,235	7,375	344	7	6,050	118,011	3.6%
Life insurance policy liabilities					35,708	35,708	
Bonds, notes and subordinated debt	19,074	647	7,437	4,291		31,449	5.7%

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Other debt issues	350			1,262		1,612	7.4%
Other liabilities					8,562	8,562	
Total equity					17,704	17,704	
Total liabilities	136,386	8,022	7,781	5,560	92,085	249,834	n/a
Off-balance sheet items attracting interest rate sensitivity	(602)	(11,926)	8,382	4,146			
Total interest rate repricing gap	9,875	(3,707)	24,006	394	(23,932)	6,636	
Cumulative interest rate repricing gap	9,875	6,168	30,174	30,568	6,636		

**Australia 2003**

<b>Assets</b>							
Cash and liquid assets	1,892				1,758	3,650	4.6%
Due from other financial institutions	8,244	3	9		51	8,307	3.9%
Due from customers on acceptances					19,496	19,496	
Trading securities	21,438					21,438	5.0%
Trading derivatives					10,875	10,875	
Available for sale and investment securities	5,635	188		8		5,831	7.2%
Investments relating to life insurance business	2,704	239	1,150	959	20,717	25,769	5.1%
Loans and advances	98,048	16,731	19,767	608	688	135,842	6.8%
Other assets	24				11,691	11,715	
<b>Total assets</b>	<b>137,985</b>	<b>17,161</b>	<b>20,926</b>	<b>1,575</b>	<b>65,276</b>	<b>242,923</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	13,003	62			327	13,392	3.9%
Liability on acceptances					19,496	19,496	
Trading derivatives					8,643	8,643	
Deposits and other borrowings	100,152	3,977	575	10	5,724	110,438	3.3%
Life insurance policy liabilities					31,994	31,994	
Bonds, notes and subordinated debt	3,022	3,620	11,641	5,358		23,641	5.2%
Other debt issues	1,630			113		1,743	5.0%
Other liabilities	1			1	12,426	12,428	
<b>Total equity</b>					<b>15,769</b>	<b>15,769</b>	
<b>Total liabilities</b>	<b>117,808</b>	<b>7,659</b>	<b>12,216</b>	<b>5,482</b>	<b>94,379</b>	<b>237,544</b>	<b>n/a</b>
Off-balance sheet items attracting interest rate sensitivity	(19,977)	745	13,988	5,244			
<b>Total interest rate repricing gap</b>	<b>200</b>	<b>10,247</b>	<b>22,698</b>	<b>1,337</b>	<b>(29,103)</b>	<b>5,379</b>	
Cumulative interest rate repricing gap	200	10,447	33,145	34,482	5,379		

**Europe 2004**

<b>Assets</b>							
Cash and liquid assets	125	1,385	1,151		374	3,035	3.9%
Due from other financial institutions	10,001	3,011	673		74	13,759	2.4%
Due from customers on acceptances					59	59	
Trading securities	1,221					1,221	2.2%
Trading derivatives					6,956	6,956	
Available for sale and investment securities	10,020	50	474	6	1	10,551	2.8%
Loans and advances	49,384	4,802	7,473	2,261	263	64,183	6.3%
Regulatory deposits	56				56	112	0.5%
Other assets					4,272	4,272	
<b>Total assets</b>	<b>70,807</b>	<b>9,248</b>	<b>9,771</b>	<b>2,267</b>	<b>12,055</b>	<b>104,148</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	13,537	4,667	548		5	18,757	3.0%
Liability on acceptances					59	59	
Trading derivatives					6,726	6,726	
Deposits and other borrowings	47,929	7,439	415	50	6,300	62,133	2.7%
Other liabilities					6,057	6,057	
<b>Total equity</b>					<b>4,136</b>	<b>4,136</b>	
<b>Total liabilities</b>	<b>61,466</b>	<b>12,106</b>	<b>963</b>	<b>50</b>	<b>23,283</b>	<b>97,868</b>	<b>n/a</b>
Off-balance sheet items attracting interest rate sensitivity	7,210	(10,131)	6,609	(3,688)			
<b>Total interest rate repricing gap</b>	<b>16,551</b>	<b>(12,989)</b>	<b>15,417</b>	<b>(1,471)</b>	<b>(11,228)</b>	<b>6,280</b>	

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Cumulative interest rate repricing gap	16,551	3,562	18,979	17,508	6,280
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**Europe 2003**

<b>Assets</b>							
Cash and liquid assets	2,070				2,167	4,237	1.6%
Due from other financial institutions	13,598	2,115			83	15,796	3.0%
Due from customers on acceptances					66	66	
Trading securities	992					992	
Trading derivatives					10,302	10,302	
Available for sale and investment securities	1,518	15	590	17	1	2,141	3.3%
Investments relating to life insurance business	3	25	100	114	2,106	2,348	3.2%
Loans and advances	40,212	7,861	6,673	1,003	(239)	55,510	5.5%
Regulatory deposits	135				51	186	1.2%
Other assets			1	1	2,454	2,456	
<b>Total assets</b>	<b>58,528</b>	<b>10,016</b>	<b>7,364</b>	<b>1,135</b>	<b>16,991</b>	<b>94,034</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	15,300	3,458	491		45	19,294	2.8%
Liability on acceptances					66	66	
Trading derivatives					10,131	10,131	
Deposits and other borrowings	41,217	5,587	738	2	5,870	53,414	2.1%
Life insurance policy liabilities					142	142	
Bonds, notes and subordinated debt		616				616	5.0%
Other liabilities	321		(1)	1	5,301	5,622	
<b>Total equity</b>					<b>4,200</b>	<b>4,200</b>	
<b>Total liabilities</b>	<b>56,838</b>	<b>9,661</b>	<b>1,228</b>	<b>3</b>	<b>25,755</b>	<b>93,485</b>	<b>n/a</b>
Off-balance sheet items attracting interest rate sensitivity	(2,954)	(4,406)	12,496	(1,548)		3,588	
<b>Total interest rate repricing gap</b>	<b>(1,264)</b>	<b>(4,051)</b>	<b>18,632</b>	<b>(416)</b>	<b>(8,764)</b>	<b>4,137</b>	
<b>Cumulative interest rate repricing gap</b>	<b>(1,264)</b>	<b>(5,315)</b>	<b>13,317</b>	<b>12,901</b>	<b>4,137</b>		

**New Zealand 2004**

<b>Assets</b>							
Cash and liquid assets	5				696	701	0.1%
Due from other financial institutions	504					504	3.7%
Due from customers on acceptances					18	18	
Trading securities	549					549	6.7%
Trading derivatives					635	635	
Available for sale and investment securities	574	212				786	6.4%
Investments relating to life insurance business	15		1		12	28	6.6%
Loans and advances	15,120	5,067	11,596	133		31,916	7.8%
Other assets					1,668	1,668	
<b>Total assets</b>	<b>16,767</b>	<b>5,279</b>	<b>11,597</b>	<b>133</b>	<b>3,029</b>	<b>36,805</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	868					868	3.9%
Liability on acceptances					18	18	
Trading derivatives					936	936	
Deposits and other borrowings	21,852	2,653	521	2	615	25,643	5.3%
Life insurance policy liabilities					2	2	
Bonds, notes and subordinated debt		99	347	49		495	6.6%
Other liabilities					963	963	
<b>Total equity</b>					<b>2,316</b>	<b>2,316</b>	

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Total liabilities	22,720	2,752	868	51	4,850	31,241	n/a
Off-balance sheet items attracting interest rate sensitivity	11,077	(2,614)	(8,396)	(67)			
Total interest rate repricing gap	5,124	(87)	2,333	15	(1,821)	5,564	
Cumulative interest rate repricing gap	5,124	5,037	7,370	7,385	5,564		

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## New Zealand 2003

<b>Assets</b>							
Cash and liquid assets	8				453	461	0.1%
Due from other financial institutions	772					772	4.0%
Trading securities	730					730	5.5%
Trading derivatives					842	842	
Available for sale and investment securities	793	7	7			807	4.8%
Investments relating to life insurance business	5		1		11	17	5.6%
Loans and advances	13,742	5,064	8,305	506	28	27,645	7.2%
Other assets	(1)		(1)		1,203	1,201	
Total assets	16,049	5,071	8,312	506	2,537	32,475	n/a
<b>Liabilities</b>							
Due to other financial institutions	2,651	7				2,658	4.0%
Trading derivatives					982	982	
Deposits and other borrowings	17,297	2,974	747	93	930	22,041	4.0%
Life insurance policy liabilities					3	3	
Other liabilities	1				969	970	
Total equity					2,025	2,025	
Total liabilities	19,949	2,981	747	93	4,909	28,679	n/a
<b>Off-balance sheet items</b>							
attracting interest rate sensitivity	8,682	(2,654)	(5,577)	(451)			
Total interest rate repricing gap	4,782	(564)	1,988	(38)	(2,372)	3,796	
Cumulative interest rate repricing gap	4,782	4,218	6,206	6,168	3,796		

## United States and other 2004

<b>Assets</b>							
Cash and liquid assets	160				107	267	0.1%
Due from other financial institutions	307	35	3		489	834	0.3%
Trading securities	239					239	2.2%
Trading derivatives	90	308			940	1,338	1.2%
Available for sale and investment securities	4,038	5	16			4,059	3.3%
Investments relating to life insurance business	365	129	138			632	6.0%
Loans and advances	3,001	977	1,504	293		5,775	2.9%
Regulatory deposits	65					65	0.9%
Other assets					677	677	
Total assets	8,265	1,454	1,661	293	2,213	13,886	n/a
<b>Liabilities</b>							
Due to other financial institutions	7,367	1,843				9,210	3.9%
Trading derivatives	267				909	1,176	
Deposits and other borrowings	13,968	447			550	14,965	1.9%
Life insurance policy liabilities					424	424	
Bonds, notes and subordinated debt			629			629	3.5%
Other liabilities					352	352	
Total equity					5,610	5,610	
Total liabilities	21,602	2,290	629		7,845	32,366	n/a
<b>Off-balance sheet items</b>							
attracting interest rate sensitivity							
Total interest rate repricing gap	(13,337)	(836)	1,032	293	(5,632)	(18,480)	
Cumulative interest rate repricing gap	(13,337)	(14,173)	(13,141)	(12,848)	(18,480)		





## United States and other 2003

<b>Assets</b>							
Cash and liquid assets	286				(229)	57	1.7%
Due from other financial institutions	4,359					4,359	1.4%
Trading securities	564					564	0.4%
Trading derivatives					1,625	1,625	
Available for sale and investment securities	4,620	1,668	93			6,381	2.0%
Investments relating to life insurance business	120	56	184	185	7,167	7,712	2.9%
Loans and advances	2,665	1,277	1,934	862		6,738	2.2%
Regulatory deposits	75				(36)	39	
Other assets				181	383	564	
<b>Total assets</b>	<b>12,689</b>	<b>3,001</b>	<b>2,211</b>	<b>1,228</b>	<b>8,910</b>	<b>28,039</b>	<b>n/a</b>
<b>Liabilities</b>							
Due to other financial institutions	14,757	2,429				17,186	1.2%
Trading derivatives					1,723	1,723	
Deposits and other borrowings	12,337	2,362	73		529	15,301	1.3%
Life insurance policy liabilities					318	318	
Other liabilities	(1)				(1,981)	(1,982)	
<b>Total equity</b>					<b>5,217</b>	<b>5,217</b>	
<b>Total liabilities</b>	<b>27,093</b>	<b>4,791</b>	<b>73</b>		<b>5,806</b>	<b>37,763</b>	<b>n/a</b>
Off-balance sheet items attracting interest rate sensitivity	1,853	(4,045)	(1,380)	(16)		(3,588)	
<b>Total interest rate repricing gap</b>	<b>(12,551)</b>	<b>(5,835)</b>	<b>758</b>	<b>1,212</b>	<b>3,104</b>	<b>(13,312)</b>	
Cumulative interest rate repricing gap	(12,551)	(18,386)	(17,628)	(16,416)	(13,312)		

## 42 Notes to the statement of cash flows

## (a) Reconciliation of net profit attributable to members of the Company to net cash provided by/(used in) operating activities

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
Net profit attributable to members of the Company	3,177	3,955	3,373	2,417	5,720
Add/(deduct): Non-cash items					
Decrease/(increase) in interest receivable	(170)	460	(755)	16	(51)
Increase/(decrease) in interest payable	324	(512)	(51)	101	51
Depreciation and amortisation of plant and equipment	441	401	419	249	223
Profit on sale of strategic shareholdings	(315)			(315)	
Loss on sale of controlled entities			15		
Loss on sale of operating assets			8		
Charge to provide for doubtful debts	559	633	697	325	373
Charge to provide for doubtful debts revision of accounting estimate	292			190	
Charge to provide for restructuring costs termination benefits	12		265		
Movement in the excess of net market value over net assets of life insurance controlled entities	137	160	155		
Amortisation of goodwill	103	98	101		
Increase in life insurance policy liabilities	3,255	2,281	170		
Write-down of impaired application software	409			239	
Write-off of property, plant and equipment			132		
Cost of foreign controlled entity sold revision of accounting estimate	(64)			(64)	
Decrease/(increase) in life insurance investment assets	(3,199)	(1,593)	2,359		
Increase/(decrease) in provision for income tax	(453)	(54)	(287)	(434)	(201)
Net increase/(decrease) in provision for deferred income tax and future income tax benefits	(65)	19	(882)	198	(11)
Net decrease/(increase) in trading securities	(449)	(4,345)	136	(725)	(5,653)
Unrealised (gain)/loss on trading derivatives	371	(2,010)	875	200	(2,030)
Net movement in mortgage loans held for sale	(22)	50	1,304		
Other provisions and non-cash items	519	(24)	83	551	128
Net cash provided by/(used in) operating activities	4,862	(481)	8,117	2,948	(1,451)

## (b) Reconciliation of cash and cash equivalents

For the purposes of reporting cash flows, cash and cash equivalents include cash and liquid assets, due from other financial institutions and due to other financial institutions.

Cash and cash equivalents at the end of the year as shown in the statement of cash flows is reconciled to the related items on the statement of financial position as follows:

Cash and liquid assets (1)	<b>8,080</b>	8,405	10,222	<b>4,189</b>	4,152
Due from other financial institutions (1)	<b>23,494</b>	29,234	30,319	<b>21,615</b>	26,475
Due to other financial institutions (1)	<b>(42,044)</b>	(52,530)	(48,848)	<b>(38,675)</b>	(48,302)
Total cash and cash equivalents	<b>(10,470)</b>	(14,891)	(8,307)	<b>(12,871)</b>	(17,675)

(1) Comparative information has been restated to reflect the reclassification of reverse repurchase agreements from loans and advances to cash and liquid assets and due from financial institutions. Comparative information has also been restated to reflect the reclassification of repurchase agreements with other financial institutions from deposits and other borrowings to due to other financial institutions. Refer to note 1(d) for further information.

(c) **Non-cash financing and investing activities**

New share issues					
Dividend reinvestment plan	<b>616</b>	170	323	<b>616</b>	170
Bonus share plan	<b>98</b>	105	89	<b>98</b>	105
Movement in assets under finance lease	<b>14</b>	(11)	(2)	<b>14</b>	(11)

(d) **Financing arrangements**

The Group held no standby lines of credit or other financing arrangements for the 2004, 2003 and 2002 years.

**(e) Acquisitions of controlled entities**

The following acquisitions have been made during the last three years to September 30, 2004:

on June 16, 2003, MLC Limited acquired the remaining 50% of the share capital of Plum Financial Services Group to take its interest to 100% for cash consideration;

on May 1, 2003, MLC Limited and a Thai company in the Group subscribed for an additional 10.9% of the share capital of Advance MLC Assurance Co. Limited for cash consideration to take the Group's interest to 65.9%; and

on November 1, 2002, BNZ acquired 100% of the share capital of New Zealand-based Hertz Fleetlease Limited for cash consideration.

The operating results of the acquired entities have been included in the Group's statement of financial performance from their acquisition dates. Details of the acquisitions were as follows:

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
<b>Fair value of net assets acquired</b>					
Cash and liquid assets		1			
Due from other financial institutions		7			
Loans and advances		320			
Property, plant and equipment		2			
Other assets		39			
Deposits and other borrowings		(323)			
Life insurance policy liabilities		(2)			
Income tax liabilities		(5)			
Provisions		(1)			
Other liabilities		(35)			
Total net assets acquired		3			
Goodwill		61			
Excess of net market value over net assets at acquisition		19			
Total acquisition cost		83			
Cash consideration paid		83			

**(f) Sales of controlled entities**

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The following sales were made during the last three years to September 30, 2004:

on December 31, 2003, National Europe Holdings (Wealth Management) Limited sold 100% of the share capital in National Australia Life Company Limited for cash consideration of \$98 million;

on December 22, 2003, National Australia Financial Management Limited sold 100% of the share capital of National Australia Fund Management Limited for cash consideration of \$12 million; and

on October 1, 2002, MSRA Holdings, Inc. sold 100% of the share capital of SR Investment, Inc. to Washington Mutual Bank, FA for cash consideration of \$2,671 million.

The operating results of the controlled entities have been included in the Group's statement of financial performance up to the date of sale. Details of the sales were as follows:

	2004 \$m	Group 2003 \$m	2002 \$m	2004 \$m	Company 2003 \$m
Cash consideration received	110	2,671			
<b>Net assets of controlled entities sold</b>					
Cash and liquid assets	8				
Due from other financial institutions		37			
Investments relating to life insurance business	12				
Mortgage loans held for resale		85			
Mortgage servicing rights		1,794			
Other assets	108	2,156			
Provisions		(28)			
Bonds, notes and subordinated debt		(1,351)			
Other liabilities	(1)	(7)			
Total net assets of controlled entities sold	127	2,686			
Excess of net market value over net assets on disposal (1)	(17)				
Profit/(loss) on sale of controlled entities before income tax expense/(benefit) (2)		(15)			

(1) Included within movement in the excess of net market value over net assets of life insurance controlled entities recognised as revenue during 2004.

(2) In 2003, the loss on sale before income tax credit of \$15 million related to the sale of SR Investment, Inc. and was recognised in 2002 (refer to note 5(a)).



**43 Particulars in relation to controlled entities**

The following table highlights those controlled entities with annual contributions to Group net profit or loss of \$5 million or more, or those that are deemed to be of particular interest:

Entity name	Ownership %	Incorporated/formed in
<b>National Australia Bank Limited</b>		Australia
<b>National Equities Limited (1)</b>	100	Australia
<b>National Australia Group (NZ) Limited</b>	100	New Zealand
<b>Bank of New Zealand</b>	100	New Zealand
BNZ Investments Limited	100	New Zealand
BNZ International Limited	100	New Zealand
BNZ Branch Properties Limited	100	New Zealand
BNZI Securities No. 2 Limited	100	New Zealand
Custom Fleet (NZ) Limited	100	New Zealand
<b>National Americas Investment, Inc.</b>	100	United States
MSRA Holdings, Inc.	100	United States
National Americas Capital Investments LLC	100	United States
<b>National Australia Group Europe Limited</b>	100	England
<b>Clydesdale Bank PLC</b>	100	Scotland
Clydesdale Europe Finance Limited	100	Jersey
Clydesdale Bank Asset Finance Limited	100	Scotland
<b>National Australia Group Europe Services Limited</b>	100	Scotland
<b>National Australia Group Europe Investments Limited</b>	100	Scotland
Angara Limited	100	Hong Kong
PMJI Incorporated	100	United States
NAGEO BV	100	Netherlands
National Australia Group Europe Finance BV	100	Netherlands
<b>NAB Investment Limited</b>	100	England
NAGE Asset Investments Limited	100	England
<b>National Irish Bank Limited</b>	100	Republic of Ireland
<b>Northern Bank Limited</b>	100	Northern Ireland
Northern Bank Executor & Trustee Company Limited	100	Northern Ireland
Northern Asset Finance Limited	100	Northern Ireland
Northern Bank Financial Services Limited	100	Northern Ireland
<b>Yorkshire Bank PLC</b>	100	England
Yorkshire Bank Home Loans Limited	100	England
Northern and General Finance Limited	100	England
<b>National Wealth Management Holdings Limited</b>	100	Australia
National Wealth Management Services Limited	100	Australia
<b>National Australia Financial Management Limited</b>	100	Australia
MLC Holdings Limited	100	Australia
MLC Lifetime Company Limited	100	Australia
MLC Investments Limited	100	Australia
MLC Limited	100	Australia
MLC (Hong Kong) Limited	62	Hong Kong
WM Sector Australian Equities Trust (2)	86	Australia
WM Sector Diversified Debt (All) Trust(2)	83	Australia
WM Sector Diversified Debt (Short) Trust(2)	82	Australia
WM Sector Property Securities Trust(2)	77	Australia
National Wealth Management International Holdings Limited	100	Australia
BNZ Investment Management Limited	100	New Zealand

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BNZ Life Insurance Limited	100	New Zealand
Clydesdale Bank Insurance Brokers Limited	100	Scotland
MLC Trust Management Co. Limited	100	England
National Australia Insurance Services Limited	100	England
Northern Bank Insurance Services Ltd	100	Northern Ireland
Yorkshire Bank Financial Services Limited	100	England
GWM Adviser Services Limited	100	Australia
Flexiplan Australia Limited (3)	100	Australia
National Corporate Investment Services Limited	100	Australia
MLC (NCIT) Global Share Trust (2)	75	Australia
National Diversified Managers Australian Share Fund (2)	79	Australia
National Managed Investor International Trust (2)	77	Australia
WM Pool NISM Cash Trust (formerly MLCI Pool NAM Cash Trust) (2)	78	Australia



<b>National Australia Group Services Limited</b>	100	Australia
Custom Service Leasing Limited (4)	100	Australia
<b>NBA Properties Limited (I)</b>	100	Australia
<b>National Australia Merchant Bank (Singapore) Limited</b>	100	Singapore
<b>National Australia Corporate Services Limited (I)</b>	100	Australia
Nautilus Insurance Pte Limited	100	Singapore
Nautilus Insurance (Europe) Limited	100	Republic of Ireland
<b>National Markets Group Limited</b>	100	Australia
Australian Market Automated Quotation (AUSMAQ) System Limited	100	Australia
<b>National Australia Finance (Asia) Limited</b>	100	Hong Kong
<b>National Australia Trustees Limited</b>	100	Australia
<b>BOACT Pty Limited</b>	100	Australia
<b>National Australian Capital Markets (Japan) Co. Limited</b>	100	Japan

(1) These controlled entities and those listed hereunder have entered into a deed of cross guarantee (refer to note 44 for details) with the Company pursuant to ASIC Class Order 98/1418 dated August 13, 1998. The controlled entities and the Company form a closed group (a closed group is defined as a group of entities comprising a holding entity and its related wholly-owned entities). Relief, therefore, was granted to these controlled entities from the Corporations Act 2001 (Cth) requirements for preparation, audit and publication of an annual financial report.

<i>ARDB Limited</i>	<i>C.B.C. Properties Limited</i>	<i>NBA Leasing Pty Limited</i>
<i>Australian Banks Export Re-Finance Corporation Limited</i>	<i>Commercial Nominees Pty Limited</i>	<i>NBA Properties (Qld) Limited</i>
<i>C.B.C. Holdings Limited</i>	<i>National Australia Investment Brokers Limited</i>	<i>NBA Properties (Vic) Limited</i>
	<i>National Nominees (London) Limited</i>	<i>VPL Securities Pty Limited</i>

(2) The percentage ownership above for registered schemes reflects ownership as at August 31, 2004. Due to the nature of the Group's investment in such registered schemes, the percentage ownership changes on a regular basis.

(3) Flexiplan Australia Limited was placed in voluntary liquidation on September 28, 2004.

(4) Custom Service Leasing Limited has entered into a deed of cross guarantee with National Australia Group Services Limited pursuant to ASIC Class Order 98/1418 dated August 13, 1998. The Class Order provides relief to Custom Service Leasing Limited from the Corporations Act 2001 (Cth) requirements for preparation, audit and publication of an annual financial report.

#### 44 Contingent liabilities and credit commitments

The following table shows the level of the Group's contingent liabilities used to determine the amount of risk-weighted assets at September 30:

	Group				Company			
	Notional amount (1)		Credit equivalent (2)		Notional amount (1)		Credit equivalent (2)	
	2004	2003	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
<b>Contingent liabilities</b>								
Guarantees	4,241	3,274	4,241	3,274	5,452	4,473	5,452	4,473
Standby letters of credit (3)	6,845	5,247	6,845	5,247	6,636	5,063	6,636	5,063
Documentary letters of credit (3)	560	624	110	113	396	387	77	72
Performance-related contingencies	2,637	2,269	1,319	1,135	2,039	1,702	1,028	851
Other	114	117	114	117	111	115	111	115
Total contingent liabilities (4)	14,397	11,531	12,629	9,886	14,634	11,740	13,304	10,574

(1) The notional amount represents the maximum credit risk.

(2) The credit equivalent amount records the estimated maximum or total potential loss if the counterparty were to default, and is determined in accordance with APRA's risk-weighted capital adequacy guidelines. These credit equivalents are then weighted in the same manner as balance sheet assets according to counterparty for capital adequacy purposes. (For additional information, refer to capital adequacy information in the financial review section of the annual financial report.)

(3) The Group has shared its exposure on letters of credit with other financial institutions to the extent of \$7 million credit equivalent (2003: \$8 million). This amount is not included in the above figures.

(4) The maximum potential amount of future payments disclosed is undiscounted and not reduced by any amounts that may be recovered under the recourse provisions that are outlined below.

#### Credit-related commitments

	Group				Company			
	Notional amount (1)		Credit equivalent (2)		Notional amount (1)		Credit equivalent (2)	
	2004	2003	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Other binding credit commitments (1)								
(2)	76,784	75,839	23,067	18,060	51,240	53,927	16,777	15,391
Total credit-related commitments	76,784	75,839	23,067	18,060	51,240	53,927	16,777	15,391

(1) Includes the notional amount and the credit equivalent for credit derivatives where the Group has sold credit protection.

(2) Comparative information has been restated to reflect the reporting of additional retail lending products in New

*Zealand.*

**Investment commitments**

	Group				Company			
	Notional amount (1)		Credit equivalent (2)		Notional amount (1)		Credit equivalent (2)	
	2004	2003	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
<b>Statutory funds (1)</b>	<b>554</b>	<b>454</b>	<b>554</b>	<b>454</b>				
<b>Total investment commitments</b>	<b>554</b>	<b>454</b>	<b>554</b>	<b>454</b>				

(1) In the normal course of business of the Group's life insurance business statutory funds, various types of investment contracts are entered into that give rise to contingent or future obligations.

**(a) Contingent liabilities**

The Group's exposure to potential loss in the event of non-performance by a counterparty to a financial instrument for commitments to extend credit, letters of credit and financial guarantees written, is represented by the contractual notional principal amount of those instruments. The Group uses the same credit policies and assessment criteria in making commitments and conditional obligations for off-balance sheet risks as it does for on-balance sheet loan assets.

**(i) Guarantees**

The Group provides guarantees in its normal course of business on behalf of its customers. Guarantees written are conditional commitments issued by the Group to guarantee the performance of a customer to a third party. Guarantees are primarily issued to support direct financial obligations such as commercial bills or other debt instruments issued by a counterparty. It is the rating of the Group as a guarantee provider that enhances the marketability of the paper issued by the counterparty in these circumstances. Guarantees are also provided on behalf of counterparties as performance bonds and ongoing obligations to government entities. The Group has four principal types of guarantees:

bank guarantees – a financial guarantee that is an agreement by which the Group agrees to pay an amount of money on demand on behalf of a customer to a third party during the life of the guarantee;

standby letters of credit – an obligation of the Group on behalf of a customer to make payment to a third party in the event that the customer fails to meet an outstanding financial obligation;

documentary letters of credit – a guarantee that is established to indemnify exporters and importers in their trade transactions where the Group agrees to make certain trade payments on behalf of a specified customer under specific conditions; and

performance-related contingencies a guarantee given by the Group that undertakes to pay a sum of money to a third party where the customer fails to carry out certain terms and conditions of a contract.

The credit risk involved in issuing letters of credit and financial guarantees is essentially the same as that involved in extending loan facilities to customers. Apart from the normal documentation for a facility of this type, the customer must also provide the Group with a written indemnity, undertaking that, in the event the Group is called upon to pay, the Group will be fully reimbursed by the customer.

Fees in relation to guarantees are collected over the life of the contract. Revenue is recognised on an accruals basis.

In accordance with the rules governing clearing arrangements contained in the Regulations of the Australian Paper Clearing System and in the Regulations of the Bulk Electronic Clearing System under Australian Payments Clearing Associated Limited, the Company is subject to a commitment to provide liquidity support to the clearing system in the event of a failure of another clearing financial institution.

**(ii) Legal proceedings**

Entities within the Group are defendants from time to time in legal proceedings arising from the conduct of their business. The Company does not consider that the outcome of any proceedings, either individually or in aggregate, is likely to have a material effect on its financial position. Where appropriate, provisions have been made.

There are contingent liabilities in respect of claims, potential claims and court proceedings against entities in the Group. The aggregate of potential liability in respect thereof cannot be accurately assessed.

**(iii) Contingent liability amended assessments from the Australian Taxation Office exchangeable capital units capital raising**

In February 2004, the Company announced that it had received amended assessments from the Australian Taxation Office (ATO) which seek to disallow interest deductions on the Company's exchangeable capital units (ExCaps) for the tax years 1997 to 2000. The ATO assessments are for \$157 million of primary tax and interest and penalties of \$150 million (after tax), a total of \$307 million (after tax). The ATO is considering its position in respect of interest deductions claimed by the Company on its ExCaps for 2001 to 2003. The amount of primary tax relating to these interest deductions is approximately \$135 million. If the ATO issues amended assessments in respect of these years, it is possible interest and penalties would also apply.

The Group is confident that its position in relation to the application of the taxation law is correct and intends to dispute the amended assessments and pursue all necessary avenues of objection and appeal. Objections against the amended assessments have been lodged, and no provisions have been raised by the Group.

The Group has paid 50% of the amounts owing under the amended assessments. This payment has been recognised as an asset on the statement of financial position, included within other assets, on the basis that the Company expects recovery of the amount paid to the ATO.

The Group will not tax-effect interest paid on the ExCaps after October 1, 2003 whilst the tax treatment is in dispute. As a result, a permanent difference of \$33 million has been recognised in determining income tax expense for the 2004 year.

**(iv) Contingent liability    amended assessments from the Australian Taxation Office    TrUEPrS<sup>SM</sup> capital raising**

In April 2004, the Company announced that it had received amended assessments from the ATO which seek to disallow interest deductions claimed in respect of its TrUEPrS<sup>SM</sup> capital raising for the years 1999 to 2002. The ATO assessments are for \$85 million of primary tax and interest and penalties of \$65 million (after tax), a total of \$150 million (after tax). The ATO is also expected to issue amended assessments for the 2003 and 2004 income years and the expected total additional primary tax payable for those years is \$20 million. If the ATO issues amended assessments in respect of those years, it is possible interest and penalties would also apply. No further disputed tax amounts will arise in relation to future years as the TrUEPrS<sup>SM</sup> were redeemed in January 2004.

The Group is confident that its position in relation to the application of the taxation law is correct and intends to dispute the amended assessments and pursue all necessary avenues of objection and appeal. Objections against the amended assessments have been lodged and no provisions have been raised by the Group.

The Group has paid 50% of the amounts owing under the amended assessments. This payment has been recognised as an asset on the statement of financial position, included within other assets, on the basis that the Group expects recovery of the amounts paid to the ATO.

**(v) Contingent liability    amended assessment from the New Zealand Inland Revenue Department    structured finance transactions**

The New Zealand Inland Revenue Department (IRD) is carrying out an industry-wide review of structured finance transactions. As part of this review, subsidiaries of the Group have received amended tax assessment from the IRD with respect to three structured finance transactions entered into in the 1998 and 1999 income years. The amended assessments are for income tax of approximately NZ\$36 million plus interest of approximately NZ\$14 million (after tax). The possible application of penalties has yet to be considered by the IRD. In addition, the IRD has also issued amended assessments based on an alternative approach to reassessing the transactions. This alternative approach results in a lower additional tax liability.

The IRD has not yet issued amended assessments for the transactions for income years after 1999. Notwithstanding that, based on the assessments received to date, the maximum sum of primary tax which the IRD might claim for the years after 1999 is approximately NZ\$240

million. Interest would be charged in the event that the IRD were to issue amended assessments for this period. Penalties may also be considered by the IRD.

The IRD is also investigating two other transactions in the New Zealand structured finance portfolio, which have materially similar features to those for which the above assessments have been received. Should the IRD take the same position across all of these transactions, the additional primary tax liability would be NZ\$111 million, plus interest. Penalties may also be considered by the IRD.

As at September 30, 2004, if the IRD reassessed all structured finance transactions of this nature, the maximum potential tax in dispute is likely to be NZ\$387 million, plus interest of approximately NZ\$86 million (after tax). As noted above, the IRD may also consider imposing penalties.

The Group is confident that its position in relation to the application of the taxation law is correct and it intends to dispute the IRD's position with respect to these transactions. The Group has obtained legal opinions that confirm that the transactions complied with New Zealand tax law and no provisions have been raised by the Group. The transactions are similar to transactions undertaken by other New Zealand banks.

**(vi) Contingent liability – sale of SR Investment, Inc.**

The Company and its controlled entity, MSRA Holdings, Inc., have a contingent liability arising in connection with the sale of SR Investment, Inc. (which was the direct holding company of HomeSide US at the time of the sale) to Washington Mutual Bank, FA (WaMu), which was completed on October 1, 2002. Under the sale agreement, the Company and MSRA Holdings, Inc. have given customary representations, warranties and indemnities in respect of SR Investment, Inc. and HomeSide US and their business, assets and liabilities. The majority of these representations, warranties and indemnities expire after four years; however, some have differing time and liability limitations and some are uncapped in terms of time and amount. The maximum potential loss arising from the contingent liability to WaMu will depend upon the type of warranty or indemnity claimed by WaMu, if any. As such, it is not practicable to estimate the maximum potential loss arising from the contingent liability to WaMu. It is not envisaged that any material unrecorded loss is likely to arise from this contingent liability.

**(b) Credit-related commitments**

Binding commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the customer. Since many of the commitments are expected to expire without being drawn down, the total commitment amounts do not necessarily represent future cash requirements. The Group evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Group upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include:

a floating charge over all assets and undertakings of an entity, including uncalled capital and called but unpaid capital;

specific or interlocking guarantees;

specific charges over defined assets of the counterparty; and

loan agreements which include affirmative and negative covenants and in some instances guarantees of counterparty obligations.

**(c) Parent entity guarantees and undertakings**

Excluded from the Group amounts disclosed above are the following guarantees and undertakings to entities in the Group:

commercial paper issued by National Australia Funding (Delaware), Inc. totalling \$4,615 million (2003: \$3,915 million) is guaranteed by the Company;

the Company has agreed to guarantee existing debentureholders secured under Broadbank Corporation Limited's (now National Australia Bank (NZ) Limited) Trust Deed as at December 31, 1987 until maturity. The outstanding liability as at September 30, 2004 was immaterial;

under arrangements with the Financial Services Authority of the UK, a letter has been issued by the Company



to Clydesdale Bank PLC (Clydesdale) undertaking to maintain Clydesdale's capital base at regulatory levels in the event that losses are incurred on exposures to individual customers whose facilities exceed 25% of Clydesdale's regulatory capital base;

the Company will indemnify each customer of National Nominees Limited against any loss suffered by reason of National Nominees Limited failing to perform any obligation undertaken by it to a customer; and

pursuant to ASIC Class Order 98/1418 dated August 13, 1998, relief was granted to certain controlled entities (*refer to note 43, footnote (1)*) from the *Corporations Act 2001* (Cth) requirements for preparation, audit and publication of annual financial reports. It is a condition of the Class Order that the Company and each of the controlled entities enter into a deed of cross guarantee. The effect of the deed is that the Company guarantees to each creditor payment in full of any debt in the event of winding-up of any of the controlled entities under certain provisions of the *Corporations Act 2001* (Cth). If a winding-up occurs under other provisions of the Act, the Company will only be liable in the event that after six months any creditor has not been paid in full. The controlled entities have also given similar guarantees in the event that the Company is wound up. Table 1 below presents consolidated pro forma statements of financial performance and financial position for the Company and controlled entities which are party to the deed, after eliminating all transactions between parties to the deed, which is known as a closed group.

It is not envisaged that any material unrecorded loss is likely to arise from any of the transactions described in this note.

#### Table 1 Closed group

##### Pro forma statement of financial performance

For the year ended September 30

	2004 \$m	2003 \$m
Profit from ordinary activities before income tax expense	3,177	4,446
Income tax expense relating to ordinary activities	(705)	(958)
Net profit	2,472	3,488
Net credit/(debit) to foreign currency translation reserve	10	(433)
Total changes in equity other than those resulting from transactions with owners as owners	2,482	3,055

**Pro forma statement of financial position**

As at September 30

<b>Assets</b>		
Cash and liquid assets (1)	4,230	4,166
Due from other financial institutions (1)	21,615	26,475
Due from customers on acceptances	16,266	19,496
Trading securities	23,699	22,952
Trading derivatives	17,279	22,773
Available for sale securities	3,978	6,503
Investment securities	5,383	3,668
Loans and advances (1)	156,081	143,874
Shares in controlled entities, joint venture entities and other securities	9,137	11,303
Regulatory deposits	93	93
Property, plant and equipment	1,072	1,293
Income tax assets	876	679
Other assets	33,887	29,157
<b>Total assets</b>	<b>293,596</b>	<b>292,432</b>
<b>Liabilities</b>		
Due to other financial institutions (1)	38,675	48,302
Liability on acceptances	16,266	19,496
Trading derivatives	15,181	20,479
Deposits and other borrowings (1)	147,465	136,375
Income tax liabilities	747	637
Provisions	629	768
Bonds, notes and subordinated debt (1)	31,449	23,643
Other debt issues	350	367
Other liabilities	22,959	23,024
<b>Total liabilities</b>	<b>273,721</b>	<b>273,091</b>
<b>Net assets</b>	<b>19,875</b>	<b>19,341</b>
<b>Equity</b>		
Contributed equity	9,216	8,754
Reserves	1,244	1,103
Retained profits	9,415	9,484
<b>Total equity</b>	<b>19,875</b>	<b>19,341</b>

(1) Comparative amounts have been reclassified to accord with changes in presentation made in 2004 (refer to note 1(d) for further information).

**45 Derivative financial instruments**

The purpose of the following discussion is to inform users of the financial report of the type of instruments used by the Group, the reasons for using them, the accompanying risks, and how those risks are managed.

**Derivative financial instruments held or issued for trading purposes**

The Group maintains trading positions in a variety of derivative financial instruments and acts primarily in the market by satisfying the needs of its customers through foreign exchange, interest rate-related services and credit-related contracts. In addition, the Group takes conservative positions on its own account, and carries an inventory of capital market instruments. It satisfies customer needs and maintains access to market liquidity by quoting bid and offer prices on those instruments and trading with other market makers. All positions held for trading purposes are revalued on a daily basis to reflect market movements, and any revaluation profit or loss is recognised immediately in the profit and loss account. It is the Group's policy from a trading risk viewpoint to maintain a substantially matched position in assets and liabilities in foreign currencies and net exposure to exchange risk in this respect is not material.

**Derivative financial instruments held or issued for purposes other than trading**

The operations of the Group are subject to risk of interest rate fluctuations, to the extent of the repricing profile of the Group's statement of financial position. Derivative financial instruments are held or issued for the purposes of managing existing or anticipated interest rate risk from this source which is primarily in the Group's banking operations.

The Group monitors its non-trading interest rate risk by simulating future net interest income resulting from applying a range of possible future interest rate environments to its projected balance sheets.

The Group also holds or issues derivative financial instruments for the purpose of hedging foreign exchange risk. Foreign exchange derivatives are used to hedge foreign currency borrowings and anticipated cash flows such as those relating to dividends emanating from foreign controlled entities.

In addition, the Group holds or issues derivative financial instruments for the purpose of hedging credit risk. Credit derivatives are utilised to manage credit risk in the loans and advances portfolio.

### Risk associated with derivatives

Derivatives are used primarily as a means of transferring risk. They expose the holder to various degrees and types of financial risk including market, credit and liquidity risk. These risks are discussed below.

### Market risk

Market risk of derivative financial instruments held or issued is the risk that the value of derivatives will be adversely affected by changes in the market value of the underlying instrument, reference rate or index. Not all risks associated with intermediation can be effectively hedged. The residual market exposures together with trading positions are managed within established limits approved by the Board. A unit independent of the trading activities monitors compliance within delegated limits on a daily basis.

Table 1 shows the fair value of all derivative instruments held or issued by the Group for the last two years at September 30. The fair value of derivative financial instruments was obtained from quoted market prices, discounted cash flow models or option pricing models as appropriate. It should be noted that fair value at a particular point in time gives no indication of future gain or loss, or what the dimensions of that gain or loss are likely to be.

**Table 1 Fair value of derivative financial instruments held or issued by the Group**

	Other than trading fair value (1)		Trading fair value (1)	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
<b>Foreign exchange rate-related contracts</b>				
Spot and forward contracts to purchase foreign exchange				
In a favourable position	160	349	4,543	7,620
In an unfavourable position	(613)	(1,130)	(4,599)	(8,101)
Cross currency swaps				
In a favourable position	342	207	2,708	2,399
In an unfavourable position	(1,781)	(2,769)	(985)	(359)
Options				
Purchased	132	1	3,377	2,992

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Written			<b>(3,699)</b>	(2,866)
	<b>(1,760)</b>	(3,342)	<b>1,345</b>	1,685
<b>Interest rate-related contracts</b>				
Forward rate agreements				
In a favourable position			<b>18</b>	20
In an unfavourable position	<b>(4)</b>		<b>(19)</b>	(19)
Swaps				
In a favourable position	<b>402</b>	867	<b>6,806</b>	10,131
In an unfavourable position	<b>(591)</b>	(1,113)	<b>(6,507)</b>	(9,649)
Futures				
In a favourable position	<b>9</b>	15	<b>39</b>	41
In an unfavourable position	<b>(8)</b>	(13)	<b>(26)</b>	(46)
Options/swaptions				
Purchased	<b>(31)</b>	(113)	<b>207</b>	290
Written			<b>(104)</b>	(153)
	<b>(223)</b>	(357)	<b>414</b>	615
<b>Credit-related contracts</b>				
Credit derivatives				
In a favourable position	<b>2</b>	4	<b>62</b>	60
In an unfavourable position	<b>(10)</b>	(14)	<b>(71)</b>	(70)
	<b>(8)</b>	(10)	<b>(9)</b>	(10)
Other contracts				
In a favourable position	<b>2</b>	4	<b>179</b>	91
In an unfavourable position		(2)	<b>(140)</b>	(216)
	<b>2</b>	2	<b>39</b>	(125)
Total fair value of derivative financial instruments held or issued	<b>(1,989)</b>	(3,707)	<b>1,789</b>	2,165

(1) The positive fair value represents the credit risk to the Group if all the Group's counterparties were to default.

The fair value of foreign exchange rate-related contracts held or issued for trading purposes amounted to a net unrealised profit at September 30, 2004 of \$1,345 million (2003: net profit of \$1,685 million). Total net realised and unrealised profits and losses on foreign exchange rate-related contracts held or issued for trading purposes during the year amounted to a net profit of \$313 million (2003: net profit of \$442 million) (*refer to note 4*).

The table shows that the majority of fair value for interest rate-related contracts is concentrated in interest rate swaps.

The fair value of interest rate-related contracts held or issued for trading purposes amounted to a net unrealised profit at September 30, 2004 of \$414 million (2003: net profit of \$615 million). Total net realised and unrealised profits and losses on both trading securities and interest rate derivatives held or issued for trading purposes during the year amounted to a net profit of \$262 million (2003: net profit of \$183 million) (*refer to note 4*).

#### **Value at risk for derivatives held or issued for trading purposes**

The use of derivatives for trading purposes within the Group is subject to disciplines prescribed in Corporate & Institutional Banking policy. Under this control framework, all derivative contracts are marked-to-market at the end of each business day.

Businesses initiating or using derivative contracts are subject to a daily value at risk (VaR) process. This involves the calculation of mark-to-market changes according to a two year history of market shifts to produce a range of loss estimates for statistical analysis. The VaR methodology measures risk on net open derivative exposures, and potential losses that may arise from variance in price movements between derivatives and other transactions that the derivatives are intended to offset.

VaR is supplemented with a program of stress testing, in which profit and loss on contracts and portfolios are calculated in the event of extreme market conditions.

Further detailed portfolio sensitivity analysis is conducted, to examine the derivative portfolio risks to second order effects such as market volatility, the change in contract sensitivity at different prices and the effect of the passing of time.

All these processes are conducted daily. VaR and portfolio sensitivity measures are subject to limit discipline that is overseen by Market Risk units within Group Risk Management.

Table 2 shows the Group's VaR according to exposures in foreign exchange, interest rate, options (volatility) and commodity markets:

#### **Table 2 Value at risk for physical and derivative positions**

	Average value during reporting period		Minimum value during reporting period (1)		Maximum value during reporting period (1)	
	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m
Value at risk at a 99% confidence level						
Foreign exchange risk	7	7	1	2	39	20
Interest rate risk	13	17	7	9	21	25
Volatility risk	5	4	1	2	20	7
Commodities risk	1	1			2	1
Diversification benefit	(6)	(7)	n/a	n/a	n/a	n/a
Total value at risk for physical and derivative positions (1)	20	22	9	14	55	35

(1) Value at risk is measured individually according to foreign exchange risk, interest rate risk, volatility risk and commodities risk. The individual risk categories do not sum up to the total risk number due to portfolio effect. Risk limits are applied in these categories separately, and against the total risk position.

#### Deferred gains and losses on derivative financial instruments held or issued for other than trading purposes

Table 3 shows the net deferred realised gains and losses arising from hedging contracts entered into by the Group to reduce the risk arising from identifiable assets, liabilities and commitments, together with the expected term of deferral:

**Table 3 Net deferred gains and losses**

	Foreign exchange rate- related contracts		Interest rate- related contracts		Total	
	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m
Within 6 months			4	4	4	4
6 months - 1 year			1	10	1	10
1 - 2 year(s)				2		2
Total net deferred losses			5	16	5	16

**Credit risk**

Credit risk arises from the possibility that the counterparty to a derivative financial instrument will not adhere to the terms of the contract with the Group when settlement becomes due.

Notional principal is the amount of a derivative's underlying asset, reference rate or index and is the quantum on which changes in the value of the derivative are measured. It provides an indication of the volume of business transacted by the Group. Changes in the value of a derivative are usually only a fraction of the notional principal amount, and it is only those changes which have a positive fair value to the Group that create a potential for credit risk.

The Group's credit exposure has been determined in accordance with APRA capital adequacy guidelines. This credit equivalent is derived by taking into account the residual maturity of each instrument, and then adding the fair value of all contracts which have a positive fair value. Futures and option contracts which are traded on a recognised exchange and which are subject to margin payments are considered to have no credit exposure. Internal credit assessment applies a conservative methodology to determine potential counterparty exposure.

Table 4 shows the fair value of all derivative instruments held or issued by the Group for the last two years at September 30. It should be noted that fair value at a particular point in time gives no indication of future profit or loss, or what the dimensions of that profit or loss are likely to be.

Credit risk is constantly assessed, measured and managed in strict accordance with the Group's risk management policies. Banking entities within the Group may take collateral to secure amounts due under treasury transactions. Collateralisation is assessed specifically at the time facilities are approved on a case-by-case basis.

In addition, the Group utilises credit derivatives to manage risk in the loans and advances asset portfolio. Credit derivatives are financial instruments used to assume or transfer the credit risk of loans and other assets to a third party, in return for the payment of a premium or a cash flow stream. They are over-the-counter contracts between two counterparties where the value of the instrument is linked to measurable changes in the credit quality of a designated reference asset.

**Table 4 Notional principal, estimated credit equivalent and fair value of all derivative financial instruments**

	Notional principal		Credit equivalent		Fair value		Average fair value (1)	
	2004	2003	2004	2003	2004	2003	2004	2003
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
<b>Foreign exchange rate-related contracts</b>								
Spot and forward contracts to purchase foreign exchange (2)								
Trading	268,127	235,393	6,647	6,808	(56)	(481)	24	(1,051)
Other than trading	31,204	31,142	149	557	(453)	(781)		
	299,331	266,535	6,796	7,365	(509)	(1,262)	24	(1,051)



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Cross currency swaps (2)

Trading	<b>100,222</b>	72,245	<b>7,079</b>	6,565	<b>1,723</b>	2,040	<b>2,257</b>	(207)
Other than trading	<b>16,951</b>	18,004	<b>1,173</b>	298	<b>(1,439)</b>	(2,562)		
	<b>117,173</b>	90,249	<b>8,252</b>	6,863	<b>284</b>	(522)	<b>2,257</b>	(207)
Futures trading	<b>156</b>	89					<b>(46)</b>	
Options								
Trading	<b>344,956</b>	253,381	<b>2,612</b>	4,652	<b>(322)</b>	126	<b>(244)</b>	(18)
Other than trading	<b>3,100</b>	100	<b>99</b>	3	<b>132</b>	1		
	<b>348,056</b>	253,481	<b>2,711</b>	4,655	<b>(190)</b>	127	<b>(244)</b>	(18)
Total foreign exchange rate-related contracts	<b>764,716</b>	610,354	<b>17,759</b>	18,883	<b>(415)</b>	(1,657)	<b>1,991</b>	(1,276)

<b>Interest rate-related contracts</b>								
Forward rate agreements								
Trading	107,547	85,055	28	38	(1)	1		(1)
Other than trading	9,501	1,253	9	1	(4)			
	117,048	86,308	37	39	(5)	1		(1)
Swaps								
Trading	641,675	510,623	10,280	13,054	299	482	299	10
Other than trading	64,992	87,532	566	1,101	(189)	(246)		
	706,667	598,155	10,846	14,155	110	236	299	10
Futures								
Trading	215,962	303,522			13	(5)	10	1
Other than trading	2,033	3,127			1	2		
	217,995	306,649			14	(3)	10	1
Options/swaptions								
Trading	77,072	77,401	331	491	103	137	27	134
Other than trading	4,785	22,792	73	91	(31)	(113)		
	81,857	100,193	404	582	72	24	27	134
Total interest rate-related contracts	1,123,567	1,091,305	11,287	14,776	191	258	336	144
<b>Credit-related contracts</b>								
Credit derivatives (3)								
Trading	11,983	10,997	1,100	658	(9)	(10)	(9)	(10)
Other than trading	2,600	532	260	46	(8)	(10)		
Total credit-related contracts	14,583	11,529	1,360	704	(17)	(20)	(9)	(10)
<b>Other contracts</b>								
Trading	3,502	1,662	337	143	39	(125)	34	41
Other than trading	313	194	16	52	2	2		
Total other contracts	3,815	1,856	353	195	41	(123)	34	41
Total derivative financial instruments	1,906,681	1,715,044	30,759	34,558	(200)	(1,542)	2,352	(1,101)
Deduct: Non-consolidated controlled entities (4)								
	3,519	4,515	78	182	43	234		
Total derivative financial instruments reported for capital adequacy (5)								
	1,903,162	1,710,529	30,681	34,376	(243)	(1,776)	2,352	(1,101)

(1) Average fair values of other than trading contracts are not captured.

(2) In accordance with industry practice, notional principal amounts disclosed for spot and forward foreign exchange contracts represent the buy leg only and for cross currency swaps represent the receivable leg only.

(3) The credit equivalent in relation to credit derivatives where the Group has sold credit protection is reflected in note 44, within other binding commitments.

(4) Under APRA guidelines, life insurance and funds management activities are excluded from the calculation of risk-weighted assets and the related controlled entities are deconsolidated for the purposes of calculating capital adequacy. Amounts deducted are included within other than trading.

(5) *Refer to the financial review section of the annual financial report for further information on capital adequacy.*

**Credit equivalent by maturity**

As mentioned above, the credit equivalent amount includes an adjustment which takes account of the residual maturity of contracts. This is because credit risk is partly a function of the time over which the exposure will be held.

Table 5 provides a maturity profile of total counterparty exposure by credit equivalent amounts for all derivative financial instruments held or issued by the Group for the last two years at September 30. It shows that 32% (2003: 34%) of the exposure is confined to maturities of one year or less and 73% (2003: 73%) matures within five years.

**Table 5 Maturity profile of total derivative financial instruments counterparty exposure by credit equivalent**

	2004					Total \$m
	0 to 6 month(s) \$m	6 to 12 months \$m	1 to 2 year(s) \$m	2 to 5 years \$m	After 5 years \$m	
Foreign exchange related contracts	5,670	2,635	2,313	3,969	3,172	17,759
Interest rate related contracts	467	637	1,814	3,266	5,103	11,287
Credit-related contracts	49	3	30	1,250	28	1,360
Other contracts	29	307	7	10		353
Total credit equivalent of derivative financial instruments	6,215	3,582	4,164	8,495	8,303	30,759

  

	2003					Total \$m
	0 to 6 month(s) \$m	6 to 12 months \$m	1 to 2 year(s) \$m	2 to 5 years \$m	After 5 years \$m	
Foreign exchange related contracts	7,308	3,375	2,854	2,591	2,755	18,883
Interest rate related contracts	476	557	2,727	4,351	6,665	14,776
Credit-related contracts	50	2	7	616	29	704
Other contracts	144		2	49		195
Total credit equivalent of derivative financial instruments	7,978	3,934	5,590	7,607	9,449	34,558

**Credit equivalent by concentration**

Depending on the risks associated with an individual counterparty or groups of counterparties, a concentration of credit risk can be perceived as indicative of more or less credit risk. In general, the Group's dealings in derivatives involve counterparties in the banking and financial services area, together with government and semi-government authorities and major corporates.

Table 6 shows the credit equivalent of derivatives allocated to broad sector and geographic locations as at September 30, 2004 for the Group. It shows that 68% (2003: 81%) of credit exposure is to government authorities and banks.

**Table 6 Credit equivalent of derivative financial instruments allocated to sectors and geographic locations of ultimate obligors**

	Government authorities \$m	Banks \$m	Non-bank financial institutions \$m	Corporate and all other sectors \$m	Total \$m
Australia	57	9,918	626	4,349	14,950
Europe	21	7,192	598	1,098	8,909
New Zealand	42	224	2	349	617
United States		2,609	1,481	7	4,097
Asia	2	914	1,224	46	2,186
	122	20,857	3,931	5,849	30,759

Total credit equivalent of derivative financial instruments

**Liquidity risk**

Liquidity risk arises from the possibility that market conditions prevailing at some point in the future will force the Group to sell derivative positions at a value which is far below their underlying worth, or may result in the inability to exit from the positions. The liquidity of a derivative, or an entire market, can be reduced substantially as a result of some market event or change in market psychology, or the actions of individual participants. In order to counter such risk, the Group concentrates its derivative activity in highly liquid markets.

Special considerations apply in the case of interest rate and cross currency swaps. These are often specially tailored instruments whose cash flows are structured to suit the particular needs of individual customers. Such instruments have the appearance of illiquidity because hedging the position with another counterparty with exactly offsetting requirements would be an unlikely occurrence. However, the Group hedges the risk of customised swap structures by using a combination of instruments. Swaps, forward rate agreements, futures contracts, physical securities or even loans and deposits can be employed for this purpose. Accordingly, such swaps may appear illiquid but their component risks are not. Furthermore, other market participants will, in normal circumstances, always be willing to provide liquidity to an instrument they are able to hedge. In addition, value at risk utilisations (*refer to table 2*) ensure that open positions are maintained at a very small level relative to total volume. Such levels ensure that, at a time of market stress, it is very unlikely the Group would be forced to compete for ever-diminishing liquidity in order to dispose of, or hedge, its existing positions.

**46 Fair value of financial instruments**

Australian Accounting Standard AASB 1033 Presentation and Disclosure of Financial Instruments requires disclosure of net fair value of on and off-balance sheet financial instruments. Net fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction after deducting transaction costs. For the purposes of this note, carrying value refers to amounts reflected in the statement of financial position.

The estimated fair values are based on relevant information available for the last two years at September 30. These estimates are subjective in nature and involve matters of judgement. Changes in assumptions could have a material impact on the amounts estimated. The methodologies and assumptions used in the net fair value estimates are described below. These are not considered critical accounting policies of the Group, as they do not impact the recognition and measurement of items in the financial statements.

There are various limitations inherent in this disclosure. Not all of the Group's financial instruments can be exchanged in an active trading market. In addition, it is the Group's intent to hold most of its financial instruments to maturity and therefore it is not probable that the net fair values shown will be realised in a current transaction. The methods used to estimate fair value exclude a wide range of intangible, franchise and relationship benefits such as core deposits and credit card intangibles, which are integral to a complete assessment of the Group's financial position. As a consequence, the aggregate fair value does not represent the underlying value of the Group.

The fair value of financial instruments required to be disclosed under US accounting standard, SFAS 107 Disclosure about Fair Value of Financial Instruments is calculated without regard to estimated transaction costs. Such costs are not material, and accordingly the net fair values shown below would not differ materially from fair values calculated in accordance with SFAS 107.

		2004		2003	
	Footnote	Carrying value \$m	Net fair value \$m	Carrying value \$m	Net fair value \$m
<b>Financial assets</b>					
Cash and liquid assets ( <i>I</i> )	(a)	8,080	8,080	8,405	8,405
Due from other financial institutions ( <i>I</i> )	(a)	23,494	23,494	29,234	29,234
Due from customers on acceptances	(a)	16,344	16,344	19,562	19,562
Debt securities	(b)	40,371	40,382	38,884	38,967
Trading derivatives	(c)	17,939	17,939	23,644	23,644
Investments relating to life insurance business					
Equity securities	(d)	35,878	35,878	30,399	30,399
Debt securities	(d)	5,003	5,003	5,129	5,129
Loans and advances ( <i>I</i> )	(e)	247,836	248,579	225,735	224,698
Shares in controlled entities, joint venture entities and other securities	(f)	158	158	1,445	1,870
Regulatory deposits	(a), (g)	177	177	225	225
<b>Financial liabilities</b>					
Due to other financial institutions ( <i>I</i> )	(a)	42,044	42,044	52,530	52,530
Liability on acceptances	(a)	16,344	16,344	19,562	19,562
Trading derivatives	(c)	16,150	16,150	21,479	21,479
Deposits and other borrowings ( <i>I</i> )	(h)	220,752	220,801	201,194	199,992
Life insurance policy liabilities	(i)	36,134	36,134	32,457	32,457

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Bonds, notes and subordinated debt (1)	(j)	32,573	33,474	24,257	28,091
Other debt issues	(j)	1,612	2,257	1,743	2,627

(1) Comparative amounts have been reclassified to accord with changes in presentation made in 2004 (refer to note 1(d) for further information).

The net fair value estimates are based on the following methodologies and assumptions:

(a) the carrying amounts of **cash and liquid assets, due from and to other financial institutions, due from and to customers on acceptances and regulatory deposits** approximate their net fair value as they are short term in nature or are receivable or payable on demand;

(b) **debt securities** consist of trading, available for sale and investment securities. The net fair values of debt securities, together with related hedge contracts where applicable, are based on quoted closing market prices at September 30;

(c) the fair values of **trading derivatives**, including foreign exchange contracts, interest rate swaps, interest rate and currency option contracts, and currency swaps, are obtained from quoted closing market prices at balance date, discounted cash flow models or option pricing models as appropriate;

(d) the net fair values of **equity and debt securities** held as **investments relating to life insurance business** are based on quoted closing market prices at September 30. Where no quoted market value exists, various valuation methods have been adopted by the directors as detailed in note 1(o). In those instances, the values adopted are deemed equivalent to net market value;

(e) the carrying value of **loans and advances** is net of specific and general provision for doubtful debts and unearned income. The net fair values of loans and advances that reprice within six months of year end are assumed to equate to the carrying value. The net fair values of all other loans and advances are calculated using discounted cash flow models based on the maturity of the loans and advances. The discount rates applied are based on the current interest rates at September 30 of similar types of loans and advances, if the loans and advances were performing at balance date. The differences between estimated net fair values of loans and advances and carrying value reflect changes in interest rates and creditworthiness of borrowers since loan or advance origination.

Net lease receivables with a carrying value of \$15,968 million (2003: \$14,864 million) and a net fair value of \$15,934 million (2003: \$14,777 million), are included in loans and advances. Lease receivables are excluded from the definition of a financial asset under SFAS 107 and have been included in the above table for Australian reporting purposes;

(f) the net fair value of **shares in controlled entities, joint venture entities and other securities** is based on quoted closing market prices at balance date where available. Where quoted market prices do not exist, the net fair values are estimated after taking into account the underlying financial position of the investee or quoted market prices for similar instruments;

(g) the Group is required by law to lodge **regulatory deposits** with certain central banks at a rate of interest below that generally prevailing in the market. As the obligation between the parties is not based on contract but on regulatory requirements, such deposits do not constitute a financial instrument within the definition contained in SFAS 107 and have been included in the above table for Australian reporting purposes;

(h) with respect to **deposits and other borrowings**, the net fair value of non-interest-bearing, call and variable rate deposits and fixed rate deposits repricing within six months is the carrying value at September 30. The net fair value of other term deposits is calculated using discounted cash flow models based on the deposit type and its related maturity;

(i) the net fair value of **life insurance policy liabilities** is calculated using the Margin on Services methodology as detailed in note 1(x);

(j) the net fair values of **bonds, notes and subordinated debt and other debt issues** are calculated based on a discounted cash flow model using a yield curve appropriate to the remaining maturity of the instruments is used; and

(k) **commitments to extend credit, letters of credit and guarantees and warranties and indemnities issued** are considered to be financial instruments. These financial instruments are generally not sold or traded and estimated fair values are not readily ascertainable. Net fair value of these items was not calculated for the following reasons. Very few of the commitments extended beyond six months would commit the Group to a predetermined rate of interest. Also, the fees attaching to these commitments are the same as those currently charged to enter into similar



arrangements. Finally, the quantum of fees collected under these arrangements, upon which a fair value calculation would be based, is not material.

The fair values of derivative financial instruments held or issued for purposes other than trading, including foreign exchange contracts, interest rate swaps, interest rate and currency option contracts, currency swaps and credit derivatives, are disclosed in note 45.

#### **47 Superannuation commitments**

The Group sponsors a range of superannuation plans for employees which principally offer two types of benefits:

accumulation benefits which provide a lump sum benefit on retirement or withdrawal; and

defined benefits which provide a pension with the option of commutation of part of the pension on retirement, or lump sum benefit.

Accumulation benefits are based on accumulated contributions and interest earnings thereon. Entities in the Group are obliged to contribute sufficiently to cover specified minimum benefit levels. These obligations are legally enforceable. The relevant trust deed may allow for the cessation of these contributions. Members and employer contributions are calculated as percentages of members salaries or wages. In the case of some plans, member contributions are not required.

The Group maintains several defined benefit superannuation and pension arrangements worldwide. Some sponsored plans are in actuarial surplus, others are in a position of actuarial deficiency. Surpluses and deficiencies depend on many diverse factors and can vary significantly over time having regard, for eg. to movements in the investment markets, future salary increases and changes in employment patterns. This note sets out the Group's position in relation to its defined benefit plans. The disclosures contained herein are in accordance with AASB 1028

Employee Benefits . Plans listed below show the position using the most recent information available. All plans listed below are closed to new defined benefit members.

In relation to the Group's European defined benefit plans, the plans' actuaries have advised that using their best estimate (ie. most probable) assumptions for the long term, the European plans are in a combined surplus position of approximately \$905 million at June 30, 2004. In contrast, applying applicable accounting disclosure principles, these plans are in a combined surplus position of \$690 million on a vested benefits basis. This means the market value of plan assets exceeds the present value of benefits that are not conditional on future employment. Further, these plans are in a combined deficit position of \$1,153 million on an accrued benefits basis. This means the present value of future benefits exceeds the market value of plan assets at June 30, 2004, being the last assessment date. The discount rate used to determine both the vested benefit and accrued benefit positions does not reflect the actual asset mix and the expected earnings on the plans' assets over the long term. As such, these positions will change with future market conditions at a point in time.

The actuaries' advice provides comfort to the Group that the plans will meet their long-term obligations. In addition, the Group continues to meet the applicable statutory minimum funding requirements set by legislation in the UK and Republic of Ireland. The Group has no obligation to make payments in respect of the plans' deficits over and above its annual contributions. These contributions are only set after agreement

between the Group and the plans trustees and actuaries. The next scheduled triennial review for this purpose is as at September 30, 2004 for all European plans.

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The Group contributed \$275 million in respect of all superannuation and pension plans for 2004 (2003: \$228 million). Included therein were contributions of \$165 million in respect of the Group's European defined benefit pension plans (2003: \$89 million).

The Group's accounting policy is set out in note 1(II). Under this accounting policy, the Group recognised superannuation and pension expenses of \$309 million in 2004 (2003: \$243 million), of which \$210 million related to the Group's European defined benefit pension plans (2003: \$111 million). These expenses are reported within personnel expenses. Under the accounting policy, the Group recognised defined benefit pension fund surpluses as an asset in the Group's balance sheet on acquisition of entities. This asset is subsequently adjusted for prepayments and accruals and is referred to as a prepaid pension cost asset. The carrying value of the prepaid pension cost asset as at September 30, 2004 was \$582 million and is reported within other assets (2003: \$616 million). A provision for deferred income tax has been recognised for timing differences in relation to prepaid pension costs as at September 30, 2004 of \$180 million (2003: \$189 million).

No liabilities have been recognised in the Group's balance sheet in relation to the current defined benefit fund deficits reflected in the table below as the Group has no obligation to make payments in respect of those deficits over and above its annual contributions to these plans unless required by the applicable statutory minimum funding requirements. The Group's European defined benefit plans are all adequately funded under the minimum funding requirements test in the UK and the Republic of Ireland as at September 30, 2004.

Listed below are details of the major plans with total assets in excess of \$10 million each. The accrued benefits, plan assets at net market value, net surplus/(deficit) and vested benefits of these plans (converted at exchange rates at September 30) were:

Name of defined benefit fund	Most recent plan information	Accrued benefits \$m	Plan assets \$m	2004		
				Net accrued benefit surplus/(deficit) \$m	Vested benefits \$m	Net vested benefit surplus/(deficit) \$m
National Australia Bank Group Superannuation Fund A	June 30, 2004 (1) Plan Financial Report	1,754	2,046	292	1,940	106
Clydesdale Bank Pension Scheme	June 30, 2004 (2) Actuarial Update	2,064	1,540	(524)	1,362	178
Northern Bank Pension Scheme	June 30, 2004 (2) Actuarial Update	1,331	1,098	(233)	883	215
National Irish Bank Pension Scheme	June 30, 2004 (2) Actuarial Update	379	366	(13)	212	154
National Australia Bank UK Retirement Benefits Plan	June 30, 2004 (2) Actuarial Update	350	233	(117)	186	47
Yorkshire Bank PLC Pension Fund	June 30, 2004 (2) Actuarial Update	1,701	1,435	(266)	1,339	96
Bank of New Zealand Officers Provident Association	June 30, 2004 (3) Actuarial Update	183	248	65	179	69
National Wealth Management Superannuation Fund	June 30, 2004 (4) Plan Financial Report	95	122	27	116	6
<b>Total defined benefit funds</b>		<b>7,857</b>	<b>7,088</b>	<b>(769)</b>	<b>6,217</b>	<b>871</b>

Name of defined benefit fund	Most recent plan information	Accrued benefits	Plan assets	2003		
				Net accrued benefit surplus/(deficit)	Vested benefits	Net vested benefit surplus/(deficit)

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		\$m	\$m	\$m	\$m	\$m
National Australia Bank Group Superannuation Fund A	June 30, 2003 (1) Plan Financial Report	1,764	1,811	47	1,711	100
Clydesdale Bank Pension Scheme	June 30, 2003 (2) Actuarial Update	1,928	1,301	(627)	1,272	29
Northern Bank Pension Scheme	June 30, 2003 (2) Actuarial Update	1,245	946	(299)	825	121
National Irish Bank Pension Scheme	June 30, 2003 (2) Actuarial Update	335	317	(18)	186	131
National Australia Bank UK Retirement Benefits Plan	June 30, 2003 (2) Actuarial Update	302	179	(123)	162	17
Yorkshire Bank PLC Pension Fund	June 30, 2003 (2) Actuarial Update	1,577	1,226	(351)	1,240	(14)
Bank of New Zealand Officers Provident Association	June 30, 2003 (3) Actuarial Update	160	228	68	157	71
National Wealth Management Superannuation Fund	June 30, 2003 (4) Plan Financial Report	95	105	10	105	
<b>Total defined benefit funds</b>		<b>7,406</b>	<b>6,113</b>	<b>(1,293)</b>	<b>5,658</b>	<b>455</b>

(1) *National Australia Bank Group Superannuation Fund A is technically a defined benefit fund although the vast majority of members have accumulation benefits. Accrued benefits are at the date of the last actuarial assessment, which was June 30, 2003. At the date of the last actuarial assessment, plan assets were \$1,811 million and vested benefits were \$1,711 million. Plan assets and vested benefits are as at June 30, 2004, being the date of the most recent financial statements of the fund (for 2003 comparative information, they are as at June 30, 2003). Approximately 2% of disclosed accrued benefits and 6% of the disclosed plan assets relate to defined benefits. The actuary is Mr SJ Schubert, FIA, FIAA, of Towers Perrin.*

(2) *Accrued benefits, plan assets and vested benefits are at the date of the most recent actuarial update (which was not a full actuarial assessment) being June 30, 2004. For 2003 comparative information, accrued benefits, plan assets and vested benefits were at the date of an actuarial update. The last full triennial actuarial assessments were September 30, 2001, for all UK plans and September 30, 2003 for the National Irish Bank pension scheme. The actuary for these funds is Watson Wyatt Partners, Consulting Actuaries. These funds are closed to new members.*

(3) *Bank of New Zealand Officers Provident Association has two divisions within one fund. Division 1 is a defined benefit plan and is closed to new members. Division 2 is a cash accumulation plan and contains the majority of members. Accrued benefits are at the date of the last actuarial assessment, which was October 31, 2002. The total plan assets and vested benefits are as at June 30, 2004, being the date of the last actuarial update. At October 31, 2003, being the date of the most recent financial statements of the fund, the plan assets were \$231 million, and vested benefits were \$169 million. The fund actuary is Ms GR Spooner, BSc, FIAA, FNSA, of Watson Wyatt NZ Ltd. Approximately 24% of disclosed accrued benefits and 47% of plan assets relate to defined benefits.*

(4) *National Wealth Management Superannuation Fund is technically a defined benefit fund although the majority of members have accumulation benefits. Accrued benefits are at the date of last actuarial assessment, which was July 1, 2002. At the date of the last actuarial assessment, plan assets were \$95 million and vested benefits were \$99 million. Plan assets and vested benefits are as at June 30, 2004, being the date of the most recent financial statements of the fund (for 2003 comparative information, they are as at June 30, 2003). Approximately 61% of disclosed accrued benefits and plan assets relate to defined benefits. The fund actuary is Mr D.O Keefe, FIAA, of Alea Actuarial Consulting.*

#### 48 Operating lease commitments

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Estimated minimum lease commitments				
Due within 1 year	370	360	260	258
Due within 1 2 year(s)	298	315	199	221
Due within 2 3 years	237	248	149	164
Due within 3 4 years	178	195	102	118

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Due within 4 - 5 years	135	148	73	83
Due after 5 years	1,014	848	351	376
Total operating lease commitments (1) (2) (3)	2,232	2,114	1,134	1,220
Commitments by type				
Commercial and residential buildings	2,103	1,960	1,007	1,067
Data processing and other equipment	129	154	127	153
Total operating lease commitments (1) (2) (3)	2,232	2,114	1,134	1,220

(1) Figures include liabilities taken up for surplus leased space and lease incentives.

(2) Includes non-cancellable operating lease commitments consisting of:

Due within 1 year	286	284	185	190
Due within 1 - 2 year(s)	247	247	157	159
Due within 2 - 3 years	215	211	134	133
Due within 3 - 4 years	171	184	101	112
Due within 4 - 5 years	128	143	73	83
Due after 5 years	961	803	351	376
Total non-cancellable operating lease commitments	2,008	1,872	1,001	1,053

Comparative information has been restated to reflect the reclassification of operating lease commitments as non-cancellable operating leases.

(3) Included in this note are lease commitments resulting from the sale and leaseback of various properties. These transactions are generally for a term of five years, or 10 years for major properties. There is no ongoing involvement in the properties other than rental payments.

#### 49 Capital expenditure commitments

	Group		Company	
	2004 \$m	2003 \$m	2004 \$m	2003 \$m
Land and buildings				
Due within 1 year	70	41	70	40
Data processing and other equipment				
Due within 1 year	16	25	12	23
Other				
Due within 1 year	12	5		
Total capital expenditure commitments	98	71	82	63

## 50 Related party disclosures

During the year, there have been dealings between the Company and its controlled entities and other related parties. The Company provides a range of services to related parties including the provision of banking facilities and standby financing arrangements. Other dealings include granting loans, accepting deposits and providing finance, forward exchange and interest rate cover. These transactions are normally subject to commercial terms and conditions.

Other transactions with controlled entities may involve leases of properties, plant and equipment, provision of data processing services or access to intellectual or other intangible property rights. Charges for these transactions are made on the basis of equitable rates agreed between the parties. The Company also provides various administrative services to the Group, which may include accounting, secretarial and legal. Fees may be charged for these services.

The aggregate of material amounts receivable from or payable to controlled entities at balance date is as disclosed on the statement of financial position of the Company.

*Details of directors who held office during the year are set out in the report on the directors and officers. Details of remuneration paid or payable to the directors are set out in note 51.*

Australian banks, parent entities of Australian banks and controlled entities of Australian banks have been exempted under the revised ASIC Class Order 98/110 dated July 10, 1998 (revised by Class Order 04/665 dated July 19, 2004) from providing details of certain loans or financial instrument transactions made by banks to personally-related entities of directors of the Company or specified executives of the Group (other than to any entity controlled or significantly influenced by them) in the ordinary course of the banking business and on an arm's length basis or with the approval of shareholders of the relevant entity and its ultimate parent entity, if any.

The Company is required under the terms of the Class Order to lodge a statutory declaration, signed by two directors, with ASIC. The declaration must provide confirmation that the Company has implemented systems of internal control and procedures that provide assurance that any loans or other financial instrument transactions of a bank with directors or specified executives or their personally-related entities which are not entered into on normal terms and conditions are drawn to the attention of the directors so that they may be disclosed in the financial report.

The Company lodged such a declaration with its annual return to ASIC for the year ended September 30, 2004.

### **Loans to directors of the Company and specified executives of the Group**

Loans made to the directors other than executive directors of the Company are made in the ordinary course of business on commercial terms and conditions. Loans to specified executives (including executive directors) of the Group may be made on similar terms and conditions generally available to other employees within the Group. Loans to directors of the Company and specified executives of the Group, among others, are

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subject to restrictions under applicable laws and regulations including the United States *Sarbanes Oxley Act of 2002*.

Under the revised Class Order referred to above, disclosure is limited to the aggregate amount of loans made or guaranteed by:

the Company and its controlled entities to directors of the Company, specified executives of the Group and entities controlled or significantly influenced by them; and

controlled non-banking entities to directors of the Company, specified executives of the Group, or their personally-related entities.

Details regarding the aggregate amounts of such loans outstanding, interest charged, interest not charged and write-offs for the last two years to September 30 were:

	Terms and conditions	Balance at beginning of year \$	Interest charged \$	Interest not charged \$	Write-off \$	Balance at end of year \$	Individuals in group during year No.
<b>Directors of the Company</b>							
2004	Normal	24,824,092	1,495,345			26,137,542	8
2003 (1)	Normal	214,604	(2)	(2)	(2)	2,677,942	3
<b>Specified executives of the Group</b>							
2004	Normal	2,222,538	504,569			9,913,701	8
	Employee	3,022,782	152,109			2,730,615	9
2003 (1)	Normal	997,442	(2)	(2)	(2)	1,464,444	3
	Employee	913,427	(2)	(2)	(2)	2,102,130	7

(1) *Comparative information excludes loans to entities controlled or significantly influenced by directors and specified executives as this information was not previously required under ASIC Class Order 98/110*

(2) *Interest charged, interest not charged and amounts written-off during 2003 were not obtained as there was no requirement to disclose this information.*



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Details regarding individuals with loans above \$100,000 during the year ended September 30, 2004 were:

2004	Terms and conditions	Balance at beginning of year \$	Interest charged \$	Interest not charged \$	Write-off \$	Balance at end of year \$	Highest indebtedness during year \$
<b>Directors of the Company</b>							
<b>Current</b>							
GJ Kraehe	Normal	3,820,000	166,852			2,215,000	4,522,000
DT Gilbert (1)	Normal	11,850,060	738,991			13,338,878	15,666,433
<b>Former</b>							
JB Clark	Normal	546,090	18,620			2,400	898,490
KJ Moss	Normal	354,486	23,064			276,737	354,486
ED Tweddell (2)	Normal	8,250,000	547,344			10,290,846	10,495,000
<b>Specified executives of the Group</b>							
<b>Current</b>							
A Fahour (3)	Normal		11,552			2,238,210	2,238,216
JE Hooper (4)	Employee	1,524,324	65,578			1,035,302	1,526,201
RE Pinney (4)	Normal	699,700	48,417			781,700	801,700
	Employee	106,937				101,321	106,937
GR Slater (4)	Employee	319,749	28,760			542,105	625,749
GW Willis (4)	Employee	884,463	57,410			876,497	958,807
<b>Former</b>							
IR Crouch	Normal		152,660			2,434,393	2,450,000
MT Laing	Normal	275,247	18,687			252,752	275,247
	Employee	73,340				62,397	73,340
CD Lewis	Normal		2,000				800,000
	Employee	2,000				2,000	4,000
PA McKinnon (4)	Normal	758,100	270,679			4,206,646	4,312,591
	Employee	36,190				34,496	36,190
RE McKinnon (4)	Normal	489,497	574				490,071
	Employee	73,781	275			75,378	79,250

(1) Includes business loans of an entity over which Mr Gilbert has a significant influence.

(2) Includes business loans of an entity over which Dr Tweddell has a significant influence.

(3) Loan originated in the US and payable in US dollars. The applicable interest rate of 2.37% per annum represents a normal market interest rate for US borrowings.

(4) Included within loans on employee terms and conditions are loans to purchase Company shares at a nil interest rate. This offer, which ceased in 1999 offered all employees a loan to purchase a prescribed number of shares each

*year between 1997 and 1999. The shares for the relevant individuals are held in trust and dividends are applied against the principal of the loan until the loan is repaid. In addition to the individuals listed above, Mr MacDonald, Mr Scott and Mr Scholes, whose total loans do not exceed \$100,000, also have loans under this arrangement. The benefit associated with this interest-free loan has been imputed at 9.6%, which is the current rate of interest for loans to purchase shares under performance option and performance rights plans, and has been disclosed as part of the non-monetary remuneration of these specified executives in note 51.*

All loans with directors of the Company and specified executives of the Group (or related entities controlled or significantly influenced by them) have been provided on an arm's length commercial basis including the term of the loan, security required and the interest rate (which may be fixed or variable).

Loans made by the Group in 2004 and 2003 to directors or to any associate of such persons, as defined by the United States SEC at no time exceeded 5% of the equity of the Group.

**Other transactions with directors of the Company and specified executives of the Group**

All other transactions with directors of the Company, specified executives of the Group and their personally-related entities are conducted on an arm's length basis in the normal course of business and on commercial terms and conditions. These transactions generally involve the provision of financial and investment services by non-bank controlled entities. All such transactions that have occurred with directors of the Company, specified executives of the Group and their personally-related entities have been trivial or domestic in nature. In this context, transactions are trivial in nature when they are considered of little or no interest to the users of the financial report in making and evaluating decisions about the allocation of scarce resources. Transactions are domestic in nature when they are related to the director or executive's personal household activities.

**Controlled entities**

*Refer to note 19 for details of the Company's investment in controlled entities. Refer to note 43 for details of controlled entities.*

Details of amounts received from or paid to controlled entities in the form of dividends or interest are set out in notes 4 and 5(b).

In the context of the Group's operations, the directors of the Company do not consider it practicable to collate details of dealings with controlled entities by transaction type, except to the extent that they have been collated and disclosed in respect of the specific transaction types referred to in the preceding paragraph.

The Company has certain guarantees and undertakings with entities in the Group. These are set out in note 44.

**51 Remuneration of directors and executives**

**(a) Details of directors of the Company and specified executives of the Group**

**(i) Current directors**

The following persons were directors of the Company at September 30, 2004:

<b>Name</b>	<b>Position</b>	<b>Date commenced position, if during year</b>
GJ Kraehe	Director (non-executive)	-
	Chairman (non-executive)	February 16, 2004
JM Stewart	Director (executive)	-
	Managing Director and Chief Executive Officer	February 2, 2004
PJB Duncan	Director (non-executive)	-
RG Elstone	Director (non-executive)	September 2, 2004
DT Gilbert	Director (non-executive)	September 2, 2004
PJ Rizzo	Director (non-executive)	September 2, 2004
JS Segal		