

2015

Annual U.S. Disclosure Document

for the fiscal year ended September 30, 2015



Australia and New Zealand Banking Group Limited ABN 11 005 357 522

The date of this 2015 Annual U.S. Disclosure Document is November 9, 2015.

U.S. Disclosure Document

Fiscal year ended September 30, 2015

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INTRODUCTION

All references in this document to “this U.S. Disclosure Document” should be read as referring to the 2015 Annual U.S. Disclosure Document of Australia and New Zealand Banking Group Limited for the fiscal year ended September 30, 2015 (including the Annexes attached hereto).

This U.S. Disclosure Document is dated November 9, 2015. All references in this document to “the date of this U.S. Disclosure Document” are to November 9, 2015.

All references in this U.S. Disclosure Document to “ANZ”, the “ANZ Group”, the “Group”, the “Bank”, “we”, “us” and “our” are to Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) together with its subsidiaries. All references in this U.S. Disclosure Document to the “Company” and to “ANZBGL” are to Australia and New Zealand Banking Group Limited.

Information contained in or accessible through any web site referred to in this U.S. Disclosure Document does not form part of this document unless we specifically state that it is incorporated by reference and forms part of this U.S. Disclosure Document. All references in this document to web sites are inactive textual references and are not active links.

ANZ is one of the four major banking groups headquartered in Australia. In terms of total assets among banking groups, ANZ ranked in the top three in Australia¹ as of September 30, 2015, and first in New Zealand² as of June 30, 2015. ANZ’s principal ordinary share listing and quotation is on the Australian Securities Exchange (“ASX”). As of September 30, 2015, ANZ was ranked among the top four largest companies listed on the ASX in terms of market capitalization³.

This U.S. Disclosure Document has been prepared in order to provide U.S. investors with certain information regarding ANZ’s business and operations, as well as its financial position, as of September 30, 2015, and the results of operations for the fiscal year then ended. All balances disclosed in this U.S. Disclosure Document relate to those of the Group. The Group’s 2015 Financial Statements including the notes thereto and the independent auditor’s report thereon (hereafter defined as the “2015 Financial Statements”), as prepared and filed by the Company with the ASX in accordance with its rules, are attached to this U.S. Disclosure Document as part of Annex A.

¹ Source: Commonwealth Bank of Australia results announcement for the year ended June 30, 2015; National Australia Bank results announcement for the year ended September 30, 2015; Westpac Banking Corporation results announcement for the year ended September 30, 2015.

² Source: ASB Bank disclosure statement for the year ended June 30, 2015; Bank of New Zealand disclosure statement for the 9 months ended June 30, 2015; Westpac New Zealand disclosure statement for the 9 months ended June 30, 2015.

³ Source: IRESS

Forward-looking statements

This U.S. Disclosure Document contains various forward-looking statements regarding events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Company or the ANZ Group to differ materially from the information presented herein. When used in this U.S. Disclosure Document, the words “forecast”, “estimate”, “project”, “intend”, “anticipate”, “believe”, “expect”, “may”, “probability”, “risk”, “will”, “seek”, “would”, “could”, “should” and similar expressions, as they relate to the Company or the ANZ Group and its management, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Such statements constitute “forward-looking statements” for the purposes of the United States Private Securities Litigation Reform Act of 1995. ANZ does not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

For example, the forward-looking statements contained in this U.S. Disclosure Document will be affected by:

- adverse conditions in global debt and equity markets;
- general economic conditions in Australia, New Zealand, the Asia Pacific region and other jurisdictions in which we or our customers operate;
- market liquidity and investor confidence;
- changes to our credit ratings;
- inflation, interest rates, exchange rates, markets and monetary fluctuations and longer term changes;
- the impact of current, pending and future legislation, regulation (including capital, leverage and liquidity requirements), regulatory disclosures and taxation and accounting standards in Australia and worldwide;
- changes in consumer spending, saving and borrowing habits in Australia, New Zealand, the Asia Pacific region and other jurisdictions in which we or our customers operate;
- commercial and residential mortgage lending and real estate market conditions in Australia, New Zealand and the Asia Pacific region;
- the effects of competition in the geographic and business environments in which we or our customers operate;
- our ability to adjust to and compete in the Asia Pacific geographic markets in which we operate or are seeking to operate;
- the ability to maintain or increase market share and control expenses;
- the timely development and acceptance of new products and services, and the perceived overall value of these products and services by users;
- reliability and security of our technology and risks associated with changes to information systems;
- operational and environmental factors, including natural disasters, such as earthquakes, floods, volcanic eruptions, bush fires and tsunamis;
- demographic changes and changes in political, social, and economic conditions in any of the jurisdictions in which we or our customers operate;
- our ability to complete, integrate, and process acquisitions and dispositions;
- the stability of Australian and international financial systems, disruptions to financial markets and any losses we or our customers may experience as a result;
- adverse impacts on our reputation;
- the impact of existing or potential litigation and regulatory actions applicable to the ANZ Group, its business or its customers;
- the effectiveness of our risk management policies, including our internal processes, systems and employees;
- other risks and uncertainties detailed under “Supervision and regulation”, “Competition”, and “Risk factors” in “Section 2: Information on the Group” and elsewhere throughout this U.S. Disclosure Document; and
- various other factors beyond our control.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in this U.S. Disclosure Document. For further discussion, refer to “Risk factors” in “Section 2: Information on the Group”.

Selected financial data

The summary of consolidated balance sheets as of September 30, 2015, 2014, 2013, 2012 and 2011 and summary of consolidated income statement data for the fiscal years ended September 30, 2015, 2014, 2013, 2012 and 2011 have been derived from the Group’s financial statements. The 2015 Financial Statements are contained within ANZ’s 2015 Annual Report (excerpts of which, including the 2015 Financial Statements, are attached to this U.S. Disclosure Document as part of Annex A). The Group’s 2014 Financial Statements are contained within ANZ’s 2014 Annual Report (excerpts of which, including the 2014 Financial Statements, are attached to this U.S. Disclosure Document as part of Annex B).

The Group’s Financial Statements and the financial information included herein, except where otherwise noted, have been prepared in accordance with the relevant provisions of the Banking Act 1959 of Australia (“Banking Act”), Australian Accounting Standards (“AASs”) and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001(Cth) (the “Corporations Act”). International Financial Reporting Standards (“IFRS”) are Standards and Interpretations adopted by the International Accounting Standards Board (“IASB”). IFRS forms the basis of AASs. The Group’s application of AASs ensures that the Group’s Financial Statements and the financial information included herein complies with IFRS.

Amounts in this U.S. Disclosure Document are presented in Australian Dollars (“\$”, “AUD” or “A\$”) unless otherwise stated. Amounts reported in United States Dollars (“USD” or “US\$”) have been translated at the September 30, 2015 Noon Buying Rate in New York City for cable transfers in Australian Dollars as certified for customs purposes by the Federal Reserve Bank of New York (the “Noon Buying Rate”), which was US\$0.7020 = AUD\$1.00. For further information on the currency of presentation in this U.S. Disclosure Document, refer to “Currency of presentation and exchange rates in “Section 2: Information on the Group”.

SECTION 1: KEY INFORMATION

Summary of consolidated income statement and selected ratios

	Years ended September 30					
	2015 USD \$M ¹	2015 \$M	2014 \$M	2013 \$M	2012 \$M	2011 \$M
Interest income	21,429	30,526	29,524	28,627	30,538	30,443
Interest expense	(11,169)	(15,910)	(15,714)	(15,869)	(18,428)	(18,943)
Net interest income	10,260	14,616	13,810	12,758	12,110	11,500
Net funds management and insurance income	1,219	1,736	1,538	1,431	1,203	1,405
Share of associates' profit	439	625	517	482	395	436
Other operating income	2,874	4,094	4,189	3,851	4,003	3,591
Operating income	14,792	21,071	20,054	18,522	17,711	16,932
Operating expenses	(6,570)	(9,359)	(8,760)	(8,257)	(8,519)	(8,023)
Profit before credit impairment and income tax	8,222	11,712	11,294	10,265	9,192	8,909
Credit impairment charge ²	(828)	(1,179)	(986)	(1,188)	(1,198)	(1,237)
Profit before income tax	7,394	10,533	10,308	9,077	7,994	7,672
Income tax expense ³	(2,124)	(3,026)	(3,025)	(2,757)	(2,327)	(2,309)
Profit for the year	5,270	7,507	7,283	6,320	5,667	5,363
Profit attributable to non-controlling interests	(10)	(14)	(12)	(10)	(6)	(8)
Profit attributable to shareholders of the Company	5,260	7,493	7,271	6,310	5,661	5,355
Non-interest income as a % of operating income ⁴	30.6%	30.6%	31.1%	31.1%	31.6%	32.1%
Net interest margin	2.04%	2.04%	2.13%	2.22%	2.31%	2.42%
Cost to income ratio	44.4%	44.4%	43.7%	44.6%	48.1%	47.4%
Dividends on ordinary shares	3,444	4,906	4,694	4,082	3,691	3,491
Earnings per fully paid ordinary share (cents)						
Basic	191	272	267	233	213	208
Diluted	180	257	257	226	206	199
Ordinary share dividend payout ratio (%) ⁵	68.6%	68.6%	67.4%	71.4%	69.4%	68.6%
Dividend per ordinary share (cents)	127	181	178	164	145	140

^{1.} The USD amounts are disclosed for information purposes only. There is no assurance that the AUD amounts could be translated at the September 30, 2015 Noon Buying Rate applied in this document.

^{2.} The credit impairment charge represents the individual and collective credit impairment charge.

^{3.} Includes the impact of contribution tax and investment income tax attributable to policyholders.

^{4.} Non-interest income comprises net funds management and insurance income, share of associates' profit and other operating income.

^{5.} The dividend payout ratio was calculated by adjusting profit attributable to shareholders of the Company by the amount of preference share dividends paid. The dividend payout ratio calculation is based on the following dividend payments, and in respect of the 2015 final dividend the forecast number of ordinary shares on issue at the dividend date:

	2015 \$M	2014 \$M	2013 \$M	2012 \$M	2011 \$M
Interim	2,379	2,278	2,003	1,769	1,662
Final	2,758	2,619	2,497	2,150	2,002
Total	5,137	4,897	4,500	3,919	3,664

SECTION 1: KEY INFORMATION

Summary of consolidated balance sheet and selected ratios

	As of September 30					
	2015 USD \$M ¹	2015 \$M	2014 \$M	2013 \$M	2012 \$M	2011 \$M
Shareholders' equity ²	40,187	57,247	49,207	45,541	41,171	37,906
Subordinated debt ³	11,940	17,009	13,607	12,804	11,914	11,993
Debt issuances	65,810	93,747	80,096	70,376	63,098	56,551
Deposits and other borrowings	400,697	570,794	510,079	466,915	397,123	368,729
Gross loans and advances ^{4,5}	403,127	574,255	525,685	487,618	432,361	402,180
Less: Individual provision for credit impairment ⁴	(745)	(1,061)	(1,176)	(1,467)	(1,773)	(1,697)
Less: Collective provision for credit impairment ^{4,6}	(2,075)	(2,956)	(2,757)	(2,887)	(2,765)	(3,176)
Less: Esanda Dealer Finance assets held for sale ⁵	(5,662)	(8,065)	-	-	-	-
Net loans and advances	400,307	562,173	521,752	483,264	427,823	397,307
Total assets	624,710	889,900	772,092	702,995	642,127	604,213
Net assets	40,262	57,353	49,284	45,603	41,220	37,954
Risk weighted assets ⁷	282,160	401,937	361,529	339,265	300,119	279,964
Summary of consolidated ratios						
Net profit after income tax as a percentage of:						
Average total assets	0.9%	0.9%	1.0%	0.9%	0.9%	0.9%
Average shareholders' equity ⁸	14.5%	14.5%	15.8%	15.0%	14.6%	15.3%
Average ordinary shareholders' equity as a percentage of average total assets ⁸	6.1%	6.1%	6.1%	6.2%	6.2%	6.1%
Ratio of earnings to fixed charges ⁹	65.5%	65.5%	65.0%	56.7%	43.1%	40.2%
Capital adequacy ratios: ⁷						
Common Equity Tier 1	9.6%	9.6%	8.8%	8.5%	8.8%	8.5%
Tier 1	11.3%	11.3%	10.7%	10.4%	10.8%	10.9%
Tier 2	2.0%	2.0%	2.0%	1.8%	1.4%	1.2%
Total	13.3%	13.3%	12.7%	12.2%	12.2%	12.1%
Number of ordinary shares on issue (millions)	2,902.7	2,902.7	2,756.6	2,743.7	2,717.4	2,629.0

^{1.} The USD amounts are disclosed for information purposes only. There is no assurance that the AUD amounts could be translated at the September 30, 2015 Noon Buying Rate applied in this U.S. Disclosure Document.

^{2.} Excludes non-controlling interests.

^{3.} For the composition of subordinated debt refer to Note 18 of the 2015 Financial Statements (attached as part of Annex A hereto).

^{4.} Loans and advances are disclosed in the balance sheet net of the individual and collective provisions. For ease of presentation gross amounts are shown here.

^{5.} The Esanda Dealer Finance assets held for sale are disclosed separately from loans and advances on the balance sheet. For ease of presentation, gross loans and advances shown here include the Esanda Dealer Finance assets classified as held for sale.

^{6.} The collective provision includes amounts for off-balance sheet credit exposures of \$677 million at September 30, 2015 (September 30, 2014: \$613 million, September 30, 2013: \$595 million).

^{7.} Risk weighted assets and capital adequacy ratios are calculated using the Australian Prudential Regulation Authority (APRA) Basel 3 methodology.

^{8.} Excludes non-controlling interests and preference shares.

^{9.} Ratio of earnings to fixed charges is derived from profit before income tax divided by the sum of interest expense and one third of rental expense.

SECTION 1: KEY INFORMATION

Summary of credit quality data

	As of September 30			
	2015 USD \$M ¹	2015 \$M	2014 \$M	2013 \$M
Gross impaired assets				
Impaired loans:				
Subject to individual provision for credit impairment	1,428	2,034	2,443	3,427
Without individual provision for credit impairment	286	407	239	324
Restructured items	129	184	67	341
Non-performing commitments and contingencies	66	94	140	172
Total gross impaired assets	1,909	2,719	2,889	4,264
Provision for credit impairment:				
Individual provision - impaired loans	729	1,038	1,130	1,440
Individual provision - non-performing commitments and contingencies	16	23	46	27
Collective provision	2,075	2,956	2,757	2,887
Total provision for credit impairment	2,820	4,017	3,933	4,354
Total gross loans and advances^{2,3,4}	403,127	574,255	525,685	487,618
Credit Risk Weighted Assets	245,525	349,751	308,885	287,651
Collective provision as a % of credit risk weighted assets ⁵	0.85%	0.85%	0.89%	1.00%
Gross impaired assets as a percentage of gross loans and advances	0.5%	0.5%	0.6%	0.9%
Individual provision for credit impairment as a percentage of gross impaired assets	39.0%	39.0%	40.7%	34.4%
Individual provision for impaired loans as a percentage of impaired loans	42.5%	42.5%	42.1%	38.4%
Total provision for credit impairment as a percentage of:				
Gross loans and advances ^{2,3,4}	0.7%	0.7%	0.7%	0.9%
Credit risk weighted assets ⁵	1.1%	1.1%	1.3%	1.5%

^{1.} The USD amounts are disclosed for information purposes only. There is no assurance that the AUD amounts could be translated at the September 30, 2015 Noon Buying Rate applied in this U.S. Disclosure Document.

^{2.} Consists of loans and advances, customers' liability for acceptances, capitalized brokerage/mortgage origination fees less unearned income.

^{3.} Loans and advances are disclosed in the balance sheet net of individual and collective provisions. For ease of presentation gross amounts are shown here.

^{4.} The Esanda Dealer Finance assets held for sale are disclosed separately from loans and advances on the balance sheet. For ease of presentation, gross loans and advances shown here include the Esanda Dealer Finance assets classified as held for sale.

^{5.} Credit risk weighted assets are calculated using APRA Basel 3 methodology.

SECTION 1: KEY INFORMATION

Results by division

The Group operates on a divisional structure with Australia, International and Institutional Banking (IIB), New Zealand, and Global Wealth being the major operating divisions. The IIB and Global Wealth divisions are coordinated globally. Global Technology, Services & Operations (GTSO) and Group Center provide support to the operating divisions, including technology, operations, shared services, property, risk management, financial management, strategy, marketing, human resources and corporate affairs. The Group Center also includes Group Treasury and Shareholder Functions.

During 2015, Small Business Banking within the New Zealand division was transferred out of the Commercial business unit and is now presented as part of the Retail business unit. In addition, the Merchant Services and Commercial Credit Cards businesses were transferred out of the Cards and Payments business unit in Australia Retail and split between Australia Corporate and Commercial Banking (C&CB) and IIB based on customer ownership.

Certain comparative information for 2014 has been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level.

We have not prepared restatements for 2013, 2012 or 2011 comparative information, but they would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

Assets, liabilities, income and profit before tax

Division ¹	September 30						
	2015 USD \$M ²	2015 \$M	%	2014 \$M ³	%	2013 \$M	%
Assets							
Australia	222,241	316,583	36%	290,564	38%	274,325	39%
International and Institutional Banking	296,952	423,008	47%	342,984	43%	296,122	42%
New Zealand	69,080	98,405	11%	89,443	12%	84,957	12%
Global Wealth	36,948	52,633	6%	50,469	7%	49,010	7%
GTSO and Group Center	(511)	(729)	0%	(1,368)	0%	(1,419)	0%
Total	624,710	889,900	100%	772,092	100%	702,995	100%
Liabilities							
Australia	126,836	180,678	22%	172,684	24%	165,768	25%
International and Institutional Banking	248,294	353,696	42%	301,100	41%	254,554	40%
New Zealand	58,797	83,757	10%	73,082	10%	64,479	10%
Global Wealth	42,594	60,675	7%	55,451	8%	51,253	8%
GTSO and Group Center ⁴	107,926	153,741	19%	120,491	17%	121,338	18%
Total	584,448	832,547	100%	722,808	100%	657,392	100%
Income⁵							
Australia	12,051	17,166	46%	17,185	48%	17,614	51%
International and Institutional Banking	8,114	11,558	31%	10,879	30%	10,297	30%
New Zealand	4,367	6,221	17%	5,600	16%	4,799	14%
Global Wealth	1,298	1,849	5%	1,884	5%	1,704	5%
GTSO and Group Center	131	187	1%	220	1%	(23)	0%
Total	25,961	36,981	100%	35,768	100%	34,391	100%
Profit before tax							
Australia	3,277	4,668	44%	4,360	42%	4,073	45%
International and Institutional Banking	2,463	3,508	33%	3,614	35%	3,278	36%
New Zealand	1,099	1,565	15%	1,497	15%	1,213	13%
Global Wealth	530	755	7%	743	7%	567	6%
GTSO and Group Center	26	37	1%	94	1%	(54)	-1%
Total	7,394	10,533	100%	10,308	100%	9,077	100%

¹ For discussion of operating results see "Section 3: Operating and financial review and prospects - Results by division".

² The USD amounts are disclosed for information purposes only. There is no assurance that the AUD amounts could be translated at the September 30, 2015 Noon Buying Rate applied in this U.S. Disclosure Document.

³ Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

⁴ GTSO and Group Center liabilities include a majority of the Group's wholesale funding within Group Treasury.

⁵ Income consists of interest income and non-interest income (comprising net funds management and insurance income, share of associates' profit and other operating income).

Overview

Australia and New Zealand Banking Group Limited ("ANZBGL") and its subsidiaries (together, the "Group"), which began its Australian operations in 1835 and its New Zealand operations in 1840, is one of the four major banking groups headquartered in Australia. ANZBGL is a public company limited by shares incorporated in Australia and was registered in the State of Victoria on July 14, 1977. ANZBGL's registered office is located at Level 9, 833 Collins Street, Docklands, Victoria, 3008, Australia, and the telephone number is +61 3 9683 9999. ANZ's Australian Business Number is ABN 11 005 357 522.

As of the close of trading on September 30, 2015, ANZBGL had a market capitalization of \$78.6 billion. As of September 30, 2015, ANZBGL had total assets of \$889.9 billion and shareholders' equity of \$57.4 billion. ANZBGL's principal ordinary share listing and quotation is on the ASX. Its ordinary shares are also quoted on the New Zealand Stock Exchange ("NZX").

Principal activities of the Group

The principal activities of our major operating divisions are:

Australia

The Australia division comprises the Retail and Corporate and Commercial Banking (C&CB) business units.

• Retail

Retail is responsible for delivering a full range of banking services to consumer customers, using capabilities in product management, analytics, customer research, segmentation, strategy and marketing.

- **Home Loans** provides housing finance to consumers in Australia for both owner-occupied and investment purposes, as well as providing housing finance for overseas investors.
- **Cards and Personal Loans** provides unsecured lending products to retail customers.
- **Deposits and Payments** provides transaction banking, savings and investment products, such as term deposits and cash management accounts.

Retail delivers banking solutions to customers across multiple distribution channels including the Australian branch network, ANZ Direct, specialist sales channels and digital channels (including goMoney™, Internet Banking, and anz.com). The retail distribution network provides retail and wealth solutions to consumers, as well as providing small business solutions and meeting the various cash and check handling needs of corporate, commercial and institutional customers.

• Corporate and Commercial Banking

- **Corporate Banking** provides a full range of banking services, including traditional relationship banking and sophisticated financial solutions, primarily to large private companies, smaller listed companies and multi-national corporation subsidiaries.
- **Regional Business Banking** provides a full range of banking services to non-metropolitan commercial and agricultural (including corporate) customers.
- **Business Banking** provides a full range of banking services to metropolitan-based small to medium sized business clients with a turnover of \$5 million up to \$125 million.
- **Small Business Banking** provides a full range of banking services to metropolitan and regional-based small businesses in Australia with a turnover of up to \$5 million and lending up to \$1 million.
- **Esanda** provides motor vehicle and equipment finance¹.

International and Institutional Banking

International and Institutional Banking (IIB) division comprises Global Products, Retail Asia Pacific and Asia Partnerships. IIB services three main customer segments: Global Banking, International Banking and Retail Asia Pacific. Global Banking serves institutional customers with multi-product, multi-geographic requirements, International Banking serves institutional customers with less complex needs and Retail Asia Pacific focuses on affluent and emerging affluent customers across 21 countries.

• Global Products

Global Products service Global Banking and International Banking customers across three product sets:

- **Global Transaction Banking** provides working capital and liquidity solutions including documentary trade, supply chain financing, structured trade finance as well as cash management solutions, deposits, payments and clearing.
- **Global Markets** provides risk management services to clients globally on foreign exchange, interest rates, credit, commodities, debt capital markets and wealth solutions. Markets provide origination, underwriting, structuring and risk management services, advice and sale of credit and derivative products. The business unit also manages the Bank's interest rate exposure as well as its liquidity position.
- **Global Loans and Advisory** which provides specialized loan structuring and execution, loan syndication, project and export finance, debt structuring and acquisition finance, structured asset finance and corporate advisory.

- **Retail Asia Pacific** provides end-to-end financial solutions to individuals and small businesses including deposits, credit cards, loans, investments and insurance. Leveraging our distinctive footprint we enable client's access to opportunities across the region and connect them to specialists for their banking needs in each location.
- **Asia Partnerships** comprises of strategic partnerships and investments across Asia, which provide the Bank with local business and relationship access as well as country and regulatory insights².

¹ On October 8, 2015, the ANZBGL entered into an agreement to sell the Esanda Dealer Finance business (a component of Esanda) to Macquarie Group Limited. The sale is expected to be completed during the first half of 2016. The estimated sale price for the portfolio is \$8.2 billion.

² Asia Partnerships comprise AMMB Holdings Berhad in Malaysia, PT Bank Pan Indonesia in Indonesia, Shanghai Rural Commercial Bank in China and Bank of Tianjin in China.

New Zealand

The New Zealand division comprises Retail and Commercial business units.

- **Retail**

Retail provides products and services to Retail and Small Business Banking customers via the branch network, mortgage specialists, business managers, the contact center and a variety of self-service channels (internet banking, phone banking, ATMs, website and mobile phone banking). Retail customers have personal banking requirements, and Small Business Banking customers consist primarily of small enterprises with annual revenues of less than NZD 5 million. Core products include current and savings accounts, unsecured lending (credit cards, personal and business loans and overdrafts) and home and business loans secured by mortgages over property. The Retail business unit distributes insurance and investment products on behalf of the Global Wealth division.

- **Commercial**

Commercial provides services to Commercial & Agricultural ("CommAgri") and UDC customers. CommAgri customers consist of primarily privately owned medium to large enterprises. Commercial's relationship with these businesses ranges from simple banking requirements with revenue from deposit and transactional facilities, and cash flow lending, to more complex funding arrangements with revenue sourced from a wider range of products. UDC is principally involved in the financing and leasing of plant, vehicles and equipment, mainly for small and medium sized businesses, as well as investment products.

Global Wealth

The Global Wealth division comprises Funds Management, Insurance and Private Wealth business units which provide investment, superannuation, insurance and private banking solutions to customers across the Asia Pacific region to make it easier for them to connect with, protect and grow their wealth.

- **Funds Management** includes the Pensions and Investment business and E*TRADE.
- **Insurance** includes Life Insurance, General Insurance and ANZ Lenders Mortgage Insurance.
- **Private Wealth** includes global private banking business which specializes in assisting individuals and families to manage, grow and preserve their wealth.
- **Corporate and Other** includes income from invested capital and profits from the Advice and Distribution business.

GTSO and Group Center

GTSO and Group Center provide support to the operating divisions, including technology, operations, shared services, property, risk management, financial management, strategy, marketing, human resources and corporate affairs. The Group Center includes Group Treasury and Shareholder Functions.

Recent developments

On May 4, 2015, the Group announced its intention to sell the Esanda Dealer Finance business, which is part of the Australia division and includes lending assets comprising retail point-of-sale finance and wholesale bailment facilities and other Esanda branded finance offered to motor vehicle dealers. On October 8, 2015, the Group entered into an agreement to sell the Esanda Dealer Finance business to Macquarie Group Limited. The sale is expected to complete during the first half of 2016. The estimated sale price is \$8.2 billion.

On October 1, 2015, the Board of Directors of ANZ announced that Mr Shayne Elliott will succeed Mr Mike Smith as Chief Executive Officer of the Group and join the Board on January 1, 2016. Mr Smith will step down as Chief Executive Officer and as Director on December 31, 2015. Mr Smith will be retained as a non-executive advisor to the Board, initially for one year, commencing July 11, 2016 after his period of leave. Further details of Mr Elliott's remuneration arrangements and Mr Smith's leaving arrangements are disclosed in the 2015 Remuneration Report (attached as part of Annex A hereto).

On October 2, 2015, the Group opened a branch in Myanmar after receiving final regulatory approval from the Central Bank of Myanmar.

Other than the matters described above, there have been no other significant developments since September 30, 2015 to the date of this U.S. Disclosure Document.

SUPERVISION AND REGULATION**Australia****Overview of APRA's Prudential and Regulatory Supervision**

Since July 1, 1998, APRA has been responsible for the prudential and regulatory supervision of Australian authorized deposit-taking institutions ("ADIs"), which cover banks (including ANZBGL), credit unions, building societies, insurance companies (including OnePath Life Limited) and superannuation funds. Prior to this, the Australian banking industry was regulated by the Reserve Bank of Australia (the "RBA"). The RBA has retained overall responsibility for monetary policy, financial system stability and payments system regulation. APRA draws authority from the Australian Prudential Regulation Authority Act 1998 of Australia.

APRA requires ADIs to meet certain prudential requirements that are covered in a range of APRA Prudential Standards.

APRA discharges its responsibilities in part by requiring ADIs subject to its supervision to regularly provide it with reports that set forth a broad range of information, including financial and statistical data relating to their financial position and information in respect of prudential and other matters. APRA gives special attention to capital adequacy, liquidity, earnings, credit quality and associated loan loss experience, concentration of risks, maturity profile of assets and liabilities, operational risks, market risks, interest rate risk in the banking book, exposures to related entities, outsourcing, funds management, securitization activities and international banking operations. APRA may also exercise certain investigative powers if an ADI fails to provide information about its financial condition. Where APRA considers that an ADI may become unable to meet its obligations or suspends payment (among other circumstances), APRA can take control of the ADI's business (including by appointment of an ADI statutory manager). APRA also has power to direct the ADI not to make payments in respect of its indebtedness and to compulsorily transfer some or all of the ADI's assets and liabilities to another ADI in certain circumstances. A counterparty to a contract with an ADI cannot rely solely on the fact that an ADI statutory manager is in control of the ADI's business or on the making of a direction or compulsory transfer order as a basis for denying any obligations to the ADI or for accelerating any debt under that contract or closing out any transaction relating to that contract.

In carrying out its supervisory role, APRA supplements its analysis of statistical data collected from each ADI with selective "on site" visits and formal meetings with the ADI's senior management and the external auditor. APRA has also formalized a consultative relationship with each ADI's external auditor, with the agreement of the ADIs. The external auditor provides additional assurance to APRA that the information sourced from an ADI's accounting records and included in the ADI's APRA reporting is, in all material respects, reliable and in accordance with the relevant APRA Prudential and Reporting Standards. The external auditor also undertakes targeted reviews of specific risk management areas as selected by APRA. In addition, an ADI's Chief Executive Officer attests to, and its directors endorse, the adequacy and operating effectiveness of the ADI's risk management systems to control exposures and limit risks to prudent levels.

Capital Management and Adequacy and Liquidity within APRA's Regulations

For further details of the Group's capital management and adequacy, liquidity and APRA's regulatory environment, refer to the sections entitled "Capital management" and "Liquidity risk" set out in "Section 3: Operating and Financial Review and Prospects".

Capital

The common framework for determining the appropriate level of bank regulatory capital is set by the Basel Committee under a framework that is commonly known as "Basel".

For calculation of minimum capital requirements under Pillar 1 ("Capital Requirements") of the Basel Accord, the Group has been accredited by APRA to use the Advanced Internal Ratings Based ("AIRB") methodology for credit risk weighted assets and Advanced Measurement Approach ("AMA") for the operational risk weighted asset equivalent.

Effective January 1, 2013, APRA has adopted the majority of Basel 3 capital reforms in Australia. APRA views the Basel 3 reforms as a minimum requirement and hence has not incorporated some of the concessions proposed in the Basel 3 rules and has also set higher requirements in other areas. As a result, Australian banks' Basel 3 reported capital ratios will not be directly comparable with international peers. The Basel 3 reforms include: increased capital deductions from Common Equity Tier 1 ("CET1") capital, an increase in capitalization rates (including prescribed minimum capital buffers, fully effective from January 1, 2016), tighter requirements around new Additional Tier 1 and Tier 2 securities and transitional arrangements for existing Additional Tier 1 and Tier 2 securities that do not conform to the new regulations. Other changes include capital requirements for counterparty credit risk and an increase in the asset value correlation with respect to exposures to large and unregulated financial institutions.

Liquidity

ANZBGL's liquidity and funding risks are governed by a detailed policy framework that is approved by ANZBGL's Board Risk Committee. The management of the liquidity and funding positions and risks is overseen by the Group Asset and Liability Committee ("GALCO"). ANZBGL's liquidity risk appetite is defined by the ability to meet a range of regulatory and internal liquidity metrics mandated by ANZBGL's Board Risk Committee. The metrics cover a range of scenarios of varying duration and level of severity. This framework helps:

- Provide protection against shorter-term but more extreme market dislocations and stresses;
- Maintain structural strength in the balance sheet by ensuring that an appropriate amount of longer-term assets are funded with longer-term funding; and
- Ensure no undue timing concentrations exist in the Group's funding profile.

A key component of this framework is the Liquidity Coverage Ratio ("LCR") that was implemented in Australia on January 1, 2015. The LCR is a severe short term liquidity stress scenario, introduced as part of the Basel 3 international framework for liquidity risk measurement, standards and monitoring. As part of meeting the LCR requirements, ANZ has a Committed Liquidity Facility ("CLF") with the RBA. The CLF has been established as a solution to a High Quality Liquid Asset ("HQLA") shortfall in the Australian marketplace and provides an alternative form of RBA-qualifying liquid assets. The total amount of the CLF available to a qualifying ADI is set annually by APRA.

ANZBGL seeks to strictly observe its prudential obligations in relation to liquidity and funding risk as required by APRA Prudential Standard APS 210, as well the prudential requirements of overseas regulators on ANZBGL's offshore operations.

Regulatory Developments***Financial System Inquiry ("FSI")***

The Australian Government conducted a comprehensive inquiry into Australia's financial system and released a final report (the "FSI Final Report") on December 7, 2014. The contents of the FSI Final Report are wide-ranging, and key recommendations from the FSI Final Report that may have an impact on regulatory capital levels include:

- Setting capital standards such that ADIs' capital ratios are "unquestionably strong";
- Raising the average internal ratings-based ("IRB") mortgage risk weight to narrow the difference between average mortgage risk-weight for ADIs using IRB models and those using standardized risk weights;
- Implementing a framework for minimum loss absorbing and recapitalization capacity in line with emerging international practice;
- Developing a common reporting template that improves the transparency and comparability of capital ratios of Australian ADIs; and
- Introducing a leverage ratio that acts as a backstop to ADIs' risk-based capital requirements, in line with Basel framework.

APRA responded to parts of the FSI inquiry in July 2015 with the following announcements made in connection to the key recommendations:

- APRA released an information paper entitled "International capital comparison study" (the "APRA Study") which supports the FSI's recommendation that the capital ratios of ADIs should be unquestionably strong. The APRA Study confirmed that major ADIs are well-capitalized and acknowledged the challenges and complexity in comparing capital ratios between ADIs and international peers given the varied national discretions exercised by different jurisdictions in implementing the global capital adequacy framework (Basel framework). The APRA Study did not confirm the definition of "unquestionably strong" and stated that APRA does not intend to directly link Australian capital requirements to a continually moving benchmark. The results of the APRA Study will only inform but will not determine APRA's approach for setting capital adequacy requirements.
- Effective from July 1, 2016, APRA requires increased capital requirements for Australian residential mortgage exposures for ADIs accredited to use the IRB approach to credit risk. These new requirements would increase the average risk weightings for mortgage portfolios to approximately 25%. For ANZ, the impact is an approximate 60 bps reduction in the Level 2 CET1 ratio on implementation of this change. In response to this, ANZ raised a total of \$3.2 billion of ordinary share capital via a fully underwritten Institutional share placement in August 2015 (\$2.5 billion raised) and a Retail share purchase plan to eligible Australian and New Zealand shareholders in September 2015 (\$0.7 billion raised). APRA has indicated that further changes may be required once greater clarity on the deliberations of the Basel Committee is available, particularly in relation to revisions to the standardized approach for credit risk and capital floors.

The Australian Government released its response to the FSI Final Report in October 2015. The response agreed with all of the above capital-related recommendations. The Australian Government supports and endorses APRA in implementing the recommendations, including the initial actions to raise the capital requirements for Australian residential mortgage exposures, and to take additional steps to ensure that the major banks have "unquestionably strong" capital ratios by the end of 2016.

Apart from the July 2015 announcement, APRA has not made any further announcements on the other key recommendations in the FSI Final Report. Therefore, the final outcomes from the FSI, including any impacts and the timing of such impacts on ANZ, remain uncertain.

Please refer to risk factor No. 8, "Regulatory changes or a failure to comply with regulatory standards, law or policies may adversely affect the Group's business, operations or financial condition" under "Risk Factors" below.

Liquidity Ratios

The Basel 3 liquidity framework included two liquidity ratios to measure liquidity risk: (i) the LCR that became effective on January 1, 2015 and (ii) the Net Stable Funding Ratio ("NSFR").

The final Basel 3 revised NSFR standard was released in October 2014 and is broadly consistent with the previous version. It will become the minimum Basel standard on January 1, 2018, and it is expected that APRA will adopt the same timeline. As part of managing future liquidity requirements, ANZ monitors the NSFR in its internal reporting and believes it is well placed to meet this requirement.

Domestic Systemically Important Bank ("D-SIB") Framework

APRA has released details of its D-SIB framework for implementation in Australia and has classified ANZ and three other major Australian banks as D-SIBs. As a result, an addition to the Capital Conservation Buffer ("CCB") will be applied to the four major Australian banks, increasing capital requirements by 100 bps from January 1, 2016 and further strengthening the capital position of Australia's D-SIBs. ANZ's current capital position is already in excess of APRA's requirements, including the D-SIB overlay. The Group believes that it is well placed for D-SIB implementation in January 2016.

Composition of Level 2 ADI Group

In May 2014, APRA provided further clarification to the definition of the Level 2 ADI group, where subsidiary intermediate holding companies are now considered part of the Level 2 Group.

The above clarification results in the phasing out, over time, of capital benefits arising from the debt issued by ANZ Wealth Australia Limited ("ANZWA"). The first tranche of this debt, amounting to \$405 million or approximately 10 bps of CET1 was phased out in June 2015. As of September 30, 2015, ANZWA had \$400 million of debt outstanding which will mature by March 2016. This will result in a reduction in CET1 by approximately 10 bps upon the maturity of the debt. The Group believes that it is well placed to manage the future transitional impact through organic capital generation.

Level 3 Conglomerates ("Level 3")

In August 2014, APRA announced its planned framework for the supervision of Conglomerates Group (Level 3), which includes updated Level 3 capital adequacy standards. These standards will regulate a bancassurance group such as ANZ as a single economic entity with minimum capital requirements and additional monitoring of risk exposure levels.

APRA has deferred a decision on the full implementation date as well as the final form of the Level 3 framework until the Australian Government's response to the FSI recommendations have been considered by APRA. APRA has committed to a minimum transition period of 12 months for the affected institutions to comply with the new requirements once an implementation date is established.

Based upon the current versions of the Level 3 standards covering capital adequacy and risk exposures, ANZ is not expecting any material impact on its operations.

APRA's Basel 3 Disclosure Requirements

In May 2015, APRA released final standards implementing internationally agreed disclosure framework on the leverage ratio, liquidity coverage ratio and the identification of potential global systemically important banks ("G-SIBs") with effect from July 1, 2015.

Leverage Ratio

APRA's leverage ratio requirements will apply to those ADIs, including ANZ, using the IRB approach to Credit Risk Weighted Assets. Leverage ratio requirements are included in the Basel Committee on Banking Supervision ("BCBS") Basel 3 capital framework as a supplement to the current risk based capital requirements and are intended to restrict the build-up of excessive leverage in the banking system.

In the requirements, APRA has maintained the BCBS calculation of the leverage ratio of Tier 1 Capital expressed as a percentage of Exposure Measure (or the aggregate of the Group's on-balance sheet and off-balance sheet assets, measured in accordance with APRA Prudential Standard APS 110 released in July 2015). The current BCBS minimum requirement is 3%. APRA has not yet announced details of the minimum requirement that will apply to impacted Australian ADIs.

Public disclosure of the leverage ratio for ADIs, including ANZ, commenced for the year ended September 30, 2015.

Liquidity Coverage Ratio (LCR) disclosures

The LCR external disclosures commenced for the year ended September 30, 2015 with subsequent disclosures to be published on a half-yearly basis.

G-SIB indicators disclosures

APRA requires that the four major Australian ADIs report a set of 12 financial indicators used in the G-SIB framework to identify banks that should be designated as systemically important from a global perspective. These indicators reflect the size, interconnectedness, level of cross jurisdictional activities and complexity of the ADIs, which are then used to calculate each ADI's "systemicness" score. ADIs identified as G-SIBs will be imposed with higher loss absorbency ("HLA") requirements in the form of additional CET1 capital. As of September 30, 2015, no Australian ADI (ANZ included) was considered systemically important from a global perspective.

Under the requirements of APS330 *Public Disclosure*, the four major Australian ADIs must disclose the 12 indicators on an annual basis. The indicator values are to be reported as at an ADI's financial year-end, although the first disclosures (as at September 30, 2015) are not required to be published until July 31, 2016. The disclosures can either be included in an ADI's annual financial report or in the "Regulatory Disclosures" section of an ADI's website.

Revisions to the Standardized Approach for Credit Risk and Capital Floors

In December 2014, BCBS released two consultation papers on its proposals to revise the approach to measuring standardized Risk Weighted Assets ("RWA") for credit risk (in addition to their proposals on standardized approaches to market risk, counterparty credit risk and operational risks announced earlier in 2014) and to impose capital floors based on these revised approaches to the RWA measurement. These proposals are aimed at reducing RWA variability amongst banks and improving risk sensitivities to key drivers of risk, while reducing the reliance on external credit ratings when setting capital charges.

The impact of these changes to ANZ and other ADIs cannot be determined until BCBS finalizes its calibration and proposals incorporating comments from the industry (consultation closed on March 27, 2015). Final impacts are also subject to the form of the BCBS proposal that APRA will implement for Australian ADIs.

Residential Mortgage Lending Practices

On December 9, 2014, APRA wrote to ADIs, outlining additional steps it may take to reinforce sound residential mortgage lending practices, which is part of APRA's effort to further increase the level of supervisory oversight on mortgage lending. APRA indicated that it will pay particular attention to certain areas of concern, including higher risk mortgage lending, growth in lending to property investors and loan affordability tests for new borrowers. Following this, APRA announced that ADIs will be subject to a 10% formal cap on home loan growth for investor lending purposes. This announcement has resulted in the implementation of differentiated pricing between owner occupier and investor lending as one lever available to ADIs to slow investor lending growth.

Other Regulators

In addition to APRA's prudential and regulatory supervision, ANZBGL and its Australian subsidiaries are supervised and regulated in some respects by the Australian Securities and Investments Commission ("ASIC"), the Australian Competition and Consumer Commission ("ACCC"), the Australian Transaction Reports and Analysis Center ("AUSTRAC") and various securities exchanges.

ASIC is Australia's corporate, markets and financial services regulator. It regulates Australian companies, financial markets, financial services organizations and professionals who deal and advise in investments, superannuation, insurance, deposit-taking and credit. ANZBGL provides products and participates in markets regulated by ASIC. The Group is subject to consumer protection legislation that arises out of the Future of Financial Advice reforms, which set certain standards and obligations in relation to consumer financial advice (the "FOFA Rules").

The ACCC is an independent Commonwealth statutory authority that promotes competition and fair trading in the Australian marketplace to benefit consumers, businesses and the community. It also regulates national infrastructure services. Its primary responsibility is to ensure that individuals and businesses, including the Group, comply with the Australian competition, fair trading and consumer protection laws.

The Group is required to comply with certain anti-money laundering and counterterrorism financing legislation and regulations under Australian law and the local laws of all the countries in which it operates, including the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 of Australia (the "AML Act"). The AML Act is administered by AUSTRAC.

The Group has ordinary shares listed on the ASX and the NZX and has other equity securities and debt securities listed on these and certain other overseas securities exchanges. As a result, the Group must comply with a range of listing and corporate governance requirements in Australia, New Zealand and overseas.

In addition to the prudential capital oversight that APRA conducts over ANZBGL and its branch operations and the details of the supervision and regulation described above, local banking operations in all of the ANZBGL offshore branches and banking subsidiaries are subject to host country supervision by their respective regulators, such as the Reserve Bank of New Zealand (the "RBNZ"), the Office of the Comptroller of the Currency in the United States (the "OCC"), the Federal Reserve Board in the United States (the "FRB"), the UK Prudential Regulatory Authority, the Monetary Authority of Singapore, the Hong Kong Monetary Authority, the China Banking Regulatory Commission and other financial regulatory bodies in those countries and in other relevant countries. In addition, the Group's strategy, expansion, and growth in the Asia Pacific region may give rise to a requirement to comply with a number of different legal and regulatory regimes across that region. These regulators, among other things, may impose minimum capitalization requirements on those operations in their respective jurisdictions.

Sections 102.6 and 102.7 of the Australian Criminal Code

Under Sections 102.6 and 102.7 of the Australian Criminal Code (contained in the Criminal Code Act 1995 of Australia), a person commits a criminal offence if the person intentionally receives funds from, makes funds available to or provides support or resources to a terrorist organization.

Certain organizations are prescribed as terrorist organizations in regulations made under the Criminal Code Act 1995 of Australia. Under the Autonomous Sanctions Act 2011 of Australia and the Autonomous Sanctions Regulations 2011 of Australia, sanctions are imposed against certain specifically identified persons and entities associated with particular countries, and certain transactions involving the named persons or entities may only be conducted with specific approval from the Minister of Foreign Affairs. Contravention of these sanctions constitutes a criminal offence.

New Zealand

The New Zealand Reserve Bank Act 1989 (the "Reserve Bank Act") requires the RBNZ to exercise its powers of registration of banks and prudential supervision of registered banks for the purposes of:

- promoting the maintenance of a sound and efficient financial system; or
- avoiding significant damage to the financial system that could result from the failure of a registered bank.

The RBNZ's policy around the registration of banks aims to ensure that only financial institutions of appropriate standing and repute are able to become registered banks. Subject to this requirement, the RBNZ has stated that it intends to keep to a minimum any impediments to the entry of new registered banks, in order to encourage competition in the banking system.

The RBNZ's supervisory functions are aimed at encouraging the soundness and efficiency of the financial system as a whole, and are not aimed at preventing individual bank failures or at protecting creditors. The RBNZ seeks to achieve this by drawing on and enhancing disciplines that are naturally present in the market.

As a consequence, the RBNZ places considerable emphasis on a requirement that the banks disclose, on a quarterly basis, information on financial performance and risk positions, and on a requirement that directors regularly attest to certain key matters. These measures are intended to strengthen market disciplines and to ensure that responsibility for the prudent management of banks lies with those who the RBNZ considers are best placed to exercise that responsibility—the directors and management.

The main elements of the RBNZ's supervisory role include:

- requiring all banks to comply with certain minimum prudential requirements, which are applied through conditions of registration. These include constraints on connected exposure, minimum capital adequacy requirements and minimum standards for liquidity risk management, and are set out in more detail below;
- monitoring each registered bank's financial condition and compliance with conditions of registration, principally on the basis of published quarterly disclosure statements. This monitoring is intended to ensure that the RBNZ maintains familiarity with the financial condition of each bank and the banking system as a whole, and maintains a state of preparedness to invoke crisis management powers should this be necessary;
- consulting with the senior management of registered banks;
- using crisis management powers available to it under the Reserve Bank Act to intervene where a bank distress or failure situation threatens the soundness of the financial system;
- assessing whether a bank is carrying on business prudently;
- issuing guidelines on anti-money laundering and countering financing of terrorism;
- issuing guidelines on banks' internal capital adequacy process and liquidity policy;
- issuing guidelines on corporate governance; and
- maintaining close working relationships with parent bank supervisors (such as APRA in Australia) on bank-specific issues, policy issues and general matters relating to the condition of the financial system in New Zealand and in the countries where parent banks are domiciled.

To help reduce the risk of a substantial downward correction in housing prices that could damage the financial sector, the RBNZ has introduced loan-to-value ratio ("LVR") restrictions for the housing mortgage loans from October 1, 2013, requiring banks to restrict new residential mortgage lending at LVRs of over 80% to no more than 10% of the dollar value of their new housing lending flows. This has intensified the competition between the banks for under 80% LVR housing loans, with special rates being introduced to win these customers.

United States

A major focus of U.S. governmental policies affecting financial institutions has been combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the "Patriot Act") substantially broadened the scope of U.S. anti-money laundering laws by imposing significant compliance and due diligence obligations, identifying crimes and stipulating penalties and expanding the extra-territorial jurisdiction of the U.S. The U.S. Treasury Department has issued a number of regulations implementing various requirements of the Patriot Act that apply to U.S. financial institutions, including subsidiaries and branches of foreign banks such as ANZBGL's U.S. broker-dealer subsidiary, ANZBGL's New York branch and its bank subsidiary that operates in Guam and American Samoa.

Those regulations require financial institutions operating in the United States to maintain appropriate policies, procedures and controls to detect, prevent, and report money laundering and terrorist financing and to verify the identity of their customers. In addition, the U.S. bank regulatory agencies are imposing heightened standards and U.S. law enforcement authorities have been taking a more active role, resulting in intensified enforcement of such matters. Recent resolutions involving other global financial institutions have involved the payment of substantial penalties, agreements with respect to future operation of their business and actions with respect to relevant personnel. Failure of a financial institution to maintain and implement adequate policies and procedures to combat money laundering and terrorist financing could have serious legal and reputational consequences for the financial institution, as well as result in the imposition of civil, monetary and criminal penalties.

ANZBGL has elected to be treated as a Financial Holding Company (a "FHC") by the FRB. A FHC is allowed to engage, or acquire companies engaged, in the United States in activities that are determined by the FRB and the Secretary of the Treasury to be financial in nature or incidental thereto, and activities that are determined by the FRB to be complementary to financial activities.

Under the Bank Holding Company Act of 1956 (the "BHC Act"), the activities of a FHC are subject to restrictions if it is determined that the FHC (in the case of ANZBGL, at the Group level only), or any of its U.S. subsidiary depository institutions, does not satisfy the definition of "well managed" or "well capitalized" or if any of its U.S. subsidiary depository institutions ceases to achieve at least a "satisfactory" rating under the U.S. Community Reinvestment Act of 1977. The FRB is the "umbrella" supervisor with jurisdiction over FHCs, including ANZBGL.

ANZBGL is subject to U.S. federal laws and regulations, including the International Banking Act of 1978 (the "IBA"). Under the IBA, all branches and agencies of foreign banks in the United States are subject to reporting and examination requirements similar to those imposed on domestic banks that are owned or controlled by U.S. bank holding companies. As a federally-licensed branch regulated primarily by the OCC the Group's New York branch can generally engage in activities permissible for national banks, with the exception that the Group's New York branch may not accept retail deposits. Most U.S. branches and agencies of foreign banks, including the Group's New York branch, are subject to reserve requirements on deposits pursuant to regulations of the FRB. The Group's New York branch must maintain its accounts and records separate from those of the Group generally and must comply with such additional requirements as may be prescribed by the OCC. The IBA and the BHC Act of 1956, as amended, also affect the Group's ability to engage in non-banking activities in the United States. The New York branch does not accept retail deposits and thus is not subject to the supervision of the Federal Deposit Insurance Corporation ("FDIC"). The U.S. bank subsidiary operating in Guam and American Samoa does accept such deposits and therefore is subject to supervision by the FDIC.

Under the IBA, a federal branch of a non-U.S. bank is subject to receivership by the OCC to the same extent as a national bank. The Comptroller may take possession of the business and property of a federal branch. Accordingly the Comptroller has at its disposal a wide range of supervisory and enforcement tools for addressing violations of laws and regulations, and breaches of safety and soundness, which can be imposed upon federal branches. The Comptroller may remove federal branch management and assess civil money penalties. In certain circumstances, the Comptroller may also terminate a federal branch license at its own initiative or at the recommendation of the FRB.

In the United States, the Group is subject to certain provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"). One such provision is commonly called the "Volcker Rule", which prohibits banks and their affiliates from engaging in certain "proprietary trading" (but allows certain activities such as underwriting, market making-related and risk-mitigating hedging activities) and limits the sponsorship of, and investment in, private equity funds and hedge funds, subject to certain important exceptions and exemptions, including those listed above as well as exemptions applicable to certain transactions and investments occurring solely outside of the United States. In December 2013, U.S. regulators adopted final rules to implement the Volcker Rule. The final rules are highly complex, and the regulators continue to issue guidance concerning implementation of the rules. The final rules require that certain banking entities subject to the Volcker Rule (such as the Group) design and implement compliance programs to ensure and monitor adherence to the Volcker Rule's prohibitions. While the Volcker Rule currently has not had a material effect on our operations, the development and monitoring of the compliance programs require the expenditure of significant resources and management attention.

The Group's businesses are also affected by proposed and adopted Dodd-Frank regulations, which likewise require the development and monitoring of compliance programs. These include, without limitation, stricter capital and margin requirements, the central clearing of standardized over-the-counter ("OTC") derivatives and heightened supervision of OTC derivatives dealers and major market participants. Under Dodd-Frank, ANZBGL is also required to submit an annual U.S. resolution plan to the FRB and the FDIC for approval.

The Foreign Account Tax Compliance Act ("FATCA") was enacted on March 18, 2010. FATCA imposes significant U.S. withholding taxes on non-U.S. financial institutions (such as ANZBGL and many of its subsidiaries and affiliates) that fail to provide the U.S. Internal Revenue Service ("IRS") with information on certain accounts which are offshore to the U.S. and held by U.S. persons or, in some cases, held by non-U.S. entities with substantial U.S. owners. In the case of Australian and New Zealand institutions and branches, such information is to be furnished to the Australian Taxation Office and the Inland Revenue, respectively, which would then forward the information to the IRS pursuant to the intergovernmental agreements ("IGAs") between the United States and Australia and New Zealand, respectively. The Group has invested significant time and resources in order to comply with FATCA. Australia and New Zealand have enacted legislation to implement their IGAs with the United States.

The Group is also subject to regulations of the U.S. Department of Treasury's Office of Foreign Assets Control, which administers and enforces economic and trade sanctions against targeted foreign countries, terrorists and other threats to U.S. national security.

Competition**Australia**

The Australian banking system is highly competitive. As of September 30, 2015, the four major banking groups in Australia (ANZ, Commonwealth Bank of Australia, National Australia Bank and Westpac Banking Corporation), held approximately 80% of the total Australian lending assets of banks that carry on business in Australia. The operations of the smaller regional banks are typically limited to servicing customers in a particular state or region and generally have an emphasis on retail banking. A number of international banks also provide banking services in Australia and typically focus on specific segments of the retail or institutional markets, holding a minority position in these segments.

The deregulation of the Australian financial system during the early 1980s led to a proliferation of both bank financial institutions and non-bank financial institutions that compete in selected markets with the four major banking groups. Non-bank financial intermediaries, such as building societies and credit unions, compete principally in the areas of accepting deposits and residential mortgage lending. Some large building societies have been granted banking authorizations under the Banking Act. Specialist non-bank residential mortgage lenders and direct (non-branch) banking operations have also become more prominent in recent years.

Competition has historically been greater in the housing lending market, which initially resulted from the rise of mortgage originators, and subsequently from growth in the mortgage broker industry. In recent years, major banks have competed aggressively by offering significant discounts below the advertised rate. Additionally, the market turmoil experienced during the 2008 global financial crisis materially affected the business models of non-bank originators, and as a consequence, there was an overall uplift in mortgage market share to the major banks.

The retail deposit market in Australia is also competitive, particularly in times of higher credit growth to support funding and increased lending demand. An Australian Government Guarantee for retail customer bank deposits was introduced in 2008 during the global financial crisis, which led to increased deposits with the major Australian banks and a decrease in deposits with other deposit fund providers. In addition, changes in the financial services sector have made it possible for non-banks to offer products and services traditionally provided by banks, such as payments, home loans and credit cards.

In the C&CB business, which is part of the Australia division, competition has intensified among the major and regional banks, particularly as business investment and resulting demand for business credit has continued to decline from record highs in 2012. An increased focus on protecting customer relationships and strategies to increase market share is placing increased pressure on lending margins. This sector is also seeing a greater emphasis on providing retail, wealth and institutional (predominantly markets and trade) products to business customers, their owners and employees in order to deepen customer relationships and increase revenue streams.

In the IIB market, competitors gain recognition through the quality of their client base, perceived skill sets, structured solutions and pricing, client insights, reputation and brands. In Australian domestic markets, competitors at the large corporate and institutional customer level are generally the major Australian banks, some global investment banks and the boutique operations of large multi-national banking conglomerates with a focus on niche areas. IIB Australia's key competitive strength is its industry expertise, linkages with the Asia Pacific region, extensive product offering and established client base.

Market turmoil beginning with the 2008 global financial crisis resulted in lower activity by foreign banks and an increase in net interest margins from reduced competition and re-pricing for risk. From 2011, interest margins have contracted initially impacted by higher funding costs and subsequently from re-intensified competition, particularly in the IIB business. In response, the IIB Australia customer relationship teams continue to work closely with specialist product groups, enablement functions and international networks to support the domestic and international requirements of some of the largest corporate and financial institutions in Australia. Priority is being given to flow and value added products such as global markets and transaction banking with less reliance for improved returns on traditional balance sheet lending.

The funds management industry is an area of strong competition among the four major Australian banks and Australia's insurance companies. Competition has increased as the Australian Government has encouraged long-term saving through superannuation by means of taxation concessions and the imposition of a mandatory superannuation guarantee levy on employers.

The retail funds management and life insurance markets in Australia are highly competitive and are dominated by large retail financial institutions. Significant changes in market share over the past five years have been driven by large acquisitions. The large retail institutions are generally well integrated and benefit from extensive aligned distribution networks and controlled product packaging by operating the major platforms, sometimes referred to as "funds supermarkets".

New Zealand

The New Zealand financial services sector in which ANZ New Zealand operates is very concentrated and highly competitive. ANZ New Zealand's principal competitors are the three other major banks, ASB Bank Limited, Bank of New Zealand and Westpac Banking Corporation/Westpac New Zealand Limited. Each of these is a subsidiary or branch of a major Australian bank. Together with ANZ New Zealand, these banks participate across all customer segments from individuals to large corporates.

Competition also exists in specific business segments from other banks. The New Zealand Government-owned Kiwibank Limited is active in retail segments, and Rabobank New Zealand Limited is active in retail deposits and agricultural lending markets. International banks such as Citigroup, HSBC and Deutsche Bank participate in a limited manner in the institutional market. GE Capital is in the point of sale consumer finance and credit card market. Since late 2013, New Zealand has also seen Industrial and Commercial Bank of China, China Construction Bank and Bank of China obtain banking licenses to establish New Zealand subsidiaries. Their initial focus appears to be in wholesale banking, in particular, trade banking to and from China.

Competition in the financial services sector can be intense and difficult to predict. Competition in the deposit market has increased rapidly in New Zealand, with banks attempting to grow their share of retail deposits and reduce their wholesale funding. Lending to the residential mortgage market accounts for over half of the lending in New Zealand by registered banks and this market is a key area of competitive tension.

Outside the banking sector, a number of smaller finance companies are active in the personal and commercial property markets through competitive lending and deposit product offerings. The non-banking sector constituted approximately 3% of total financial system assets as of September 30, 2015.

Asia

Banking in Asia is highly competitive. The Group currently operates in 16 Asian countries. There are a large number of global (e.g., Citibank, HSBC & Standard Chartered) and regional (e.g., DBS, CIMB and Maybank) banks operating in the region in addition to the local banks in each market. The Group's most active competitors, particularly in the Institutional business (the main contributor to Asia, Pacific, Europe & America ("APEA") earnings), are global investment banks and large Chinese and Japanese banks.

Over the past year, there have been a few developments regarding our competitors in Asia. For example, Standard Chartered has exited its institutional equity business in Asia, while Royal Bank of Scotland has announced that it is exiting its Asian Corporate Banking business.

The Group's Asian strategy is to expand in those franchise markets in Asia that the Group believes will be high growth and where it believes there will be opportunities to participate in that growth or capture additional market share. Limitations on the Group's growth opportunities depend in part on the size of our market share across these markets, which range from holding significant market share in a number of countries to being an emerging player in others. This range is reflective of the competitive dynamics and specific strategic approach that the Group is taking in each market. For instance, in certain markets where the Group wishes to expand, but does not currently have a significant presence, including Myanmar, China and India, local or other international banks benefit from having established brands, developed branch operations and existing customer relationships. In addition, the Group does not seek to be a full-service bank in many Asian markets in which it currently competes, focusing instead on trade-related finance, institutional banking, and other sectors that it believes provide the most potential benefit to the Group.

While the Group generally provides a broad suite of financial services to Institutional/Commercial/Retail/Wealth/Private Bank customers, in certain Asian markets, regulatory conditions restrict the ability of the Group to offer a full suite of financial products, limiting our ability to compete fully against local banks. While deregulation may permit us to compete in these markets, it may also serve to attract other international banks to the region.

As part of our strategy in Asia, the Group is focusing on strengthening key product capabilities, particularly in trade finance, foreign exchange and capital markets. Competition remains robust, however, as a large number of banks have shown a willingness to commit significant portions of their balance sheet in support of growth opportunities in the region. The Group anticipates that competition in Asia will continue to grow because of its strong appeal to global and regional banks.

Risk factors**1. Introduction**

The Group's activities are subject to risks that can adversely impact its business, operations and financial condition. The risks and uncertainties described below are not the only ones that the Group may face. Additional risks and uncertainties that the Group is unaware of, or that the Group currently deems to be immaterial, may also become important factors that affect it. If any of the listed or unlisted risks actually occur, the Group's business, operations, financial condition, or reputation could be materially and adversely affected, with the result that the trading price of the Group's equity or debt securities could decline, and investors could lose all or part of their investment. These factors below should be considered in conjunction with the "Forward-looking statements" in "Section 1: Key Information".

2. Changes in general business and economic conditions, including disruption in regional or global credit and capital markets, may adversely affect the Group's business, operations and financial condition

The Group's financial performance is primarily influenced by the economic conditions and the level of business activity in the major countries and regions in which it operates or trades, i.e. Australia, New Zealand, Asia Pacific, Europe and the United States. The Group's business, operations, and financial condition can be negatively affected by changes in economic and business conditions in these markets.

The economic and business conditions that prevail in the Group's major operating and trading markets are affected by domestic and international economic events, political events and natural disasters, and by movements and events that occur in global financial markets.

For example, the global financial crisis saw a sudden and prolonged dislocation in credit and equity capital markets, a contraction in global economic activity and the emergence of many challenges for financial services institutions worldwide that still persist to some extent in many regions. Sovereign risk and its potential impact on financial institutions in Europe and globally subsequently emerged as a significant risk (see risk factor 5 "Sovereign risk may destabilize global financial markets adversely affecting all participants, including the Group"). The impact of the global financial crisis and its aftermath continue to affect regional and global economic activity, confidence and capital markets. Prudential authorities have implemented and continue to implement increased regulations to mitigate the risk of such events recurring, although there can be no assurance that such regulations will be effective.

Economic effects of the global financial crisis and European sovereign debt crisis have been widespread and far-reaching with unfavorable ongoing impacts on retail spending, personal and business credit growth, housing credit, and business and consumer confidence. While some of these economic factors have since improved, lasting impacts from the global financial crisis and the subsequent volatility in financial markets, the European sovereign debt crisis and the potential for escalation in geopolitical risks suggest ongoing vulnerability and potential adjustment of consumer and business behavior.

Should difficult economic conditions in the Group's markets eventuate, asset values in the housing, commercial or rural property markets could decline, unemployment could rise and corporate and personal incomes could suffer. Also, deterioration in global markets, including equity, property, currency and other asset markets, could impact the Group's customers and the security the Group holds against loans and other credit exposures, which may impact its ability to recover some loans and other credit exposures.

All or any of the negative economic and business impacts described above could cause a reduction in demand for the Group's products and services and/or an increase in loan and other credit defaults and bad debts, which could adversely affect the Group's business, operations, and financial condition.

The Group's financial performance could also be adversely affected if it were unable to adapt cost structures, products, pricing or activities in response to a drop in demand or lower than expected revenues. Similarly, higher than expected costs (including credit and funding costs) could be incurred because of adverse changes in the economy, general business conditions or the operating environment in the countries in which it operates.

Geopolitical instability, such as threats of, potential for, or actual conflict, occurring around the world, such as the ongoing unrest and conflicts in the Ukraine, North Korea, Syria, Egypt, Afghanistan, Iraq and elsewhere, as well as the current high threat of terrorist activities, may also adversely affect global financial markets, general economic and business conditions and the Group's ability to continue operating or trading in a country, which in turn may adversely affect the Group's business, operations, and financial condition.

Natural and biological disasters such as, but not restricted to, cyclones, floods, droughts, earthquakes and pandemics, and the economic and financial market implications of such disasters on domestic and global conditions can adversely impact the Group's ability to continue operating or trading in the country or countries directly or indirectly affected, which in turn may adversely affect the Group's business, operations and financial condition. For more risks in relation to natural and biological disasters, refer to the risk factor 22 "The Group may be exposed to the impact of future climate change, geological events, plant and animal diseases, and other extrinsic events which may adversely affect its business, operations and financial condition".

Other economic and financial factors or events that may adversely affect the Group's performance, and give rise to operational and markets risk are covered in risk factors 13 ("The Group is exposed to market risk, which may adversely affect its business, operations and financial condition") and 14 ("Changes in exchange rates may adversely affect the Group's business, operations and financial condition").

3. Competition may adversely affect the Group's business, operations and financial conditions, in the markets in which it operates

The risk is that the markets in which the Group operates are highly competitive and could become even more so. Factors that contribute to competition risk include industry regulation, mergers and acquisitions, changes in customers' needs and preferences, entry of new participants, development of new distribution and service methods, increased diversification of products by competitors, and regulatory changes in the rules governing the operations of banks and non-bank competitors. For example, changes in the financial services sector in Australia and New Zealand have made it possible for non-banks to offer products and services traditionally provided by banks, such as payments, home loans, and credit cards. In addition, it is possible that existing companies from outside of the traditional financial services sector may seek to obtain banking licenses to directly compete with the Group by offering products and services traditionally provided by banks. In addition, banks organized in jurisdictions outside Australia and New Zealand are subject to different levels of regulation and consequently some may have lower cost structures. Increasing competition for customers could also potentially lead to a compression in the Group's net interest margins or increased advertising and related expenses to attract and retain customers.

Additionally, a major inquiry into competition issues in Australia, led by Professor Ian Harper, was released to the Federal Government on March 31, 2015. The review could lead to changes that address the misuse of market power and price signaling provisions, with impacts on banks.

The impact on ANZ of an increase in competitive market conditions, especially in the Group's main markets and products, would potentially lead to a material reduction in the market share and/or margins of the relevant Group business(es), which would adversely affect the Group's financial performance and position.

4. Changes in monetary policies may adversely affect the Group's business, operations and financial condition

Central monetary authorities (including the RBA, the RBNZ, the United States Federal Reserve and the monetary authorities in the Asian jurisdictions in which the Group operates) set official interest rates or take other measures to affect the demand for money and credit in their relevant jurisdictions. In some Asian jurisdictions, currency policy is also used to influence general business conditions and the demand for money and credit. These policies can significantly affect the Group's cost of funds for lending and investing and the return that the Group will earn on those loans and investments. These factors impact the Group's net interest margin and can affect the value of financial instruments it holds, such as debt securities and hedging instruments. The policies of the central monetary authorities can also affect the Group's borrowers, potentially increasing the risk that they may fail to repay loans. Changes in such policies are difficult to predict.

5. Sovereign risk may destabilize global financial markets adversely affecting all participants, including the Group

Sovereign risk is the possibility that foreign governments will default on their debt obligations, increase borrowings, be unable to refinance their debts as and when they fall due or nationalize participants in their economy. Sovereign risk remains in many economies, including the United States and in Europe. Should one sovereign default, there could be a cascading effect to other markets and countries, the consequences of which are difficult to predict and may be similar to or worse than those experienced during the global financial crisis and subsequent sovereign debt crises. Such events could destabilize global financial markets, adversely affecting all participants, including the Group.

6. Weakening of the real estate markets in Australia, New Zealand or other markets where the Group does business may adversely affect its business, operations and financial condition

Residential, commercial and rural property lending, together with property finance, including real estate development and investment property finance, constitute important businesses to the Group.

A decrease in property valuations or significant slowdown in Australia, New Zealand or other markets where it does business could result in a decrease in the amount of new lending the Group is able to write and/or increase the losses that the Group may experience from existing loans, which, in either case, could materially and adversely impact the Group's financial condition and results of operations.

7. The Group is exposed to liquidity and funding risk, which may adversely affect its business, operations and financial condition

Liquidity risk is the risk that the Group is unable to meet its payment obligations as they fall due (including repaying depositors or maturing wholesale debt) or that the Group has insufficient capacity to fund increases in assets. Liquidity risk is inherent in all banking operations due to the timing mismatch between cash inflows and cash outflows.

Reduced liquidity could lead to an increase in the cost of the Group's borrowings and constrain the volume of new lending, which could adversely affect the Group's profitability. A deterioration in investor confidence in the Group could materially impact the Group's cost of borrowing, and the Group's ongoing operations and funding.

The Group raises funding from a variety of sources, including customer deposits and wholesale funding in Australia and offshore markets to meet its funding obligations and to maintain or grow its business generally. In times of liquidity stress, if there is damage to market confidence in the Group or if funding inside or outside of Australia is not available or constrained, the Group's ability to access sources of funding and liquidity may be constrained and it will be exposed to liquidity risk. In any such cases, the Group may be forced to seek alternative funding. The availability of such alternative funding, and the terms on which it may be available, will depend on a variety of factors, including prevailing market conditions and the Group's credit ratings (which is strongly influenced by Australia's sovereign credit rating). Even if available, the cost of these alternatives may be more expensive or on unfavorable terms.

Since the advent of the global financial crisis in 2008, developments in the United States and European markets have adversely affected the liquidity in global capital markets and increased funding costs compared with the period immediately preceding the global financial crisis.

More recently, the provision of significant amounts of liquidity by major central banks globally has helped mitigate near term liquidity concerns, although no assurance can be given that such liquidity concerns will not return, particularly when the extraordinary liquidity is withdrawn by central banks. Future deterioration in market conditions may limit the Group's ability to replace maturing liabilities and access funding in a timely and cost-effective manner necessary to fund and grow its business.

8. Regulatory changes or a failure to comply with regulatory standards, law or policies may adversely affect the Group's business, operations or financial condition

As a financial institution, the Group is subject to detailed laws and regulations in each of the jurisdictions in which it operates or obtains funding, including Australia, New Zealand, the United States, Europe and Asia Pacific. The Group is also supervised by a number of different regulatory and supervisory authorities.

The Group is responsible for ensuring that it complies with all applicable legal and regulatory requirements (including accounting standards) and industry codes of practice in the jurisdictions in which it operates or obtains funding.

Compliance risk arises from these legal and regulatory requirements. If the Group fails to comply, the Group may be subject to fines, penalties or restrictions on its ability to do business. In Australia, an example of the broad administrative power available to regulatory authorities is the power available to APRA under the Banking Act in certain circumstances to investigate the Group's affairs and/or issue a direction to the Group (such as a direction to comply with a prudential requirement, to conduct an audit, to remove a director, executive officer or employee or not to undertake a transaction). Other regulators also have the power to investigate the Group. In recent years, there have been significant increases in the nature and scale of regulatory investigations, enforcement actions and the quantum of fines issued by regulators. Regulatory investigations, fines, penalties or regulator imposed conditions could adversely affect the Group's business, reputation, prospects, financial performance or financial condition.

As with other financial services providers, the Group faces increasing supervision and regulation in most of the jurisdictions in which the Group operates or obtains funding, particularly in the areas of funding, liquidity, product design and pricing, capital adequacy, conduct and prudential regulation, anti-bribery and corruption, anti-money laundering and counter-terrorism financing and trade sanctions.

In December 2010, the Basel Committee released capital reform packages to strengthen the resilience of the banking and insurance sectors, including proposals to strengthen capital and liquidity requirements for the banking sector. APRA released prudential standards implementing Basel 3 with effect from January 1, 2013. Certain regulators in jurisdictions where the Group has a presence have also either implemented or are in the process of implementing Basel 3 and equivalent reforms. In addition, there have also been a series of other regulatory releases from authorities in the various jurisdictions in which we operate or obtain funding proposing significant regulatory change for financial institutions. This includes new accounting and reporting standards, or implementing global OTC derivatives reform and the United States Dodd-Frank legislation, including the Volcker Rule promulgated thereunder.

In 2015, the Australian Government announced its response to the Financial System Inquiry (FSI). The response tasks APRA with implementation of a number of resilience-related FSI recommendations in line with emerging international regulatory practice. These FSI recommendations are intended to increase the strength of the financial system and may result in requirements to hold additional capital (such as Additional Tier 1 Capital, Tier 2 Capital or other forms of subordinated capital or senior debt that may be available to absorb loss) or additional liquid assets. The Government response also endorses FSI recommendations relating to Australia's superannuation system and retirement incomes, innovation-related issues, reforms to improve consumer outcomes when purchasing financial products, and the overall regulation of the financial sector. These are likely to result in changes to laws, regulations, codes of practice and policies that will impact the Group. The implementation of any recommendations could also result in changes to laws, regulations, codes of practice or policies which could adversely affect the Group in substantial and unpredictable ways.

Regulation is becoming increasingly extensive and complex. Some areas of potential regulatory change involve multiple jurisdictions seeking to adopt a coordinated approach. Changes may also occur in the oversight approach of regulators. It is possible for example that Governments in jurisdictions in which we operate or obtain funding might revise their application of existing regulatory policies that apply to, or impact, the Group's business, including for reasons relating to national interest and systemic stability.

Regulatory changes and the timing of their introduction continue to evolve. The nature and impact of future changes are not predictable and are beyond the Group's control. Regulatory change may impact the Group in a range of ways, such as by requiring the Group to change its business mix, incur additional costs as a result of increased management attention, raise additional amounts of higher-quality capital (such as ordinary shares, Additional Tier 1 capital or Tier 2 capital instruments) or retain capital (through lower dividends), and hold significant levels of additional liquid assets and undertake further lengthening of the funding base. Further examples of ways in which regulatory change may impact the Group include: limiting the types, amount and composition of financial services and products the Group can offer, limiting the fees and interest that the Group may charge, increasing the ability of other banks or of non-banks to offer competing financial services or products and changes to accounting standards, taxation laws and prudential regulatory requirements. Regulatory change could adversely affect one or more of the Group's businesses, restrict its flexibility, require it to incur substantial costs and impact the profitability of one or more business lines. Any such costs or restrictions could adversely affect the Group's business, prospects, financial performance or financial condition.

9. The Group is exposed to the risk of receiving significant regulatory fines and sanctions in the event of breaches of regulation and law relating to anti-money laundering, counter-terrorism financing, sanctions and market manipulation

Anti-money laundering, counter-terrorist financing, sanctions compliance and market manipulation have been the subject of increasing regulatory change and enforcement in recent years. The increasingly complicated environment in which the Group operates across the Asia Pacific region has heightened these operational and compliance risks. Furthermore, the upward trend in compliance breaches by global banks and the related fines and settlement sums means that these risks continue to be an area of focus for the Group.

The Group maintains appropriate policies, and has invested in procedures and internal controls aimed to detect, prevent and report money laundering, terrorist financing, market manipulation and sanctions breaches. The risk of non-compliance remains high given the scale and complexity of the Group. A failure to operate a robust program to combat money laundering, bribery and terrorist financing or to ensure compliance with economic sanctions and market conduct norms could have serious legal and reputational consequences for the Group and its employees. Consequences can include fines, criminal and civil penalties, civil claims, reputational harm and limitations on doing business in certain jurisdictions. The Group's foreign operations may place the Group under increased scrutiny by regulatory authorities, and may increase the risk of a member of the Group breaching applicable rules, regulations or laws.

Since mid-2012, the Australian Securities and Investments Commission (ASIC) has been undertaking inquiries into historic trading practices in the Australian interbank market known as the Bank Bill Swap Rate (BBSW) market. Since 2014, each of ASIC and the Australian Competition and Consumer Commission (ACCC) have been investigating foreign exchange trading conduct of various banks including ANZ. ASIC's and the ACCC's investigations are ongoing and the range of potential outcomes include civil and criminal penalties and other actions under the relevant legislation.

10. The Group may experience challenges in managing its capital base, which could give rise to greater volatility in capital ratios

The Group's capital base is critical to the management of its businesses and access to funding. Prudential regulators of the Group include, but are not limited to, APRA, RBNZ and various regulators in the Asia Pacific, U.S. and U.K. The Group is required to maintain adequate regulatory capital.

Under current regulatory requirements, risk-weighted assets and expected loan losses increase as a counterparty's risk grade worsens. These additional regulatory capital requirements compound any reduction in capital resulting from lower profits in times of stress. As a result, greater volatility in capital ratios may arise and may require the Group to raise additional capital. There can be no certainty that any additional capital required would be available or could be raised on reasonable terms.

The Group's capital ratios may be affected by a number of factors, such as (i) lower earnings (including lower dividends from its deconsolidated subsidiaries including its insurance and funds management businesses and associates), (ii) increased asset growth, (iii) changes in the value of the Australian dollar and/or New Zealand dollar against other currencies in which the Group operates (particularly the United States dollar) that impact risk weighted assets or the foreign currency translation reserve and (iv) changes in business strategy (including acquisitions and investments or an increase in capital intensive businesses).

APRA's Prudential Standards implementing Basel 3 are now in effect. Certain other regulators have either implemented or are in the process of implementing regulations, including Basel 3, which seek to strengthen, among other things, the liquidity and capital requirements of banks, funds management entities and insurance entities, though there can be no assurance that these regulations will have their intended effect.

Some of these regulations, together with any risks arising from any regulatory changes, are described in risk factor 8 “Regulatory changes or a failure to comply with regulatory standards, law or policies may adversely affect the Group’s business, operations or financial condition”.

11. The Group is exposed to credit risk, which may adversely affect its business, operations and financial condition

As a financial institution, the Group is exposed to the risks associated with extending credit to other parties. Less favorable business or economic conditions, whether generally or in a specific industry sector or geographic region, or natural disasters, could cause customers or counterparties to fail to meet their obligations in accordance with agreed terms. For example, the Group’s customers and counterparties in the natural resources sector could be adversely impacted by a prolonged slowdown in the Chinese economy and current decline in commodity prices. Also, the Group’s customers and counterparties may be adversely impacted by more expensive imports due to the reduced strength of the Australian and New Zealand dollars relative to other currencies.

In addition, in assessing whether to extend credit or enter into other transactions with customers and/or counterparties, the Group relies on information provided by or on behalf of customers and/or counterparties, including financial statements and other financial information. The Group may also rely on representations of customers and independent consultants as to the accuracy and completeness of that information. The Group’s financial performance could be negatively impacted to the extent that it relies on information that is inaccurate or materially misleading.

The Group holds provisions for credit impairment. The amount of these provisions is determined by assessing the extent of impairment inherent within the current lending portfolio, based on current information. This process, which is critical to the Group’s financial condition and results, requires subjective and complex judgments, including forecasts of how current and future economic conditions might impair the ability of borrowers to repay their loans. However, if the information upon which the assessment is made proves to be inaccurate or if the Group fails to analyze the information correctly, the provisions made for credit impairment may be insufficient, which could have a material adverse effect on the Group’s business, operations and financial condition.

12. The Group is exposed to the risk that its credit ratings could change, which could adversely affect its ability to raise capital and wholesale funding

The Group’s credit ratings have a significant impact on both its access to, and cost of, capital and wholesale funding. Credit ratings may be withdrawn, qualified, revised or suspended by credit rating agencies at any time. The methodologies by which they are determined may also be revised in response to legal or regulatory changes, market developments or for any other reason. A downgrade or potential downgrade to the Group’s credit rating may reduce access to capital and wholesale debt markets, leading to an increase in funding costs, as well as affecting the willingness of counterparties to transact with it.

In addition, the ratings of individual securities (including, but not limited to, certain Tier 1 capital and Tier 2 capital securities and covered bonds) issued by the Group (and other banks globally) could be impacted from time to time by changes in the regulatory requirements for those instruments as well as the ratings methodologies used by rating agencies. Further, the Group’s credit ratings could be revised at any time in response to a change in the credit rating of the Commonwealth of Australia.

Credit ratings are not a recommendation by the relevant rating agency to invest in securities offered by the Group.

13. The Group is exposed to market risk, which may adversely affect its business, operations and financial condition

The Group is subject to market risk, which is the risk to the Group’s earnings arising from changes in interest rates, foreign exchange rates, credit spreads, equity prices and indices, prices of commodities, debt securities and other financial contracts, such as derivatives. Losses arising from these risks may have a material adverse effect on the Group.

As the Group conducts business in several different currencies, its businesses may be affected by a change in currency exchange rates. Additionally, as the Group’s annual and interim reports are prepared and stated in Australian dollars, any appreciation in the Australian dollar against other currencies in which the Group earns revenues (particularly to the New Zealand dollar and United States dollar) may adversely affect the reported earnings.

The profitability of the Group’s funds management and insurance businesses is also affected by changes in investment markets and weaknesses in global securities markets.

14. Changes in exchange rates may adversely affect the Group’s business, operations and financial condition

Movements in the Australian and New Zealand dollars in recent times illustrate the potential volatility in, and significance of global economic events to, the value of these currencies relative to other currencies. Further depreciation of the Australian or New Zealand dollars relative to other currencies would increase the debt service obligations in Australian or New Zealand dollar terms of unhedged exposures. In contrast, any upward pressure on the Australian or New Zealand dollar would cause business conditions to deteriorate for certain portions of the Australian and New Zealand economies, including some agricultural exports, tourism, manufacturing, retailing subject to internet competition, and import-competing producers. In addition, appreciation of the Australian dollar against the New Zealand dollar, United States dollar and other currencies has a potential negative earnings translation effect on non-hedged exposures, and future appreciation could have a greater negative impact on the Group’s results from its other non-Australian businesses, particularly its New Zealand and Asian businesses, which are largely based on non-Australian dollar revenues. The relationship between exchange rates and commodity prices is volatile. The Group has put in place hedges to partially mitigate the impact of currency changes, but there can be no assurance that the Group’s hedges will be sufficient or effective, and any further appreciation could have an adverse impact upon the Group’s earnings.

15. The Group is exposed to operational risk and reputational risk, which may adversely affect its business, operations and financial condition

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal risk, and the risk of loss of reputation or damage arising from inadequate or failed internal processes, people and systems, but excludes strategic risk.

Loss from operational risk events could adversely affect the Group’s financial results. Such losses can include fines, penalties, loss or theft of funds or assets, legal costs, customer compensation, loss of shareholder value, reputation loss, loss of life or injury to people, and loss of property and/or information.

Operational risk is typically classified into the risk event type categories to measure and compare risks on a consistent basis. Examples of operational risk events according to category are as follows:

- internal fraud: is associated with ANZ employees acting outside their normal employment conditions/procedures to create a financial advantage for themselves or others;
- external fraud: fraudulent acts or attempts which originate from outside the Group, more commonly associated with digital banking, lending, and cards products. Specific threats include ATM skimming, malware and phishing attacks and fraudulent applications, where financial advantage is obtained;
- employment practices and Workplace Safety: employee relations, diversity and discrimination, and health and safety risks to the Group employees;
- clients, products and business practices: risk of market manipulation, product defects, incorrect advice, money laundering and misuse or unauthorized disclosure of customer information;
- technology: the risk of loss resulting from inadequate or failed information technology;
- business disruption (including systems failures): risk that the Group's banking operating systems are disrupted or fail;
- damage to physical assets: risk that a natural disaster or terrorist or vandalism attack damages the Group's buildings or property; and
- execution, delivery and process management: is associated with losses resulting from, among other things, process errors made by ANZ employees caused by inadequate or poorly designed internal processes; or the poor execution of standard processes, vendor, supplier or outsource provider errors or failed mandatory reporting errors.

Direct or indirect losses that occur as a result of operational failures, breakdowns, omissions or unplanned events could adversely affect the Group's financial results.

Damage to the Group's reputation may also have wide-ranging impacts, including adverse effects on the Group's profitability, capacity and cost of sourcing funding, and availability of new business opportunities.

Reputation risk may arise as a result of an external event or the Group's own actions, and adversely affect perceptions about the Group held by the public (including the Group's customers), shareholders, investors, regulators or rating agencies. The impact of a risk event on the Group's reputation may exceed any direct cost of the risk event itself and may adversely impact the Group's business, operations and financial condition.

16. The Group may be exposed to risks relating to the provision of advice, recommendations or guidance about financial products and services, or behaviors which do not appropriately consider the interests of consumers, the integrity of financial markets and the expectations of the community, in the course of its business activities

Such risks can include:

- the provision of unsuitable or inappropriate advice (e.g., commensurate with a customer's objectives and appetite for risk);
- the representation of, or disclosure about, a product or service which is inaccurate, or does not provide adequate information about risks and benefits to customers;
- a failure to deliver product features and benefits in accordance with terms, disclosures, recommendations and/or advice;
- a failure to appropriately avoid or manage conflicts of interest within;
- sales and/or promotion processes (including incentives and remuneration for staff engaged in promotion, sales and/or the provision of advice);
- the provision of credit, outside of ANZ policies and standards; and
- trading activities in financial markets, outside of ANZ policies and standards e.g. BBSW, LIBOR, rate fixing

Exposure to such risks may increase during periods of declining investment asset values (such as during a period of economic downturn or investment market volatility), leading to sub-optimal performance of investment products and/or portfolios that were not aligned with the customer's objectives and risk appetite.

The Group is regulated under various legislative mechanisms in the countries in which it operates that provide for consumer protection around advisory, marketing and sales practices. These may include, but are not limited to, appropriate management of conflicts of interest, appropriate accreditation standards for staff authorized to provide advice about financial products and services, disclosure standards, standards for ensuring adequate assessment of client/product suitability, quality assurance activities, adequate record keeping, and procedures for the management of complaints and disputes.

Inappropriate advice about financial products and services may result in material litigation (and associated financial costs) and together with failure to avoid or manage conflicts of interest, may expose the Group to regulatory actions, and/or reputational consequences.

17. Disruption of information technology systems or failure to successfully implement new technology systems could significantly interrupt the Group's business, which may adversely affect its business, operations and financial condition

The Group is highly dependent on information systems and technology. Therefore, there is a risk that these, or the services the Group uses or is dependent upon, might fail, including because of unauthorized access or use.

Most of the Group's daily operations are computer-based and information technology systems are essential to maintaining effective communications with customers. The Group is also conscious that threats to information systems and technology are continuously evolving and that cyber threats and risk of attacks are increasing. The Group may not be able to anticipate or implement effective measures to prevent or minimize disruptions that may be caused by all cyber threats, because the techniques used can be highly sophisticated and those perpetuating the attacks may be well resourced. The exposure to systems risks includes the complete or partial failure of information technology systems or data center infrastructure, the inadequacy of internal and third-party information technology systems due to, among other things, failure to keep pace with industry developments and the capacity of the existing systems to effectively accommodate growth, prevent unauthorized access and integrate existing and future acquisitions and alliances.

To manage these risks, the Group has disaster recovery and information technology governance in place. However, there can be no guarantee that the steps the Group is taking in this regard will be effective and any failure of these systems could result in business interruption, customer dissatisfaction and ultimately loss of customers, financial compensation, damage to reputation and/or a weakening of the Group's competitive position, which could adversely impact the Group's business and have a material adverse effect on the Group's financial condition and operations.

In addition, the Group has an ongoing need to update and implement new information technology systems, in part to assist it to satisfy regulatory demands, ensure information security, enhance computer-based banking services for the Group's customers and integrate the various segments of its business. The Group may not implement these projects effectively or execute them efficiently, which could lead to increased project costs, delays in the ability to comply with regulatory requirements, failure of the Group's information security controls or a decrease in the Group's ability to service its customers. ANZ New Zealand relies on ANZBGL to provide a number of information technology systems, and any failure of ANZBGL systems could directly affect ANZ New Zealand.

18. The Group is exposed to risks associated with information security, which may adversely affect its financial results and reputation

Information security means protecting information and information systems from unauthorized access, use, disclosure, disruption, modification, perusal, inspection, recording or destruction. As a bank, the Group handles a considerable amount of personal and confidential information about its customers and its own internal operations, including in Australia, New Zealand and India. The Group employs a team of information security experts who are responsible for the development and implementation of the Group's Information Security Policy. The Group also uses third parties to process and manage information on its behalf, and any failure on their part could adversely affect its business. The Group is conscious that threats to information systems are continuously evolving and that cyber threats and risk of attacks are increasing, and as such the Group may be unable to develop policies and procedures to adequately address or mitigate such risks. Accordingly, information about the Group and/or our clients may be inadvertently accessed, inappropriately distributed or illegally accessed or stolen. The Group may not be able to anticipate or to implement effective measures to prevent or minimize damage that may be caused by all information security threats, because the techniques used can be highly sophisticated and those perpetuating the attacks may be well resourced. Any unauthorized access of the Group's information systems or unauthorized use of its confidential information could potentially result in disruption of the Group's operations, breaches of privacy laws, regulatory sanctions, legal action, and claims for compensation or erosion to the Group's competitive market position, which could adversely affect the Group's financial position and reputation.

19. Unexpected changes to the Group's license to operate in any jurisdiction may adversely affect its business, operations and financial condition

The Group is licensed to operate in the various countries, states and territories. Unexpected changes in the conditions of the licenses to operate by governments, administrations or regulatory agencies which prohibit or restrict the Group from trading in a manner that was previously permitted may adversely impact the Group's operations and subsequent financial results.

20. An increase in the failure of third parties to honor their commitments in connection with the Group's trading, lending, derivatives and other activities may adversely affect its business, operations and financial condition

The Group is exposed to the potential risk of credit-related losses that can occur as a result of a counterparty being unable or unwilling to honor its contractual obligations. As with any financial services organization, the Group assumes counterparty risk in connection with its lending, trading, derivatives, insurance and other businesses where it relies on the ability of a third party (including reinsurers) to satisfy its financial obligations to the Group on a timely basis. The Group is also subject to the risk that its rights against third parties may not be enforceable in certain circumstances.

The risk of credit-related losses may also be increased by a number of factors, including deterioration in the financial condition of the economy, a sustained high level of unemployment, a deterioration of the financial condition of the Group's counterparties, a reduction in the value of assets the Group holds as collateral, and a reduction in the market value of the counterparty instruments and obligations it holds.

The Group is directly and indirectly exposed to the Australian mining sector and mining-related contractors and industries. Lower commodity prices, mining activity, demand for resources, or corporate investment in the mining sector may adversely affect the amount of new lending the Group is able to write, or lead to an increase in lending losses from this sector. This industry-specific revenue decline may lead to a broader regional economic downturn with a long recovery period.

Credit losses can and have resulted in financial services organizations realizing significant losses and in some cases failing altogether. Should material unexpected credit losses occur to the Group's credit exposures, it could have an adverse effect on the Group's business, operations and financial condition.

21. The unexpected loss of key staff or inadequate management of human resources may adversely affect the Group's business, operations and financial condition

The Group's ability to attract and retain suitably qualified and skilled employees is an important factor in achieving its strategic objectives. The Chief Executive Officer and the management team of the Chief Executive Officer have skills and reputation that are critical to setting the strategic direction, successful management and growth of the Group, and whose unexpected loss due to resignation, retirement, death or illness may adversely affect its operations and financial condition. If the Group had difficulty retaining or attracting highly qualified people for important roles, this also could adversely affect its business, operations and financial condition.

22. The Group may be exposed to the impact of future climate change, geological events, plant and animal diseases, and other extrinsic events which may adversely affect its business, operations and financial condition

The Group and its customers are exposed to climate related events, including climate change. These events include severe storms, drought, fires, cyclones, hurricanes, floods and rising sea levels. The Group and its customers may also be exposed to other events such as geological events (including volcanic seismic activity or tsunamis), plant and animal diseases or a pandemic.

Depending on their severity, events such as these may temporarily interrupt or restrict the provision of some local or Group services, and may also adversely affect the Group's financial condition or collateral position in relation to credit facilities extended to customers.

23. The Group is exposed to insurance risk, which may adversely affect its business, operations and financial condition

Insurance risk is the risk of loss due to unexpected changes in current and future insurance claim rates. In the Group's life insurance business, insurance risk arises primarily through mortality (death) and morbidity (illness and injury) risks being greater than expected and, in the case of annuity business, should annuitants live longer than expected. In August 2015, ANZ ceased to issue home, car and travel insurance and became a distributor only of these products. The general insurance business now solely comprises a small amount of unemployment benefit. The Group has exposure to insurance risk in both its life insurance and general insurance business, which may adversely affect its businesses, operations and financial condition.

24. The Group may face increased tax reporting compliance costs

In March 2010, the United States enacted the Foreign Account Tax Compliance Act ("**FATCA**") that requires non-U.S. banks and other financial institutions to provide information on U.S. account holders to the U.S. Federal tax authority, the Internal Revenue Service ("**IRS**"). The United States has entered into intergovernmental agreements ("**IGAs**") with a number of jurisdictions (including Australia and New Zealand) which generally require such jurisdictions to enact legislation or other binding rules pursuant to which local financial institutions and branches provide such information to their non-U.S. local revenue authority to forward to the IRS. If this information or information provided to upstream payers of U.S. source income is not provided in a manner and form meeting the applicable requirements, a non-U.S. institution may be subjected to penalties and potentially a 30% withholding tax applied to certain amounts paid to it. While such withholding tax may currently apply to certain payments derived from sources within the United States, no such withholding tax will be imposed on any payments derived from sources outside the United States that are made prior to January 1, 2019, at the earliest. Australia and New Zealand have each signed an IGA with the United States and have enacted legislation to implement the respective IGAs. Local guidance in relation to the enacted legislation is still evolving. The ANZ Group has invested significant time and resources in order to comply with FATCA. For more information, see "*Taxation – United States Federal Income Taxation – Foreign Account Tax Compliance Withholding*" below.

The OECD has finalized a global Common Reporting Standard ("**CRS**") for the automatic exchange of financial account information in tax matters. Over 90 jurisdictions have committed to implement the CRS in 2016 or 2017, with the first exchange of information to take place in 2017 or 2018. ANZ Group's countries of operation that are early adopters of CRS (i.e. those countries targeting a start date of January 1, 2016) include Cayman Islands, France, Germany, India, the United Kingdom and South Korea. On June 3, 2015, Australia signed the Multilateral Competent Authority Agreement ("**MCAA**") that enables Common Reporting Standard information to be exchanged between countries' tax authorities. Several countries, including Canada, New Zealand and India also signed the MCAA on June 3, 2015. Australia has targeted optional adoption from January 1, 2017 (with the first exchange of information to take place by September 2018) and mandatory adoption from January 1, 2018 (with exchange of information to take place by September 2019). How the CRS will be practically implemented in Australia is subject to further industry consultation.

Australian Treasury released Exposure Draft implementing legislation in September 2015 for industry review/consultation. Australian financial institutions that do not comply with the CRS (as modified by the implementing legislation) will be subject to administrative penalties.

The ANZ Group has made and is expected to make significant investments in order to comply with the requirements of the CRS.

25. The Group may experience changes in the valuation of some of its assets and liabilities that may have a material adverse effect on its earnings and/or equity

Under Australian Accounting Standards, the Group recognizes the following instruments at fair value with changes in fair value recognized in earnings or equity:

- derivative instruments, including in the case of fair value hedging, the fair value adjustment on the underlying hedged exposure with changes in fair value recognized in earnings with the exception of derivatives designated in qualifying cash flow or net investment hedges where the change is recognized in equity and released to earnings together with the underlying hedged exposure;
- assets and liabilities held for trading;
- available-for-sale assets with changes in fair value recognized in equity unless the asset is impaired, in which case, the decline in fair value is recognized in earnings; and
- assets and liabilities designated at fair value through profit and loss with changes recognized in earnings with the exception of changes in fair value attributable to the own credit component of liabilities that is recognized in equity.

Generally, in order to establish the fair value of these instruments, the Group relies on quoted market prices or, where the market for a financial instrument is not sufficiently active, fair values are based on present value estimates or other accepted valuation techniques which incorporate the impact of factors that would influence the fair value as determined by a market participant. The fair value of these instruments is impacted by changes in market prices or valuation inputs which could have a material adverse effect on the Group's earnings.

In addition, the Group may be exposed to a reduction in the value of non-lending related assets as a result of impairments loss which is recognized in earnings. The Group is required to assess the recoverability of the goodwill balances at least annually and other non-financial assets including Premises and Equipment; investment in associates; capitalized software and other intangible assets (including acquired portfolio of insurance and investment business and deferred acquisition costs) where there are indicators of impairment.

For the purpose of assessing the recoverability of the goodwill balances, the Group uses either a discounted cash flow or a multiple of earnings calculation. Changes in the assumptions upon which the calculation is based, together with expected changes in future cash flows, could materially impact this assessment, resulting in the potential write-off of a part or all of the goodwill balances.

In respect of other non-financial assets, in the event that an asset is no longer in use, or that the cash flows generated by the asset do not support the carrying value, impairment may be recorded.

26. Changes to accounting policies may adversely affect the Group's financial position or performance

The accounting policies and methods that the Group applies are fundamental to how it records and reports its financial position and results of operations. Management must exercise judgment in selecting and applying many of these accounting policies and methods so that they not only comply with generally accepted accounting principles but they also reflect the most appropriate manner in which to record and report on the Group's financial position and results of operations. However, these accounting policies may be applied inaccurately, resulting in a misstatement of the Group's financial position and results of operations. In addition, the application of new or revised generally accepted accounting principles could have a material adverse effect on the Group's financial position and results of operations.

In some cases, management must select an accounting policy or method from two or more alternatives, any of which might comply with the generally accepted accounting principles applicable to the Group and be reasonable under the circumstances, yet might result in reporting materially different outcomes than would have been reported under another alternative.

27. Litigation and contingent liabilities may adversely affect the Group's business, operations and financial condition

From time to time, the Group may be subject to material litigation, regulatory actions, legal or arbitration proceedings and other contingent liabilities which, if they crystallize, may adversely affect the Group's results.

The Group had contingent liabilities as at September 30, 2015 in respect of the matters outlined in Note 43 to the 2015 Financial Statements (attached as part of Annex A hereto).

There is a risk that contingent liabilities may be larger than anticipated or that additional litigation or other contingent liabilities may arise.

28. The Group regularly considers acquisition and divestment opportunities, and there is a risk that the Group may undertake an acquisition or divestment that could result in a material adverse effect on its business, operations and financial condition

The Group regularly examines a range of corporate opportunities, including material acquisitions and disposals, with a view to determining whether those opportunities will enhance the Group's strategic position and financial performance.

There can be no assurance that any acquisition (or divestment) would have the anticipated positive results, including results relating to the total cost of integration (or separation), the time required to complete the integration (or separation), the amount of longer-term cost savings, the overall performance of the combined (or remaining) entity, or an improved price for the Group's securities. The Group's operating performance, risk profile and capital structure may be affected by these corporate opportunities and there is a risk that the Group's credit ratings may be placed on credit watch or downgraded if these opportunities are pursued.

Integration (or separation) of an acquired (or divested) business can be complex and costly, sometimes including combining (or separating) relevant accounting and data processing systems, and management controls, as well as managing relevant relationships with employees, customers, regulators, counterparties, suppliers and other business partners. Integration (or separation) efforts could create inconsistencies in standards, controls, procedures and policies, as well as diverting management attention and resources. This could adversely affect the Group's ability to conduct its business successfully and impact the Group's operations or results. Additionally, there can be no assurance that employees, customers, counterparties, suppliers and other business partners of newly acquired (or retained) businesses will remain post-acquisition (or post-divestment), and the loss of employees, customers, counterparties, suppliers and other business partners could adversely affect the Group's operations or results.

Currency of presentation and exchange rates
Currency of presentation

ANZ publishes consolidated financial statements in Australian Dollars. In this U.S. Disclosure Document, unless otherwise stated or the context otherwise requires, references to "US\$", "USD" and "U.S. dollars" are to U.S. Dollars and references to "\$", "AUD" and "A\$" are to Australian Dollars. For the convenience of the reader, this U.S. Disclosure Document contains translations of certain Australian Dollar amounts into U.S. Dollars at specified rates. These translations should not be construed as representations that the Australian Dollar amounts actually represent such U.S. Dollar amounts or could be converted into U.S. Dollars at the rate indicated. Unless otherwise stated, the translations of Australian Dollars into U.S. Dollars have been made at the rate of US\$0.7020 = A\$1.00, the Noon Buying Rate in New York City for cable transfers in Australian Dollars as certified for customs purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate") on September 30, 2015. On October 30, 2015 the Noon Buying Rate was US\$0.7133 = A\$1.00.

For each of the periods indicated, the high, low, average, and period-end Noon Buying Rates for Australian Dollars were:

Noon Buying Rates for Australian Dollars

Years ended September 30	High	USD per AUD1.00		Period-end
		Low	Average ¹	
2011	1.1026	0.9594	1.0318	0.9744
2012	1.0806	0.9453	1.0371	1.0388
2013	1.0579	0.8901	0.9885	0.9342
2014	0.9705	0.8715	0.9155	0.8737
2015	0.8904	0.6917	0.7781	0.7020

¹ The average for full year periods is calculated from the Noon Buying Rate on the last day of each month during the period.

Major Exchange Rates

The major exchange rates¹ used by the Group to translate the results of foreign subsidiaries, investments in associates and issued debt to Australian Dollars were as follows:

	Balance Sheet			Profit & Loss Average		
	As of September 30			Years ended September 30		
	2015	2014	2013	2015	2014	2013
Chinese Yuan	4.4573	5.3787	5.6976	4.8803	5.6547	6.1395
Euro	0.6229	0.6895	0.6896	0.6838	0.6779	0.7565
Pound Sterling	0.4625	0.5383	0.5760	0.5074	0.5552	0.6360
Indian Rupee	46.142	53.941	58.531	49.522	56.166	56.148
Indonesian Rupiah	10,281	10,660	10,860	10,199	10,787	9,861
Japanese Yen	84.072	95.677	91.220	93.515	94.133	91.731
Malaysian Ringgit	3.1176	2.8632	3.0334	2.8761	2.9749	3.0925
New Taiwan Dollar	23.066	26.639	27.534	24.543	27.587	29.380
New Zealand Dollar	1.1003	1.1219	1.1237	1.0785	1.0931	1.2132
Papua New Guinea Kina	2.0123	2.1717	2.2385	2.0940	2.2353	2.1472
United States Dollar	0.7013	0.8752	0.9312	0.7839	0.9201	0.9929

¹ Source: Foreign exchange rates obtained from Reuters.

SECTION 2: INFORMATION ON THE GROUP

In fiscal year ended September 30, 2015, 37% (2014: 36%, 2013: 33%) of ANZ's operating income was derived from the APEA and New Zealand geographic regions. Operating income from the APEA and New Zealand geographic regions is denominated principally in the currencies outlined in the table below. Movements in foreign currencies against the Australian Dollar can therefore affect ANZ's earnings through the translation of overseas profits to Australian Dollars.

Based on the major exchange rates used by the Group to translate the results of foreign subsidiaries, investments in associates and issued debt to Australian Dollars, the Australian Dollar moved as follows:

Australian Dollar movement against foreign currencies¹

Years ended September 30	2015	2014	2013	2012	2011
Chinese Yuan (CNY)	-14%	-8%	-6%	-3%	9%
Euro (EUR)	1%	-10%	-4%	8%	11%
Pound Sterling (GBP)	-9%	-13%	-2%	2%	11%
Indian Rupee (INR)	-12%	0%	4%	17%	11%
Indonesian Rupiah (IDR)	-5%	9%	4%	5%	9%
Japanese Yen (JPY)	-1%	3%	13%	-3%	3%
Malaysian Ringgit (MYR)	-3%	-4%	-3%	2%	6%
New Taiwan Dollar (NTD)	-11%	-6%	-4%	2%	5%
New Zealand Dollar (NZD)	-1%	-10%	-6%	-1%	4%
Papua New Guinea Kina (PGK)	-6%	4%	-1%	-15%	3%
U.S. Dollar (USD)	-15%	-7%	-3%	0%	14%

^{1.} Movement is based on comparison of full year average exchange rates to the immediately preceding full year average exchange rates.

ANZ monitors its exposure to revenues, expenses and invested capital denominated in currencies other than Australian Dollars. These currency exposures are hedged in accordance with established hedging policies.

Operating Results

The following discussion of statutory profit is based on the 2015 Financial Statements (attached as part of Annex A hereto) prepared under AASs (Refer to the section headed "Selected financial data" within Section 1: Key information for a discussion of AASs).

The analysis that follows discusses results before income tax, unless otherwise stated.

ANZ's results for the past three fiscal years are summarized below and are also discussed under the headings of "Analysis of major income and expense items" and "Results by division", which follow.

Profit and loss

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Net interest income	14,616	13,810	12,758
Net funds management and insurance income	1,736	1,538	1,431
Other operating income	4,719	4,706	4,333
Operating income	21,071	20,054	18,522
Operating expenses	(9,359)	(8,760)	(8,257)
Profit before credit impairment and income tax	11,712	11,294	10,265
Credit impairment charge	(1,179)	(986)	(1,188)
Profit before income tax	10,533	10,308	9,077
Income tax expense	(3,026)	(3,025)	(2,757)
Non-controlling interests	(14)	(12)	(10)
Profit attributable to shareholders of the Company	7,493	7,271	6,310

Comparison of 2015 with 2014

Profit after tax increased \$222 million (3%). Key factors affecting the result were:

- Net interest income increased \$806 million (6%) with 11% growth in average interest earning assets, partly offset by a 9 bps decrease in net interest margin. \$276 million of the increase in net interest income was due to foreign currency translation. The \$71.2 billion increase in average interest earning assets was primarily due to foreign currency translation of \$20.9 billion, loan growth of \$26.7 billion in home loans and commercial lending and \$24.7 billion growth in Global Markets driven by the Group liquidity portfolio and cash reserves. The decrease in net interest margin was due to asset competition, lower earnings on capital and higher liquid asset holdings, partly offset by favorable deposit pricing.
- Net funds management and insurance income increased by \$198 million (13%) primarily due to growth in funds under management, insurance in-force premium growth, improved insurance lapse rates as well as a \$47 million one-off loss in 2014 due to the exit of a Group Life Insurance plan.
- Other operating income was impacted by a \$166 million increase in mark to market gains from economic hedging partially offset by a \$139 million decrease in unrealized gains from revenue and net investment hedges. The remaining \$14 million decrease in other operating income was primarily driven by a reduction in Global Markets' other operating income of \$218 million and the one-off \$125 million gain on sale of ANZ Trustees in 2014, offset by a \$194 million positive impact from foreign currency translation, a \$64 million increase in share of associates' profit and a \$42 million increase in fee income in IIB from volume growth.
- Operating expenses increased \$599 million (7%) with \$324 million of the increase due to foreign currency translation. Personnel expenses increased \$177 million from annual salary increases, and technology expenses increased by \$166 million primarily from higher depreciation and amortization of key infrastructure projects. These increases were partially offset by an \$80 million decrease in restructuring expenses.
- Total credit impairment charges increased \$193 million (20%) due to a \$250 million increase in collective credit impairment charges, offset by a \$57 million decrease in individual impairment charges. The \$95 million collective credit impairment charge for the year reflects lending growth in Australia, credit downgrades of a few IIB customers, partially offset by associated economic cycle releases. This compares to a \$155 million release in 2014 resulting from credit upgrades in IIB and New Zealand, and net decreases in the economic cycle overlay.

Comparison of 2014 with 2013

Profit after tax increased \$961 million (15%). Key factors affecting the result were:

- Net interest income increased \$1,052 million (8%) with 12% increase in average interest earning assets to \$647.0 billion, partially offset by a 9 bps reduction in net interest margin to 2.13%.
- Net funds management and insurance income increased by \$107 million (7%) due to a number factors including stronger growth across the funds management and insurance businesses, partially offset by the impact of a Group life plan exit in the 2014 year.
- Other operating income increased \$373 million (9%). The increase was due to a \$367 million increase in revenue and investment hedges, a one-off \$125 million gain on sale of ANZ Trustees in 2014, partially offset by a \$113 million decrease in net foreign exchange earnings.
- Operating expenses increased \$503 million (6%). Personnel expenses increased \$183 million (4%) from foreign currency translation impacts, annual salary increases partially offset by lower temporary staff costs and the benefit of increased utilization of our Bangalore and Manila hubs. Technology expenses increased by \$144 million (13%) from higher depreciation and amortization charges, higher data storage and software license costs and increased use of outsourced providers. Other expenses increased \$103 million (8%) primarily due to higher advertising spend, write down of intangible assets in Global Wealth, and GST credits in 2013.

- Total credit impairment charges decreased \$202 million (17%) primarily due to a \$185 million decrease in collective credit impairment charges and a \$17 million (1%) decrease in individual impairment charges. The \$185 million decrease in the collective credit impairment charge was due to releases associated with the crystallization of individual provisions on a few large IIB exposures, and as a result of the upgrade of a number of customer exposures in IIB and New Zealand. In addition, there was a decrease in the economic cycle overlays. The \$17 million decrease in the individual credit impairment charge was attributable to improvement in credit quality primarily in New Zealand, partially offset by lower recoveries in Australia and IIB.

Analysis of major income and expense items
Net interest income

The following tables analyze net interest income, net interest margin, average interest earning assets and average deposits and other borrowings for the Group and for the Australia, IIB and New Zealand divisions.

Group	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Net interest income	14,616	13,810	12,758
Average interest earning assets	718,147	646,997	575,339
Average deposits and other borrowings	559,779	507,856	450,065
Net interest margin (%) ¹	2.04	2.13	2.22

Net interest margin by major division	Years ended September 30		
	2015 \$M	2014 \$M ²	2013 \$M
Australia			
Net interest margin (%) ¹	2.50	2.52	2.52
Average interest earning assets	300,609	280,702	264,270
Average deposits and other borrowings	163,713	156,418	146,482
International and Institutional Banking			
Net interest margin (%) ¹	1.34	1.50	1.61
Average interest earning assets	311,487	267,028	227,740
Average deposits and other borrowings	246,987	221,371	188,981
New Zealand			
Net interest margin (%) ¹	2.48	2.49	2.49
Average interest earning assets	93,513	87,210	74,650
Average deposits and other borrowings	63,157	55,852	46,672

^{1.} Annualized net interest income as a percentage of average interest earning assets.

^{2.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

Comparison of 2015 with 2014

The increase in net interest income of \$806 million was driven by an increase in average interest earning assets, partially offset by a reduction in the net interest margin.

Net interest margin (-9 bps)

- Asset competition and risk mix (-9 bps): unfavorable impact of home loan competition in Australia and New Zealand and switching from variable rates to fixed rate loans in New Zealand, as well as competition in Global Loans and Corporate & Commercial Banking.
- Markets and treasury (-8 bps): driven by lower earnings on capital due to lower interest rates and higher liquid asset holdings which have a lower rate of return.
- Asset mix and funding mix (1 bp): favorable funding mix from a higher proportion capital. Asset mix had no impact on margin as lower margin Home Loans were offset by a reduced proportion of Trade Loans.
- Funding costs (1 bp): benefit from favorable wholesale funding costs.
- Deposit competition (6 bps): benefits from deposit pricing, particularly term deposits across Australia and New Zealand.

Average interest earning assets (+\$71.2 billion or +11%)

- International and Institutional Banking (+\$44.5 billion or +17%): excluding foreign currency translation, growth was \$25.1 billion or +9%. \$24.7 billion of this increase was in Global Markets driven by a \$17.0 billion increase in the Group liquidity portfolio in response to regulatory requirements, a \$3.8 billion increase in reverse repos and a \$2.2 billion increase in collateral paid against derivative liabilities. Lending in Global Loans increased by \$4.2 billion. Global Trade volumes contracted by \$4.6 billion due to the impact of lower commodity prices.
- Australia (+\$19.9 billion or +7%): driven by growth in home loans where market share continued to increase.
- New Zealand (+\$6.3 billion or +7%): excluding foreign currency translation, growth was \$5.1 billion or +6% driven by market share gains in Retail, as well as Commercial loan growth.
- Global Wealth and Group Centre (+\$0.5 billion or 4%): broadly unchanged during the period.

Average deposits and other borrowings (+\$51.9 billion or +10%)

- International and Institutional Banking (+\$25.6 billion or +12%): excluding foreign currency translation, deposits and other borrowings increased \$5.7 billion or +2% driven by \$6.7 billion growth in customer deposits in Transaction Banking, particularly in Asia, partially offset by \$1.8 billion in certificates of deposit.
- Australia (+\$7.3 billion or +5%): driven by growth in customer deposits within Retail and Commercial.
- New Zealand (+\$7.3 billion or +13%): excluding foreign currency translation, growth was \$6.5 billion or +12% due to increased customer deposits across Retail and Commercial, particularly in Retail savings products.
- Global Wealth and Group Centre (+\$11.7 billion or 16%): growth mainly in Treasury securities sold under repurchase agreement.

Comparison of 2014 with 2013

The increase in net interest income of \$1,052 million was driven by an increase in average interest earning assets partially offset by a reduction in the net interest margin.

Net interest margin (-9 bps)

- Asset competition and risk mix (-10 bps): continued pressure on lending margins, including significant competition and switching from variable to fixed in the home loan market in Australia and New Zealand, competition in Global Loans and the impact of improving the credit quality of the lending portfolio.
- Markets and treasury (-3 bps): primarily from lower earnings on capital from lower interest rates as well as the impact of financial markets activities.
- Asset mix and funding mix (-3 bps): adverse asset mix impact from faster growth in lower margin Trade business and slower growth in higher margin Cards and Payments business.
- Funding costs (+2 bps): benefit from favorable wholesale funding costs.
- Deposit competition (+5 bps): benefit from active margin management across deposit products, particularly term deposits.

Average interest earning assets (+\$71.7 billion or +12%)

- Australia (+\$16.6 billion or 6%): increase in variable home loan products and small business lending facilities.
- IIB (+\$39.1 billion or 17%): \$23 billion increase in Global Markets mainly from growth in the liquidity portfolio, higher settlement balances and loans and advances, as well as the impact of a weaker AUD. Global Loans increased \$8.6 billion and Transaction Banking increased \$4.8 billion.
- New Zealand (+\$12.6 billion or 17%): stronger economic conditions drove increased Retail and Commercial lending, as well as the impact of a stronger NZD.
- Global Wealth, GTSO and Group Center (+\$3.4 billion): growth in Treasury relating to RBA requirements to facilitate overnight settlements.

Average deposits and other borrowings (+\$57.8 billion or +13%)

- Australia (+\$10.3 billion or 7%): growth in customer deposits within Retail and Commercial, predominantly in on demand deposits.
- IIB (+\$32.1 billion or 17%): increased customer deposits in both term deposits and transaction accounts across Australia and APEA, partly driven by increased liquidity, as well as the impact of weaker AUD on offshore balances.
- New Zealand (+\$9.2 billion or 20%): increased market share in Commercial customer deposits and issuance of commercial paper funding.
- Global Wealth, GTSO and Group Center (+\$6.2 billion): increase in Treasury repo borrowings and increase in Private Bank deposits in Global Wealth, predominantly in on demand deposits.

Net funds management and insurance income

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Funds management income	930	917	862
Investment income	1,848	2,656	4,135
Insurance premium income	1,541	1,314	1,348
Commission income/(expense)	(452)	(471)	(446)
Claims	(718)	(707)	(709)
Changes in policy liabilities	(1,434)	(2,147)	(3,669)
Elimination of treasury share gain/(loss) ¹	21	(24)	(90)
Total net funds management and insurance income	1,736	1,538	1,431

^{1.} ANZ shares held by ANZ in the Funds Management and Insurance businesses. Realized and unrealized gains and losses and dividend income from these shares are reversed as these are not permitted to be recognized in income.

Comparison of 2015 with 2014

Net funds management and insurance income increased \$198 million (13%). Key factors affecting the result were:

- Insurance premium income increased by \$227 million primarily as a result of increased in-force premium growth, improved lapse rates and a one-off \$47 million loss in 2014 due to the exit of a Group life insurance plan.
- \$808 million decrease in investment income due to subdued investment market conditions in 2015.
- Changes in policy liabilities decreased by \$713 million consistent with the decrease in investment income during the period.

Comparison of 2014 with 2013

Net funds management and insurance income increased \$107 million (7%). Key factors affecting the result were:

- \$1,479 million decrease in investment income, which was consistent with investment market conditions and in line with the subdued market gains evidenced in FY14 relative to FY13.
- Changes in policyholder liabilities decreased by \$1,522 million, which is consistent with the decrease in the investment income during the period.
- Insurance premium income was lower by \$34 million mainly as a result of the exit of a Group life insurance plan in the 2014 year offset by increases in premiums on our OneCare products.
- The increase in funds management income predominantly due to growth in average KiwiSaver funds under management and average Australian funds under management.

Other operating income

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Net fee and commission income ¹	2,448	2,364	2,316
Global Markets other operating income	1,185	1,285	1,310
Share of associates' profit ¹	625	510	478
Other ^{1,4}	122	218	144
Net foreign exchange earnings ¹	79	96	209
Economic hedging ²	256	90	100
Revenue and net investment hedges ³	4	143	(224)
Total other operating income	4,719	4,706	4,333

^{1.} Excluding Global Markets.

^{2.} Represents gains and losses on economic hedges used to manage interest rate and foreign exchange risk and the ineffective portion of designated accounting hedges.

^{3.} Represents gains and losses on revenue and net investment hedges used to hedge larger foreign exchange denominated revenue and expense streams.

^{4.} Other income includes \$125 million gain on sale of ANZ Trustees and \$21 million loss arising on sale of Saigon Securities Inc. ("SSI") during the 2014 fiscal year.

Comparison of 2015 with 2014

Other operating income increased \$13 million (0%). Key factors affecting the result were:

Net fee and commission income

Increased by \$84 million (4%). Key factors include:

- \$65 million positive impact due to foreign currency translation.
- Increased fee income of \$42 million in IIB from Retail Asia Pacific and Transaction Banking volume growth.
- Partially offset by the divestment of the ANZ Trustees business in July 2014.

Global Markets other operating income

Decreased by \$100 million (8%). Key factors include:

- Positive impact of foreign currency translation of \$118 million.
- A \$218 million decrease primarily driven by widening credit spreads on balance sheet trading positions and Asian and European bond holdings.

Share of associates' profit

Increased by \$115 million (23%) with foreign currency translation driving an increase of \$51 million and the remaining increase explained by:

- Shanghai Rural Commercial Bank ("SRCB") increased \$53 million due to lending growth and the impairment of an investment held by SRCB in 2014.
- Bank of Tianjin ("BoT") increased \$45 million due to asset growth.
- AMMB Holdings Berhad ("AMMB") decreased \$22 million mainly due to net interest margin contraction from a change in lending mix, and the divestment of its insurance business in September 2014.
- P.T. Bank Pan Indonesia decreased \$13 million mainly due to lower earnings and a \$10 million loan recovery in 2014.

Other income

Decreased by \$96 million (44%). Key factors include:

- \$39 million positive impact due to foreign currency translation.
- The \$125 million gain on sale of ANZ Trustees recognized in 2014.

Net foreign exchange earnings

Decreased by \$17 million (-18%). Key factors include:

- \$12 million positive impact of foreign currency translation.
- Higher realized losses on foreign currency hedges in GTSO and Group Center (\$68 million), these offset translation gains elsewhere in the Group.
- Higher unrealized gains on foreign currency balances held in IIB (\$19 million).
- Global Transaction Banking increased \$14 million due to volume growth in Australia and New Zealand.

Economic hedging

Increased by \$166 million (184%). Key factors include:

- During the 2015 year, the majority of the \$256 million gain arose in the second half and mainly related to funding related swaps that were impacted by the significant weakening in the AUD across a number of major currencies, most notably the USD and EUR.
- During the 2014 year, funding and lending related swaps recorded a \$203 million gain during the second half mainly due to widening basis spreads from movements in currency pairs (primarily AUD/USD and USD/EUR). These were partially offset by a \$100 million loss during the first half which was mainly driven from a narrowing of basis spreads from the same currency pairs.

Revenue and net investment hedges

Decreased by \$139 million (97%). Key factors include:

- During the 2015 year, a \$256 million gain recorded during the second half was principally attributable to the strengthening of the AUD against the NZD exchange rate partially offset by losses attributable to the weakening of the AUD against the USD. This gain reversed a \$252 million loss in the first half attributable to the weakening of the AUD against both the USD and NZD exchange rates.
- During the 2014 year, the \$143 million gain was primarily the result of significant strengthening in the AUD against NZD exchange rate during the second half.

Comparison of 2014 with 2013

Other operating income increased \$373 million (9%). Key factors affecting the result were:

Net fee and commission income

Increased by \$48 million (2%). Key factors include:

- Transaction Banking increased \$23 million due to lending growth in APEA and New Zealand.
- Retail Asia Pacific increased \$30 million, primarily due to growth in fee income from Retail and Transaction Banking.
- New Zealand increased \$15 million, largely due to movements in exchange rates (\$28 million), partially offset by a decrease in income following the sale of EFTPOS in 2013.
- Corporate and Commercial Banking increased \$12 million, largely driven by growth in Small Business Banking.

Global Markets other operating income

Decreased by \$25 million (2%). Key factors include:

- Global Markets other operating income is affected by mix impacts between the categories within other operating income and net interest income. The overall decrease was primarily driven by a \$75 million decrease from derivative positions which is offset in net interest income.
- This was partly offset by a 20% increase in APEA driven by growth across the Commodities and Fixed Income businesses.

Share of associates' profit

Increased by \$32 million (7%). Key factors include:

- AMMB increased \$22 million, mainly due to a gain from the partial divestment of its insurance businesses.
- Metrobank Card Corporation ("MCC") increased \$6 million, primarily due to lending growth in Cards, higher fee income and a one-off gain of \$2 million from disposal of shares in Visa Inc.
- BoT increased \$2 million, mainly due to higher earnings from lending growth, partially offset by a reduced share of profits following the dilution of the Group's interest.
- P.T. Bank Pan Indonesia increased \$2 million, due to earnings growth, partially offset by the weakening of the IDR.

Other

Increased by \$74 million (51%). Key factors include:

- Global Wealth increased \$148 million due to a \$125 million gain on sale of ANZ Trustees and a non-recurring insurance settlement gain relating to a legacy NZ Funds Management matter in 2014.
- Asia Partnerships increased \$18 million due to the BoT dilution gain of \$12 million (from non-participation in a rights issue) in 2014 and the \$26 million impairment on Saigon Securities Inc. ("SSI") in 2013, partially offset by the \$21 million loss arising from the sale of our investment in SSI in 2014.
- Specialized Finance increased \$11 million, mainly driven by revaluation of lease assets in Australia.
- New Zealand decreased \$19 million, primarily due to the gain on sale of EFTPOS New Zealand Limited recorded in 2013.
- Profit on trading instruments was impacted by a \$22 million loss on structured credit intermediation trades in 2014 compared to a \$63 million gain in 2013. The impact is an \$85 million decrease.

Net foreign exchange earnings

Decreased by \$113 million (54%). Key factors include:

- Group Centre decreased \$146 million driven primarily by realized losses on foreign currency revenue hedges (offsetting translation gains elsewhere in the Group).
- Global Transaction Banking increased \$17 million, mainly due to a combination of volume and margin growth in Australia.

Economic hedging

Decreased by \$10 million (10%). Key factors include:

- During the 2014 year, funding and lending related swaps recorded a \$203 million gain during the second half mainly due to widening basis spreads from movements in currency pairs (primarily AUD/USD and USD/EUR). These were partially offset by a \$100 million loss during the first half which was mainly driven from a narrowing of basis spreads from the same currency pairs.
- During the 2013 year, funding and lending related swaps recorded a \$281 million gain in the second half as the result of significant weakening in AUD across the major currencies, most notably USD and EUR. These were partially offset by a \$203 million loss which arose in the first half due to the contraction in currency basis spreads, principally from AUD/USD spreads.

Revenue and net investment hedges

Increased by \$367 million (large%). Key factors include:

- During the 2014 year, the \$143 million gain was primarily the result of significant strengthening in the AUD against NZD exchange rate during the second half.
- During the 2013 year, the \$224 million loss was primarily the result of significant weakening in AUD against the USD and NZD exchange rate during the second half.

Operating expenses

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Personnel expenses	5,479	5,088	4,905
Premises expenses	922	888	843
Technology expenses	1,462	1,266	1,122
Restructuring costs	31	113	85
Other expenses	1,465	1,405	1,302
Total operating expenses	9,359	8,760	8,257
Total full time equivalent staff (FTE)	50,152	50,328	49,866

Comparison of 2015 with 2014

Operating expenses increased \$599 million (7%). Key factors affecting the results were:

- Personnel expenses increased \$391 million (8%), with \$214 million of the increase due to foreign exchange translation and \$177 million driven by annual salary increases and related costs.
- Premises expenses increased \$34 million (4%), with \$29 million of the increase driven by foreign exchange translation and \$5 million primarily due to the impact of rent increases linked to CPI.
- Technology expenses increased \$196 million (15%), with \$30 million of the increase due to foreign exchange translation and \$166 million due to increased depreciation and amortization on key infrastructure projects, higher data storage and software license costs and the increased use of outsourced and managed services.
- Restructuring expenses decreased \$82 million (-73%), with \$2 million of the decrease due to foreign exchange translation and \$80 million due to decreased restructuring costs across all divisions.
- Other expenses increased \$60 million (4%), with \$49 million of the increase due to foreign exchange translation and \$11 million from higher spend related to compliance and regulatory remediation activities, partly offset by GST recoveries and the write down of intangible assets in Global Wealth in 2014.

Comparison of 2014 with 2013

Operating expenses increased \$503 million (6%). Key factors affecting the result were:

- Personnel expenses increased \$183 million (4%) due to the adverse translation impact of foreign exchange movements and annual salary increases, partially offset by lower temporary staff costs and the benefit of increased utilization of our hub resources.
- Premises expenses increased \$45 million (5%) due to rent increases and the full year impact of transition to new buildings in Sydney and New Zealand in 2013, along with the adverse impact of foreign exchange movements.
- Technology expenses increased \$144 million (13%) with increased depreciation and amortization, higher data storage and software license costs and increased use of outsourced providers.
- Restructuring expenses increased \$28 million (33%) due to the productivity and business restructuring initiatives within the Australia and IIB divisions, partly offset by the completion of "NZ Simplification" in 2013.
- Other expenses increased \$103 million (8%) primarily due to higher advertising spend, write down of intangible assets in Global Wealth, and GST credits in 2013.

Credit impairment charge

Division	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Australia	853	818	820
International and Institutional Banking	295	216	317
New Zealand	55	(8)	37
Global Wealth	-	(2)	4
GTSO and Group Center	(24)	(38)	10
Total credit impairment charge / (release)	1,179	986	1,188

Division	Years ended September 30					
	2015 \$M		2014 \$M		2013 \$M	
	Individual credit impairment charge	Collective credit impairment charge	Individual credit impairment charge	Collective credit impairment charge	Individual credit impairment charge	Collective credit impairment charge
Australia	761	92	787	31	771	49
International and Institutional Banking	291	4	290	(74)	280	37
New Zealand	54	1	63	(71)	95	(58)
Global Wealth	-	-	1	(3)	2	2
GTSO and Group Center	(22)	(2)	-	(38)	10	-
Total	1,084	95	1,141	(155)	1,158	30

Under AASs, the credit impairment charge represents management's best estimate of incurred loss. The estimated incurred loss is calculated as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate.

The credit impairment charge consists of two components: the individual credit impairment charge and the collective credit impairment charge.

Provisions for credit impairment are raised when there is objective evidence of impairment. Impairment is assessed individually for financial assets that are individually known to be impaired and are individually significant (or on a portfolio basis for small value homogenous loans) and then on a collective basis for those loans not individually known to be impaired.

Under AASs, a discounted cash flow methodology is used to calculate the individual provision for credit impairment.

Under AASs, the collective provision for credit impairment is calculated for financial assets for which there is an incurred loss but the financial assets have not been individually identified as impaired.

The collective credit impairment charge is calculated as the change in the collective provision for credit impairment during the reporting period. The collective provision for credit impairment at the end of the reporting period reflects the impact on estimated future cash flows for loans where there is an incurred loss and that loss will become observable over an emergence period. The emergence period represents the time from when a loss event occurs until the Group assesses the loan for individual impairment and raises an individual provision. The impact on estimated future cash flows is calculated based on historical loss experience for assets with credit characteristics similar to those in the collective pool. The collective provision also takes into account management's assessment of the impact of large concentrated losses within the portfolio and the economic cycle.

Comparison of 2015 with 2014

- The individual credit impairment charge decreased \$57 million (-5%) primarily due to lower new impairment charges in New Zealand and to a lesser extent Australia, partly offset by an increase in IIB. Recoveries and write-backs remained consistent year on year.
- The collective credit impairment charge increased by \$250 million compared to the prior year. The \$155 million release in 2014 was attributable to customer credit rating upgrades in IIB and New Zealand divisions as well as net decreases in the economic cycle overlay provisions. The \$95 million charge in 2015 was attributable to customer credit rating downgrades for a few large IIB customers and lending growth in Australia division, partially offset by associated economic cycle overlay releases.

Comparison of 2014 with 2013

- The total individual credit impairment charge decreased \$17 million due to an improvement in credit quality primarily in New Zealand, partially offset by lower recoveries in Australia and IIB.
- The total collective credit impairment charge decreased \$185 million due to releases associated with the crystallization of individual provisions on a few large IIB exposures, and as a result of upgrades to a number of customer exposures in IIB and New Zealand. In addition, there was a net decrease in the economic cycle overlays.
- In relation to the 2014 charge:
 - The \$31 million charge in Australia in 2014 was primarily due to lending growth.
 - The \$74 million release in IIB was due to a combination of the crystallization of individual provisions on a few large exposures and improved customer credit ratings.

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- The New Zealand release of \$71 million was driven by improved credit quality and a reduction in the economic cycle overlays held for legacy events, partially offset by lending growth.
- The release in GTSO and Group Center of \$38 million was driven by a release of the economic cycle overlays that originally related to global uncertainty.

Income tax expense

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Income tax expense charged to the income statement	3,026	3,025	2,757
Effective tax rate	28.7%	29.3%	30.4%
Australian corporate tax rate	30.0%	30.0%	30.0%

Comparison of 2015 with 2014

- The Group's income tax expense increased slightly by \$1 million (0%). The effective tax rate decreased by 0.6%. The decrease was predominantly due to a favourable Global Wealth tax consolidation benefit, higher earnings from equity accounted associates, a decrease in policyholder income and contributions tax in 2015, offset by a lower release of tax provisions in 2015.

Comparison of 2014 with 2013

- The Group's income tax expense increased by \$268 million (10%). The effective tax rate decreased 1.1%, primarily due to a reduction in the Global Wealth policyholder income and contribution tax adjustment.

Results by division

Division	Years ended September 30		
	2015 \$M	2014 \$M ¹	2013 \$M
Profit before income tax			
Australia	4,668	4,360	4,073
International and Institutional Banking	3,508	3,614	3,278
New Zealand	1,565	1,497	1,213
Global Wealth	755	743	567
GTSO and Group Center	37	94	(54)
	10,533	10,308	9,077
Income tax expense			
Australia	(1,394)	(1,306)	(1,215)
International and Institutional Banking	(830)	(894)	(836)
New Zealand	(438)	(419)	(336)
Global Wealth	(154)	(201)	(96)
GTSO and Group Center	(210)	(205)	(274)
	(3,026)	(3,025)	(2,757)
Non-controlling interests			
Australia	-	-	-
International and Institutional Banking	(14)	(12)	(10)
New Zealand	-	-	-
Global Wealth	-	-	-
GTSO and Group Center	-	-	-
	(14)	(12)	(10)
Profit after income tax and non-controlling interests			
Australia	3,274	3,054	2,858
International and Institutional Banking	2,664	2,708	2,432
New Zealand	1,127	1,078	877
Global Wealth	601	542	471
GTSO and Group Center	(173)	(111)	(328)
	7,493	7,271	6,310

^{1.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

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Australia

The Australia division comprises the Retail and Corporate and Commercial Banking (C&CB) business units.

	Years ended September 30		
	2015 \$M	2014 \$M ¹	2013 \$M
Australia			
Net interest income	7,509	7,077	6,670
Other operating income	1,169	1,116	1,190
Operating income	8,678	8,193	7,860
Operating expenses	(3,157)	(3,015)	(2,967)
Profit before credit impairment and income tax	5,521	5,178	4,893
Credit impairment charge	(853)	(818)	(820)
Profit before income tax	4,668	4,360	4,073
Income tax expense	(1,394)	(1,306)	(1,215)
Profit after income tax	3,274	3,054	2,858
Consisting of:			
Retail	2,021	1,843	1,725
Corporate and Commercial Banking	1,253	1,211	1,133
Profit after income tax	3,274	3,054	2,858
Balance Sheet			
Net loans & advances ²	313,672	287,750	271,589
Other external assets	2,911	2,814	2,736
External assets	316,583	290,564	274,325
Customer deposits	169,280	160,683	152,371
Other external liabilities	11,398	12,001	13,397
External liabilities	180,678	172,684	165,768
Risk weighted assets	128,428	110,752	109,596
Average gross loans and advances	300,605	280,706	262,447
Average deposits and other borrowings	163,713	156,418	146,482
Ratios			
Return on assets	1.09%	1.08%	1.08%
Net interest margin	2.50%	2.52%	2.52%
Operating expenses to operating income	36.4%	36.8%	37.7%
Operating expenses to average assets	1.05%	1.07%	1.12%
Individual credit impairment charge/(release)	761	787	771
Individual credit impairment charge/(release) as a % of average GLA	0.25%	0.28%	0.29%
Collective credit impairment charge/(release)	92	31	49
Collective credit impairment charge/(release) as a % of average GLA	0.03%	0.01%	0.02%
Gross impaired assets	1,193	1,253	1,685
Gross impaired assets as a % of GLA	0.38%	0.43%	0.62%
Total full time equivalent staff (FTE)	9,781	9,904	10,025

^{1.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

^{2.} Loans & advances as at September 30, 2015 includes the Esanda Dealer Finance assets classified as held for sale.

Comparison of 2015 with 2014

Profit after income tax increased 7%. Key factors affecting the result were:

- Net interest income increased by \$432 million or 6% primarily due to Home Loans and Small Business Banking lending growth of 10% and 12% respectively. Lending margin contraction from competition was partially offset by favorable deposit pricing.
- Other operating income increased \$53 million or 5% primarily due to increased net interchange fee revenue, and lending fee income driven by Small Business Banking lending growth.
- Operating expenses increased \$142 million or 5%. This was primarily due to investments supporting our sales force growth strategy (particularly in NSW and Digital), as well as wage inflation.
- Credit impairment charges increased \$35 million or 4%, with a lower individual impairment charge partially offsetting a higher collective charge. The lower individual charge reflected write-backs in Corporate Banking partially offset by higher charges in Personal Loans, Small Business Banking and Esanda. The collective charge increase was mainly due to lending growth in Cards and Small Business, along with methodology adjustments in Esanda and changes to hardship policy also contributing to the increase.

Comparison of 2014 with 2013

Profit after income tax increased 7%. Key factors affecting the result were:

- Net interest income increased 6% primarily due to a 6% increase in average net loans and advances from Retail Home Loans and Small Business Banking. Growth in deposits has been offset by subdued C&CB lending conditions in the middle market sector. Net interest margin contracted 1 bp, reflecting increased lending competition and portfolio mix, partially offset by disciplined deposit pricing.
- Operating expenses increased 2%. This was driven partially by \$39 million invested in initiatives to increase sales capacity and capability and accelerate revenue generating projects. Excluding this, costs were flat year on year with inflationary impacts offset by productivity gains.
- Credit impairment charges were flat year on year, with Retail down 12% from improved Home Loan recoveries, lower delinquencies in Cards as well as the transfer of the Merchant Services and Commercial Cards business. In C&CB, credit impairment charges were up 12% driven by the Merchant Services and Commercial Credit Cards transfer, increased individual provisions in Corporate Banking and Esanda offset by improvements across all other C&CB businesses (refer to section 2 for a description of Australia division).

International and Institutional Banking

The IIB division provides markets, transaction banking and lending services to Institutional clients globally, leveraging its Australian market strength, and capability to reach across Asia Pacific. The Global Banking division serves customers with multi-product and multi-geographic requirements, while International Banking serves customers with less complex needs. IIB also provides banking and wealth management services to affluent and emerging affluent retail customers across Asia Pacific. In addition, IIB manages the Group's investment in partnerships in Asia.

	Years ended September 30		
	2015 \$M	2014 \$M ¹	2013 \$M
International and Institutional Banking			
Net interest income	4,173	4,009	3,669
Other operating income	3,246	3,096	2,911
Operating income	7,419	7,105	6,580
Operating expenses	(3,616)	(3,275)	(2,985)
Profit before credit impairment and income tax	3,803	3,830	3,595
Credit impairment charge	(295)	(216)	(317)
Profit before income tax	3,508	3,614	3,278
Income tax expense	(830)	(894)	(836)
Non-controlling interests	(14)	(12)	(10)
Profit after income tax	2,664	2,708	2,432
Consisting of:			
Global Transaction Banking	602	557	563
Global Loans and Advisory	762	866	753
Global Markets	701	841	758
Global Products	2,065	2,264	2,074
Retail Asia Pacific	62	46	49
Asia Partnerships	589	488	414
Central Functions	(52)	(90)	(105)
Profit after income tax	2,664	2,708	2,432
Balance Sheet			
Net loans & advances	154,741	141,986	123,467
Other external assets	268,267	200,998	172,655
External assets	423,008	342,984	296,122
Customer deposits	202,495	183,126	163,151
Other external liabilities	151,201	117,974	91,403
External liabilities	353,696	301,100	254,554
Risk weighted assets	209,826	191,286	174,397
Average gross loans and advances	156,598	140,939	115,628
Average deposits and other borrowings	246,987	221,371	188,981
Ratios			
Return on assets	0.67%	0.83%	0.85%
Net interest margin	1.34%	1.50%	1.61%
Net interest margin (excluding Global Markets)	2.33%	2.45%	2.72%
Operating expenses to operating income	48.7%	46.1%	45.4%
Operating expenses to average assets	0.90%	1.01%	1.04%
Individual credit impairment charge/(release)	291	290	280
Individual credit impairment charge/(release) as a % of average GLA	0.19%	0.21%	0.24%
Collective credit impairment charge/(release)	4	(74)	37
Collective credit impairment charge/(release) as a % of average GLA	0.00%	(0.05%)	0.03%
Gross impaired assets	1,183	1,093	1,758
Gross impaired assets as a % of GLA	0.76%	0.76%	1.05%
Total full time equivalent staff (FTE)	7,578	7,749	8,258

^{1.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

Comparison of 2015 with 2014

Profit after income tax decreased by 2%. Key factors affecting the result were:

- Net interest income increased 4%. The increase in net interest income was driven by Retail Asia Pacific, Global Markets and Global Transaction Banking, partially offset by a decrease in Global Loans. Average deposits and other borrowings increased 12% and average gross loans and advances increased 11%. Net interest margin declined 16 bps, mainly due to excess liquidity in Australia.
- Other operating income increased by 5%, due to increased Global Transaction Banking fees reflecting deposit volume growth in all geographies, along with income growth in Asia Partnerships, higher Investment and Insurance income in Retail Asia Pacific, higher Global Markets Sales income and increased fee income from Global Loans. These increases were partially offset by a decrease in Global Markets Balance Sheet Trading income which was negatively impacted by widening credit spreads towards the end of the year.
- Operating expenses increased by 10%, with ongoing investment in key growth, infrastructure, and compliance-related projects.
- Credit impairment charges increased 37%. Individual credit impairment charges were flat, with higher provisions in Global Loans partially offset by lower provisions in Global Transaction Banking. Collective credit impairment charges increased due to non-recurring provision releases in Retail Asia Pacific and a higher level of customer credit rating upgrades in Global Loans in the prior year.

Comparison of 2014 with 2013

Profit after income tax increased 11%. Key factors affecting the result were:

- Net interest income increased 9%, primarily due to higher returns from the Bank's liquidity positions, asset and liability re-pricing mismatches and volume driven growth in Global Transaction Banking. Average deposits and other borrowings increased 17% and average gross loans and advances increased 22%, with growth across all regions. Net interest margin declined by 11 bps driven by Global Loans price competition and growth focused on higher credit quality customers.
- Other operating income increased 6% with good performances across most lines of business. Global Transaction Banking and Retail Asia Pacific increased mainly due to volume growth, while Global Loans increased primarily due to higher fee income in Specialized Finance. The increase in Asia Partnerships was due to growth in underlying revenue, and a gain arising from the dilution of our Bank of Tianjin stake, partially offset by a loss arising from the sale of our investment in SSI.
- Operating expenses increased 10%. Business as usual expenses, excluding FX impacts and \$40 million spend associated with the IIB organizational structure increased 5%, reflecting well managed cost control and investment in targeted growth areas and supporting infrastructure.
- Credit impairment charges decreased 32%, primarily due to collective provision releases relating to the crystallization of individual provisions and improved customer credit ratings.

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New Zealand

The New Zealand division comprises Retail and Commercial business units.

	Years ended September 30		
	2015 \$M	2014 \$M ¹	2013 \$M
New Zealand			
Net interest income	2,316	2,171	1,863
Other operating income	368	349	347
Operating income	2,684	2,520	2,210
Operating expenses	(1,064)	(1,031)	(960)
Profit before credit impairment and income tax	1,620	1,489	1,250
Credit impairment charge	(55)	8	(37)
Profit before income tax	1,565	1,497	1,213
Income tax expense	(438)	(419)	(336)
Profit after income tax	1,127	1,078	877
Consisting of:			
Retail ²	681	617	312
Commercial ²	443	460	579
Operations & Support	3	1	(14)
Profit after income tax	1,127	1,078	877
Balance Sheet			
Net loans & advances	95,211	86,063	81,542
Other external assets	3,194	3,380	3,415
External assets	98,405	89,443	84,957
Customer deposits	59,703	51,360	46,494
Other external liabilities	24,054	21,722	17,985
External liabilities	83,757	73,082	64,479
Risk weighted assets	53,646	48,682	44,496
Average gross loans and advances	93,138	86,737	73,769
Average deposits and other borrowings	63,157	55,852	46,672
Ratios			
Return on assets	1.17%	1.20%	1.14%
Net interest margin	2.48%	2.49%	2.49%
Operating expenses to operating income	39.6%	40.9%	43.5%
Operating expenses to average assets	1.11%	1.15%	1.25%
Individual credit impairment charge/(release)	54	63	95
Individual credit impairment charge/(release) as a % of average GLA	0.06%	0.07%	0.13%
Collective credit impairment charge/(release)	1	(71)	(58)
Collective credit impairment charge/(release) as a % of average GLA	0.00%	(0.08%)	(0.08%)
Gross impaired assets	338	532	765
Gross impaired assets as a % of GLA	0.35%	0.61%	0.91%
Total full time equivalent staff (FTE)	5,068	5,059	5,323

^{1.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level.

^{2.} Small Business Banking was previously presented as part of the Commercial business unit and is now presented as part of the Retail business unit. Comparative information for 2014 has been restated. 2013 comparative amounts have not been restated.

Comparison of 2015 with 2014

The business in New Zealand is based on a functional currency of NZ dollars. Therefore, the reported result for New Zealand has been impacted by the appreciation of the NZD against the AUD over the period. Translation of the 2014 results to AUD was at an average exchange rate for the year ended September 30, 2015 of NZD 1.0785 to AUD 1.00 compared to an average exchange rate for the year ended September 30, 2014 of NZD 1.0931 to AUD 1.00.

Profit after income tax increased 5% (3% FX adjusted¹). Key factors affecting the result were:

- Net interest income increased 7% (5% FX adjusted), primarily due to above system growth in lending². Average gross loans and advances grew 7% (6% FX adjusted), with growth across both the housing and non-housing portfolios. Margins were broadly flat, despite competitive market conditions.
- Other operating income increased 5% (4% FX adjusted) driven by increased sales of KiwiSaver and insurance products via the branch network.
- Operating expenses increased 3% (2% FX adjusted) driven by inflationary impacts and investment activity partly offset by productivity measures.
- Credit impairment charges increased \$63 million (NZD 68 million) from a net release of \$8 million (NZD 9 million) in 2014 to a charge of \$55 million (NZD 59 million) in 2015. The individual credit impairment charge decreased 14% (16% FX adjusted) reflecting lower levels of new and top-up provisions, partially offset by lower write-backs in Commercial. The collective provision was \$72 million (NZD 79 million) higher due to portfolio growth, a lower release of economic overlay provisions and reduced rate of improvement in credit quality compared to 2014.

Comparison of 2014 with 2013

The business in New Zealand is based on a functional currency of NZ dollars. Therefore, the reported result for New Zealand has been impacted by the appreciation of the NZD against the AUD over the period. Translation of the 2014 results to AUD was at an average exchange rate for the year ended September 30, 2014 of NZD 1.0931 to AUD 1.00 compared to an average exchange rate for the year ended September 30, 2013 of NZD 1.2132 to AUD 1.00.

Profit after income tax increased 23% (11% FX adjusted). Key factors affecting the result were:

- Net interest income increased 17% (5% FX adjusted), due to above-system lending growth for Small Business Banking and Commercial³. Margins were well managed in a competitive environment that was further constrained by a shift to fixed rate lending. Net interest margin contraction for the year was flat.
- Other operating income increased 1% (decreased 9% FX adjusted). The 2013 result included a gain from the sale of the EFTPOS business, as well as revenue earned by that business prior to its divestment. Excluding the EFTPOS impact, other operating income in 2014 matched that of the 2013 year, with strong growth achieved in card and merchant income, but this was offset by lower income from retail transaction fees.
- Operating expenses increased 7% (decreased 3% FX adjusted). The 2013 result included restructuring costs related to the systems integration project and operating costs in the EFTPOS business prior to its sale. Excluding these items, costs were held flat with cost productivity offsetting inflationary impacts and investment spend.
- The credit impairment charge increased by \$45 million (NZD 55 million) during the year. The individual credit impairment charge decreased 34% (40% FX adjusted), with the level of new provisions having slowed and write-backs remaining high. The release from the collective provision increased despite a lower release of economic overlay provision, reflecting improvements in credit quality which have more than offset the impact of lending growth.

¹. FX adjusted refers to the movement in local currency (NZD) i.e. removing the impact of translation to AUD. The discussion and analysis focuses on the FX adjusted movements.

². Source: RBNZ August 2015.

³. Source: RBNZ schedules S7 and S8: 11 months to August 2014.

SECTION 3: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Global Wealth

The Global Wealth division comprises Funds Management, Insurance and Private Wealth business units which provide investment, superannuation, pension, insurance and private banking solutions to customers across the Asia Pacific region.

	Years ended September 30		
	2015 \$M	2014 \$M ¹	2013 \$M
Global Wealth			
Net interest income	178	168	139
Other operating income ²	191	328	174
Net funds management and insurance income	1,361	1,249	1,213
Operating income	1,730	1,745	1,526
Operating expenses	(975)	(1,004)	(955)
Profit before credit impairment and income tax	755	741	571
Credit impairment charge /(release)	-	2	(4)
Profit before income tax	755	743	567
Income tax expense	(154)	(201)	(96)
Profit after income tax	601	542	471
Consisting of			
Funds Management	157	120	128
Insurance	296	224	222
Private Wealth ²	93	181	50
Corporate and Other ^{3,4}	55	17	71
Total Global Wealth	601	542	471
Geography			
Australia	480	409	411
New Zealand	126	127	66
Asia Pacific, Europe & America	(5)	6	(6)
Total Global Wealth	601	542	471
Income from invested capital ⁵	114	108	102
Key Metrics			
Funds under management	65,392	61,411	58,578
Average funds under management	65,805	61,329	54,990
In-force premiums	2,217	2,038	1,986
Net loans and advances	6,468	5,678	6,187
Customer deposits	18,467	13,844	11,569
Ratios			
Operating expenses to operating income	56.4%	57.5%	62.6%
Funds management expenses to average FUM ⁶			
Australia	0.51%	0.59%	0.61%
New Zealand	0.29%	0.38%	0.46%
Insurance expenses to in-force premiums			
Australia	10.1%	11.2%	10.9%
New Zealand	34.4%	35.4%	37.4%
Retail insurance lapse rates			
Australia ⁷	13.3%	13.5%	14.6%
New Zealand	15.8%	16.1%	15.9%
Total full time equivalent staff (FTE)	2,489	2,290	2,482
Aligned adviser numbers ⁸	1,819	2,022	2,133

^{1.} Certain 2014 amounts reported as comparative information at the divisional level have been restated to reflect business unit, customer and cost reallocations between the divisions. These reallocations do not have an impact on comparative information at the Group level and do not have a significant impact on comparative information at the divisional level. We have not prepared restatements for 2013 comparative information, but it would similarly not have an impact on comparative information at the Group level and would not have a significant impact on the comparative information at the divisional level. In addition, there were changes to the calculation of invested capital and retail insurance lapse rates in Australia where 2014 and 2013 comparatives have been restated (refer to footnotes 5 and 7 below).

^{2.} Other operating income within Private Wealth for the 2014 year includes a \$125 million gain on the sale of ANZ Trustees.

^{3.} Corporate and Other includes a one-off tax consolidation benefit of \$56 million in the 2015 year.

^{4.} Includes a \$26 million cross border settlement of an insurance claim in the 2014 year involving both Australia and New Zealand on a net basis. For statutory purposes, the individual components of this settlement have been recognised in their respective geographies.

^{5.} Income from invested capital represents after tax revenue generated from investing all Insurance and Funds Management business' capital balances held for regulatory purposes. The invested capital as of September 30, 2015 was \$3.6 billion (2014: \$3.3 billion; 2013: \$3.0 billion), which comprised of fixed interest securities of 49% and cash deposits of 51% (2014: 49% fixed interest securities and 51% cash deposits; 2013: 37% fixed interest securities and 63% cash deposits). Comparatives for 2014 and 2013 have been restated (previously reported net of funding charges and for ANZ Wealth Australia Limited group of companies only).

^{6.} Funds Management expense and Funds Under Management (FUM) only relates to the Pensions & Investments business.

^{7.} A definition change to the retail insurance lapse rate has been implemented to reflect the inclusion of partial premium reductions within the policy renewal period. Comparatives for 2014 and 2013 have been restated to align with the revised methodology.

⁸ Includes corporate authorized representatives of dealer groups wholly or partially owned by ANZ Wealth and ANZ Group financial planners. Prior period aligned adviser numbers included authorized representatives of a dealer group no longer owned by ANZ Wealth (2014: 211; 2013: 242).

Comparison of 2015 with 2014

Profit after income tax increased by 11%. Key factors affecting the result were:

- Net interest income increased 6% primarily attributable to increased Customer deposits and Net loans and advances and improved margins in the Private Wealth business.
- In 2014, other operating income included a gain of \$125 million arising from the sale of ANZ Trustees and ANZ Trustees related income of \$17 million. Excluding this, other operating income increased by 3%.
- Net funds management and insurance income increased by 9%. Funds Management income increased by 8% due to average FUM increasing 10% (excluding Private Wealth FUM) as a result of volume growth in ANZ Smart Choice Super and ANZ KiwiSaver products. In addition, Insurance income increased by 18% - the September 2014 full year results included a one-off \$47 million experience loss due to the exit of a Group Life Insurance plan. Excluding this \$47 million experience loss, insurance income grew by 9% due to in-force premium growth and lower lapse rates.
- Operating expenses decreased by 3%. Excluding the net impact of ANZ Trustees related expenses and the write-down of intangible assets in 2014, expenses increased by 2%. This was driven by higher regulatory and compliance expenses.

Comparison of 2014 with 2013

Profit after income tax increased 15%. Key factors affecting the result were:

- Net interest income increased 21% primarily attributable to improved overall margins in the Private Wealth business.
- Other operating income included a gain of \$125 million arising from the sale of ANZ Trustees that was recorded in the Private Wealth business. Excluding this gain, other operating income increased by 17% driven by improved margins and growth in customer deposits and investment funds under management, up by 20% and 21% respectively.
- Net funds management and insurance income increased 3%. Funds Management income increased 6% due to average FUM increasing 12% as a result of strong performance in investment markets and improved net cash flows. In addition, Insurance income increased 2% due to better underlying business performance and improved claims and lapse experience.
- The divisional operating income also benefitted from a non-recurring insurance settlement of \$26 million.
- Operating expenses increased 5% including \$41 million spend on revenue generating initiatives and the write-down of intangible assets. Excluding this, operating expenses increased by 1%, including additional regulatory and compliance costs of \$13 million.

Results by geographic region

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Australia geographic region			
Net interest income	10,032	9,561	9,131
Other operating income	3,314	3,365	3,379
Operating income	13,346	12,926	12,510
Operating expenses	(5,643)	(5,409)	(5,282)
Profit before credit impairment and income tax	7,703	7,517	7,228
Credit impairment charge	(858)	(855)	(944)
Profit before income tax	6,845	6,662	6,284
Income tax expense	(2,207)	(2,181)	(2,142)
Non-controlling interests	-	-	-
Profit after income tax	4,638	4,492	4,142

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Asia Pacific, Europe & America geographic region			
Net interest income	1,913	1,719	1,450
Other operating income	2,100	1,931	1,743
Operating income	4,013	3,650	3,193
Operating expenses	(2,345)	(2,023)	(1,740)
Profit before credit impairment and income tax	1,668	1,627	1,453
Credit impairment charge	(250)	(139)	(190)
Profit before income tax	1,418	1,488	1,263
Income tax expense	(192)	(262)	(211)
Non-controlling interests	(14)	(12)	(10)
Profit after income tax	1,212	1,214	1,042

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
New Zealand geographic region			
Net interest income	2,671	2,530	2,177
Other operating income	1,041	948	642
Operating income	3,712	3,478	2,819
Operating expenses	(1,371)	(1,328)	(1,235)
Profit before credit impairment and income tax	2,341	2,150	1,584
Credit impairment charge	(71)	8	(54)
Profit before income tax	2,270	2,158	1,530
Income tax expense	(627)	(582)	(404)
Non-controlling interests	-	-	-
Profit after income tax	1,643	1,565	1,126

Condensed balance sheet

	As of September 30		
	2015 \$B	2014 \$B	2013 \$B
Assets			
Cash / Settlement balances owed to ANZ / Collateral paid	82.5	58.3	51.0
Trading and available-for-sale assets	92.7	80.6	69.6
Derivative financial instruments	85.6	56.4	45.9
Net loans and advances ¹	570.2	521.8	483.3
Investments backing policy liabilities	34.8	33.6	32.1
Other	24.1	21.4	21.1
Total assets	889.9	772.1	703.0
Liabilities			
Settlement balances owed by ANZ / Collateral received	19.1	15.7	12.6
Deposits and other borrowings	570.8	510.1	466.9
Derivative financial instruments	81.3	52.9	47.5
Debt issuances	93.7	80.1	70.4
Policy liabilities and external unit holder liabilities	38.7	37.7	35.9
Other	28.9	26.3	24.1
Total liabilities	832.5	722.8	657.4
Total equity	57.4	49.3	45.6

¹ Loans & advance as at September 30, 2015 include the Esanda Dealer Finance assets classified as held for sale.

Comparison of 2015 with 2014

- Cash, settlement balances and collateral paid increased by \$24 billion, with \$7 billion due to foreign exchange translation. The remaining increase was primarily driven by increased short term deposits with the US Federal Reserve and Bank of England, following the introduction of Basel 3 liquidity risk standards in Australia on January 1, 2015, and higher collateral paid on derivative liabilities with collateralised counterparties.
- Trading and available-for-sale assets increased \$12 billion, with \$5 billion due to foreign exchange translation. The increase was primarily driven by growth in the size of the Liquidity portfolio influenced by new liquidity requirements.
- Derivative financial instruments increased on higher customer demand for interest rate hedging products in light of low interest rates, along with increased customer demand for foreign exchange spot and forward products driven by volatility in the Asia market. Net derivative financial instruments increased by \$1 billion primarily driven by movements in foreign exchange and interest rates, along with the impact of foreign exchange translation.
- Net loans and advances increased \$48 billion, with \$19 billion due to foreign exchange rate translation, \$26 billion growth in Australia division on home loan and non-housing term loans, a \$7 billion increase in New Zealand home loans and non-housing term loans and a \$3 billion decrease in IIB term loans.
- Deposits and other borrowings increased \$60 billion, with \$32 billion of the increase due to foreign exchange rate translation impacts, \$31 billion increase in interest bearing deposits, \$17 billion growth in Group Treasury certificates of deposit and commercial paper, and a \$17 billion decrease in term deposits composed of \$10 billion decrease in IIB and \$8 billion decrease in Australia division partially offset by \$1 billion increase in New Zealand.
- Total equity increased \$8 billion primarily due to \$7.5 billion of profits generated over the year, \$3 billion from an institutional placement and retail share purchase plan, and other comprehensive income of \$2 billion, offset by the payment (net of reinvestment) of the 2014 final and 2015 interim dividends of \$4 billion.

Comparison of 2014 with 2013

- Net loans and advances increased \$39 billion, driven by a \$16 billion increase in the Australia division from market share growth in variable home loans and small business loans, an \$18 billion increase in IIB due to strong refinancing levels in Global Loans and strong growth in Trade Finance, as well as a \$5 billion increase in the New Zealand division due to market share growth and stronger economic conditions.
- Deposits and other borrowings increased \$43 billion, driven by a \$9 billion increase in on demand deposit products in the Australia division, a \$26 billion increase in IIB relating to Transaction Banking and Global Markets deposits, and a \$6 billion increase in the New Zealand division due to market share growth in customer deposits.

Capital management

		As of September 30		
		2015 \$M	2014 \$M	2013 \$M
Qualifying Capital				
Tier 1				
Shareholders' equity and non-controlling interests		57,353	49,284	45,603
Prudential adjustments to shareholders' equity	Table 1	(387)	(1,211)	(932)
Gross Common Equity Tier 1 capital		56,966	48,073	44,671
Deductions	Table 2	(18,440)	(16,297)	(15,892)
Common Equity Tier 1 capital		38,526	31,776	28,779
Additional Tier 1 capital	Table 3	6,958	6,825	6,401
Tier 1 capital		45,484	38,601	35,180
Tier 2 capital		7,951	7,138	6,190
Total qualifying capital		53,435	45,739	41,370
Capital adequacy ratios				
Common Equity Tier 1		9.6%	8.8%	8.5%
Tier 1		11.3%	10.7%	10.4%
Tier 2		2.0%	2.0%	1.8%
Total		13.3%	12.7%	12.2%
Risk weighted assets		401,937	361,529	339,265

APRA implementation of Basel 3 capital reforms

APRA has adopted the majority of Basel 3 capital reforms in Australia. APRA views the Basel 3 reforms as a minimum requirement and hence has not incorporated some of the concessions proposed in the Basel 3 rules and has also set higher requirements in other areas. As a result, Australian banks' Basel 3 reported capital ratios will not be directly comparable with international peers.

ANZ's interpretation of the material differences in APRA's implementation of Basel 3 and Basel 3 as implemented in major offshore jurisdictions include:

Deductions

- Investment in insurance and banking associates – APRA requires full deduction against CET1. On an internationally comparable basis, these investments are subject to a concessional threshold before a deduction is required.
- Deferred tax assets – A full deduction is required from CET1 for deferred tax assets (DTA) relating to temporary differences. On an internationally comparable basis, this is first subject to a concessional threshold before the deduction is required.

Risk Weighted Assets

- IRRBB RWA – APRA requires inclusion of Interest Rate Risk in the Banking Book (IRRBB) within the RWA base for the CET1 ratio calculation. This is not required on an internationally comparable basis.
- Mortgages RWA – APRA imposes a floor of 20% on the downturn Loss Given Default (LGD) used in credit RWA calculations for residential mortgages. The internationally comparable Basel 3 framework only requires downturn LGD floor of 10%.
- Specialized Lending – APRA requires the supervisory slotting approach be used in determining credit RWA for specialized lending exposures. The internationally comparable basis allows for the advanced internal ratings based approach to be used when calculating RWA for these exposures.
- Unsecured Corporate Lending LGD – Adjustment to align ANZ's unsecured corporate lending LGD to 45% to be consistent with banks in other jurisdictions. The 45% LGD rate is also used in the Foundation Internal Ratings-Based approach (FIRB).
- Undrawn Corporate Lending Exposure at Default (EAD) – To adjust ANZ's credit conversion factors (CCF) for undrawn corporate loan commitments to 75% (used in FIRB approach) to align with banks in other jurisdictions.

Comparison of 2015 with 2014

The APRA Basel 3 Common Equity Tier 1 ratio as of September 30, 2015 of 9.6% represented an increase of 80 bps from the September 30, 2014 ratio of 8.8%.

The key contributors to the increase were:

- Statutory profit after preference share dividends but before ordinary share dividends of \$7.5 billion (+204 bps);
- Increase in RWA was \$40.4 billion. Excluding the impact of exchange rate impacts and methodology changes, growth was \$11.8 billion due to:
 - Portfolio growth and mix (-42 bps);
 - Risk migration incorporating increase in RWA and increase in Expected Loss versus Eligible Provision shortfall (-9 bps); offset by
 - Non-credit risk RWA decreased (+15 bps) predominantly due to a decrease in IRRBB RWA.
- Net increase in capital retention of insurance businesses and associates excluding the impact of exchange rate movements (-20 bps);
- Movements in capitalized software, capitalized expenses and other intangibles (-13 bps);
- Ordinary share dividend commitments net of reinvestment through the DRP and BOP (-104 bps);
- Other items (net -31 bps) from the following items:
 - Increase in Operational Risk RWA (-12 bps) primarily as a result of APRA's accreditation of ANZ's new Operational Risk Measurement System (ORMS) in September 2015;
 - Repayment of the first tranche of debt (\$405 million) issued by ANZ Wealth Australia Limited (ANZWA) in June 2015 (-11 bps);
 - The net impact of non-recurring RWA measurement changes, capital initiatives, movement in other capital items including reserves and net FX impacts (-8 bps)
- ANZ raised an additional \$3.2 billion of ordinary share capital via an Institutional share placement and Retail share purchase plan in response to higher capital requirements for Australian residential mortgages by APRA from July 1, 2016. This provided an additional +80 bps to the CET1 ratio.

Comparison of 2014 with 2013

The APRA Basel 3 Common Equity Tier 1 ratio as of September 30, 2014 of 8.8% represented an increase of 31 bps from the September 30, 2013 ratio of 8.5%.

The key contributors to the increase were:

- Statutory profit after preference share dividends but before ordinary share dividends of \$7.3 billion (+214 bps);
- Increase in RWA was \$22.3 billion. Excluding the impact of exchange rate impacts and methodology changes, growth was \$15.0 billion due to:
 - Portfolio growth and mix (-45 bps); offset by
 - Risk migration incorporating decline in RWA and decrease in Expected Loss versus Eligible Provision shortfall (+3 bps); and
 - Non-credit risk RWA was flat (0 bps) as an increase in traded market risk RWA was offset by lower IRRBB RWA.
- Net increase in capital retention of insurance businesses and associates excluding the impact of exchange rate movements (-16 bps);
- Movements in capitalized software and intangibles (-12 bps);
- Ordinary share dividend commitments net of reinvestment through the DRP and BOP (-128 bps);
- Other items (net +15 bps) from the following items:
 - Decrease in net deferred tax assets (+9 bps);
 - Benefit of lower equity investment deductions, other capital items including movement in reserves and net FX impacts (+2 bps); and
 - The net impact of non-recurring RWA methodology and capital initiatives (+4 bps).

		As of September 30		
		2015 \$M	2014 \$M	2013 \$M
Table 1: Prudential adjustments to shareholders' equity				
Treasury shares attributable to ANZ Wealth policyholders		242	249	273
Reclassification of preference share capital		-	(871)	(871)
Accumulated retained profits and reserves of insurance and funds management entities		(791)	(794)	(583)
Deferred fee revenue including fees deferred as part of loan yields		380	392	381
Available-for-sale reserve attributable to deconsolidated subsidiaries		(113)	(105)	(90)
Other		(105)	(82)	(42)
Total		(387)	(1,211)	(932)
Table 2: Deductions from Common Equity Tier 1 capital				
Unamortized goodwill & other intangibles (excluding ANZ Wealth Australia and New Zealand)		(4,109)	(3,995)	(3,970)
Intangible component of investments in ANZ Wealth Australia and New Zealand		(2,093)	(2,096)	(2,096)
Capitalized software		(2,832)	(2,401)	(2,102)
Capitalized expenses including loan and lease origination fees		(1,320)	(1,099)	(979)
Applicable deferred net tax assets		(694)	(809)	(1,102)
Expected losses in excess of eligible provisions	Table 8	(479)	(240)	(376)
Investment in other insurance and funds management subsidiaries		(297)	(402)	(453)
Investment in ANZ Wealth Australia and New Zealand		(1,349)	(979)	(1,059)
Investment in banking associates		(4,734)	(3,811)	(3,361)
Other deductions		(533)	(465)	(394)
Total		(18,440)	(16,297)	(15,892)
Table 3: Additional Tier 1 capital				
Convertible Preference Shares				
ANZ CPS1		-	-	1,081
ANZ CPS2		1,969	1,967	1,963
ANZ CPS3		1,336	1,333	1,329
ANZ Capital Notes 1		1,112	1,109	1,106
ANZ Capital Notes 2		1,598	1,595	-
ANZ Capital Notes 3		959	-	-
ANZ Bank NZ Capital Notes		449	-	-
Hybrid Securities		-	-	812
Preference Shares		-	871	871
Regulatory adjustments and deductions		(465)	(50)	(78)
Transition adjustments		-	-	(683)
Total		6,958	6,825	6,401
Table 4: Tier 2 capital				
General reserve for impairment of financial assets		252	228	245
Perpetual subordinated notes		1,188	1,087	1,065
Subordinated debt		8,398	6,516	5,448
Regulatory adjustments and deductions		(717)	(399)	(340)
Transitional adjustments		(1,170)	(294)	(228)
Total		7,951	7,138	6,190

		As of September 30		
		2015 \$M	2014 \$M	2013 \$M
Table 5: Risk weighted assets				
On balance sheet		245,542	221,147	208,326
Commitments		61,965	53,140	47,809
Contingents		15,929	14,658	11,184
Derivatives		26,315	19,940	20,332
Total credit risk	Table 6	349,751	308,885	287,651
Market risk - Traded		6,868	7,048	4,303
Market risk - IRRBB		7,433	13,627	18,287
Operational risk		37,885	31,969	29,024
Total risk weighted assets		401,937	361,529	339,265

		As of September 30		
		2015 \$M	2014 \$M	2013 \$M
Table 6: Credit risk weighted assets by Basel asset class				
Subject to Advanced IRB approach				
Corporate		150,165	129,087	121,586
Sovereign		6,664	4,923	4,360
Bank		17,445	20,329	16,270
Residential mortgage		54,996	50,068	47,559
Qualifying revolving retail (credit cards)		7,546	7,546	7,219
Other retail		32,990	26,858	24,328
Credit risk weighted assets subject to Advanced IRB approach		269,806	238,811	221,322
Credit risk specialized lending exposures subject to slotting criteria				
		32,240	29,505	27,640
Subject to Standardized approach				
Corporate		26,217	23,121	19,285
Residential mortgage		2,882	2,344	1,922
Other retail (credit cards)		3,625	2,989	2,713
Credit risk weighted assets subject to Standardized approach		32,724	28,454	23,920
Credit Valuation Adjustment and Qualifying Central Counterparties				
		10,170	7,394	8,501
Credit risk weighted assets relating to securitization exposures				
		1,156	1,030	2,724
Other assets		3,655	3,691	3,544
Total credit risk weighted assets		349,751	308,885	287,651

	Collective & Individual Provision			Basel Expected Loss		
	As of September 30			As of September 30		
	2015 \$M	2014 \$M	2013 \$M	2015 \$M	2014 \$M	2013 \$M
Table 7: Total provision for credit impairment and expected loss by division						
Australia	1,828	1,777	1,870	2,635	2,446	2,393
International and Institutional Banking	1,697	1,618	1,741	1,300	1,329	1,046
New Zealand	476	520	654	718	718	763
Global Wealth	13	15	27	12	13	21
Other	3	3	62	-	-	19
Total provision for credit impairment and expected loss	4,017	3,933	4,354	4,665	4,506	4,242

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Table 8: Expected loss in excess of eligible provisions			
Basel expected loss: non-defaulted	2,850	2,486	2,388
Less: Qualifying collective provision			
Collective provision	(2,956)	(2,757)	(2,887)
Non-qualifying collective provision	333	283	346
Standardized collective provision	252	228	245
Non-defaulted excess included in deduction	479	240	92
Basel expected loss: defaulted	1,815	2,020	1,854
Less: Qualifying individual provision			
Individual provision	(1,061)	(1,176)	(1,467)
Additional individual provision for partial write offs ¹	(633)	(777)	-
Standardized individual provision	107	150	219
Collective provision on advanced defaulted	(286)	(256)	(322)
	(58)	(39)	284
Shortfall in expected loss not included in deduction	58	39	-
Defaulted excess included in deduction	-	-	284
Gross deduction	479	240	376

¹ Included in eligible provisions post September 2013 due to a change in RWA calculation methodology.

Table 9: APRA Basel 3 Common Equity Tier 1

	Fiscal Year 2015 vs 2014		Fiscal Year 2014 vs 2013	
APRA Basel 3 Common Equity Tier 1				
Statutory profit after preference share dividends	+204bps	(\$7.5B)	+214bps	(\$7.3B)
Risk weighted assets				
Portfolio growth and mix	-42bps		-45bps	
Risk migration and expected losses in excess of eligible provisions	-9bps		+3bps	
Non-credit risk	+15bps		-	
Capital retention in insurance businesses and associates	-20bps		-16bps	
Capitalized software and intangibles	-13bps		-12bps	
Organic capital generation	+135bps		+144bps	
Ordinary share dividends (net of dividend reinvestment plan)	-104bps		-128bps	
Other	-31bps		+15bps	
Capital Raising	+80bps		-	
Total Common Equity Tier 1 movement	+80bps		+31bps	

Leverage Ratio

In May 2015, APRA introduced amendments to APS 110 *Capital Adequacy* and APS 330 *Public Disclosure* to incorporate the requirements for calculating and disclosing the ANZ's Leverage Ratio. The Leverage Ratio requirements are part of the BCBS Basel 3 capital framework. It is a simple, non-risk based supplement or backstop to the current risk based capital requirements and is intended to restrict the build-up of excessive leverage in the banking system.

Consistent with the BCBS definition, APRA's Leverage Ratio compares Tier 1 Capital to the Exposure Measure (expressed as a percentage) as defined by APS 110. APRA has not finalized a minimum Leverage Ratio requirement for Australian ADIs, although the current BCBS proposal is for a minimum of 3%.

Currently the Leverage Ratio is only a disclosure requirement. APRA intends to consult on the appropriate application of the Leverage Ratio as a minimum requirement for Australian ADIs once the BCBS finalizes its calibration for implementation as a binding Pillar 1 requirement by January 2018.

▪ **Leverage Ratio – APRA Basis**

At 30 September 2015, the Group's Leverage Ratio of 5.1% was above the 3% minimum currently proposed by the BCBS. The following table summarizes the Group's Leverage Ratio calculation:

	As at
	Sep 15 \$M
Tier 1 Capital (net of capital deductions)	45,484
On-balance sheet exposures (excluding derivatives and securities financing transaction exposures)	733,756
Derivative exposures	38,115
Securities financing transaction (SFT) exposures	17,297
Other off-balance sheet exposures	107,817
Total exposure measure	896,985
APRA Leverage Ratio	5.1%

Guarantees and contingent liabilities

Details of the estimated maximum amount of guarantees and credit related contingent liabilities that may become payable are disclosed in the following table.

These guarantees and contingent liabilities relate to transactions that the Group has entered into as principal, including guarantees, standby letters of credit and documentary letters of credit.

Documentary letters of credit involve the issue of letters of credit guaranteeing payment in favor of an exporter secured against an underlying shipment of goods or backed by a confirmatory letter of credit from another bank.

Performance related contingencies are liabilities that oblige the Group to make payments to a third party should the customer fail to fulfill the non-monetary terms of the contract.

To reflect the risk associated with these transactions, they are subjected to the same credit origination, portfolio management and collateral requirements as customers that apply for loans. The contract amount represents the maximum potential amount that could be lost if the counterparty fails to meet its financial obligations. As the facilities may expire without being drawn upon, the notional amounts do not necessarily reflect future cash requirements.

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Contract amount of:			
Guarantees and letters of credit	18,809	17,235	16,572
Performance related contingencies	21,526	22,840	19,960
Total	40,335	40,075	36,532

Details of the Group's other contingent liabilities are described in Note 43 of the 2015 Financial Statements (attached as part of Annex A hereto).

Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations as they fall due, including repaying depositors or maturing wholesale debt, or that the Group has insufficient capacity to fund increases in assets. The timing mismatch of cash flows and the related liquidity risk is inherent in all banking operations and is closely monitored by the Group and managed in accordance with the risk appetite set by the Board.

The Group's approach to liquidity risk management incorporates two key components:

- Scenario modeling of funding sources**

ANZ's liquidity risk appetite is defined by the ability to meet a range of regulatory and internal liquidity metrics mandated by the Board. The metrics cover a range of scenarios of varying duration and level of severity. This framework:

- Provides protection against shorter-term but more extreme market dislocations and stresses.
- Maintains structural strength in the balance sheet by ensuring an appropriate amount of longer-term assets are funded with longer-term funding.
- Ensures no undue timing concentrations exist in the Group's funding profile.

A key component of this framework is the LCR which was implemented in Australia on January 1, 2015. The LCR is a severe short term liquidity stress scenario, introduced as part of the Basel 3 international framework for liquidity risk measurement, standards and monitoring. As part of meeting the LCR requirements, ANZ has a Committed Liquidity Facility (CLF) with the Reserve Bank of Australia (RBA). The CLF has been established as a solution to a High Quality Liquid Asset (HQLA) shortfall in the Australian marketplace and provides an alternative form of RBA-qualifying liquid assets. The total amount of the CLF available to a qualifying ADI is set annually by APRA.

- Liquid assets**

The Group holds a portfolio of high quality unencumbered liquid assets in order to protect the Group's liquidity position in a severely stressed environment, as well as to meet regulatory requirements. High quality liquid assets comprise three categories, with the definitions consistent with Basel 3 LCR:

- Highest-quality liquid assets (HQLA1): Cash, highest credit quality government, central bank or public sector securities eligible for repurchase with central banks to provide same-day liquidity.
- High-quality liquid assets (HQLA2): High credit quality government, central bank or public sector securities, high quality corporate debt securities and high quality covered bonds eligible for repurchase with central banks to provide same-day liquidity.
- Alternative liquid assets (ALA): Assets qualifying as collateral for the CLF and eligible securities listed by the RBNZ.

The Group monitors and manages the composition of liquid assets to ensure diversification by asset class, counterparty, currency and tenor. Minimum levels of liquid assets held are set annually based on a range of ANZ specific and general market liquidity stress scenarios such that potential cash flow obligations can be met over the short to medium term, and holdings are appropriate to existing and future business activities, regulatory requirements and in line with the approved risk appetite.

	As of September 30	
	2015 \$B	2014 \$B ¹
Market Values Post Discount²		
HQLA1 ³	115.4	81.0
HQLA2	3.2	2.7
Internal Residential Mortgage Backed Securities (Australia)	43.5	43.5
Internal Residential Mortgage Backed Securities (New Zealand)	5.5	5.1
Other ALA ⁴	16.9	17.3
Total Liquid Assets	184.5	149.6
Cash flows modeled under stress scenario		
Cash outflows ^{3,5}	175.2	157.1
Cash inflows ⁵	24.4	22.4
Net cash outflows	150.8	134.7
Liquidity Coverage Ratio (%)⁶	122%	111%

^{1.} The LCR requirements set out in Prudential Standard APS 210 (Liquidity) were not implemented in Australia until January 1, 2015. The balances in the table are based on this standard and therefore comparable numbers for September 30, 2013 have not been presented.

^{2.} Market value post discount as defined in APRA Prudential Standard APS 210 Liquidity.

^{3.} RBA open-repo arrangement netted down by exchange settlement account cash balance.

^{4.} Comprised of assets qualifying as collateral for the Committed Liquidity Facility (CLF), excluding internal RMBS, up to approved facility limit; and any liquid assets contained in the RBNZ's Liquidity Policy - Annex: Liquidity Assets - Prudential Supervision Department Document BS13A12.

^{5.} Derivative cash flows are included on a net basis.

^{6.} All currency Group LCR.

SECTION 3: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Funding

ANZ targets a diversified funding base and seeks to avoid undue concentrations by investor type, maturity, market source and currency.

\$18.8 billion of term wholesale debt (with a remaining term greater than one year as of September 30, 2015) was issued during the fiscal year. The weighted average tenor of new term debt was 4.9 years (2014: 4.9 years; 2013: 4.3 years). Furthermore, a \$3.2 billion Institutional share placement and Retail share purchase plan and a \$1.5 billion Additional Tier 1 Capital issue took place during the fiscal year.

The following tables show the Group's total funding composition:

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Customer deposits and other liabilities¹			
Australia	169,280	160,683	152,371
International and Institutional Banking	202,495	183,126	163,151
New Zealand	59,703	51,360	46,494
Global Wealth	18,467	13,844	11,569
GTSO and Group Centre	(5,361)	(5,294)	(4,756)
Customer deposits	444,584	403,719	368,829
Other funding liabilities ²	14,346	14,502	13,158
Total customer liabilities (funding)	458,930	418,221	381,987
Wholesale funding³			
Debt issuances ⁴	93,347	79,291	69,570
Subordinated debt	17,009	13,607	12,804
Certificates of deposit	63,446	52,754	58,276
Commercial paper	22,989	15,152	12,255
Other wholesale borrowings ^{5,6}	44,556	42,460	38,813
Total wholesale funding	241,347	203,264	191,718
Shareholders' Equity (excl. preference shares)	57,353	48,413	44,732
Total Funding	757,630	669,898	618,437

	As of September 30	
	2015 \$M	2014 \$M ⁷
Funded Assets		
Other short term assets & trade finance assets ⁸	78,879	74,925
Liquids ⁶	135,496	100,951
Short term funded assets	214,375	175,876
Lending & fixed assets ⁹	543,255	494,022
Total Funded Assets	757,630	669,898
Funding Liabilities^{3,4,6}		
Other short term liabilities	27,863	22,676
Short term funding	59,850	46,466
Term funding < 12 months	41,549	23,888
Other customer deposits ^{1,10}	88,288	89,825
Total short term funding liabilities	217,550	182,855
Stable customer deposits ^{1,11}	387,988	347,237
Term funding > 12 months	87,316	84,519
Shareholders' equity and hybrid debt	64,776	55,287
Total Stable Funding	540,080	487,043
Total Funding	757,630	669,898

^{1.} Includes term deposits, other deposits and an adjustment recognized in Group Centre to eliminate Global Wealth investments in ANZ deposit products.

^{2.} Includes interest accruals, payables and other liabilities, provisions and net tax provisions, excluding other liabilities in Global Wealth.

^{3.} Excludes liability for acceptances as they do not provide net funding.

^{4.} Excludes term debt issued externally by Global Wealth.

^{5.} Includes borrowings from banks, net derivative balances, special purpose vehicles, other borrowings and Euro Trust securities (preference shares). The Euro Trust Securities were bought back by ANZ for cash at face value and cancelled on December 15, 2014.

^{6.} RBA open-repo arrangement netted down by the exchange settlement account cash balance.

^{7.} The LCR requirements set out in Prudential Standard APS 210 (Liquidity) were not implemented in Australia until January 1, 2015. The balances in the table are based on this standard and therefore comparable numbers for September 30, 2013 have not been presented.

^{8.} Includes short-dated assets such as trading securities, available-for-sale securities, trade dated assets and trade finance loans.

^{9.} Excludes trade finance loans.

^{10.} Total customer liabilities (funding) plus Central Bank deposits less Stable customer deposits.

^{11.} Stable customer deposits represent operational type deposits or those sourced from retail / business / corporate customers and the stable component of Other funding liabilities.

SECTION 3: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Term debt maturity profile

The values disclosed below have been translated using foreign exchange rates as of September 30, 2015.

Year of maturity	Years ended September 30					
	2016 \$M	2017 \$M	2018 \$M	2019 \$M	2020 \$M	>2020 \$M
Senior term debt	34,311	18,770	13,897	9,575	13,241	3,492
Covered bonds	7,301	2,992	3,252	1,280	5,000	6,549
Subordinated and perpetual debt ¹	-	5,050	1,510	3,295	562	6,430
Total	41,612	26,812	18,659	14,150	18,803	16,471

¹ The subordinated debt maturity profile is presented based on the next callable date and the perpetual debt maturity profile is disclosed based on the mandatory conversion date.

Credit Ratings of ANZBGL	As of September 30, 2015		
	Short-Term	Long-Term	Outlook
Moody's Investor Services	P-1	Aa2	Stable
Standard & Poor's	A-1+	AA-	Stable
Fitch Ratings	F1+	AA-	Stable

Supplementary financial information

Loan quality

ANZ's policy relating to the recognition and measurement of impaired assets conforms with APRA's guidelines.

Loans are classified as either performing or impaired. Impaired assets are on and off-balance sheet facilities where there is doubt as to whether the full contractual amount (including interest) will be received.

Impaired assets and loans

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Gross impaired assets			
Impaired loans	2,441	2,682	3,751
Restructured items	184	67	341
Non-performing commitments and contingencies	94	140	172
Gross impaired assets	2,719	2,889	4,264
Individual provisions			
Impaired loans	(1,038)	(1,130)	(1,440)
Non-performing commitments and contingencies	(23)	(46)	(27)
Net impaired assets	1,658	1,713	2,797
Gross impaired assets by division			
Australia	1,193	1,253	1,685
International and Institutional Banking	1,183	1,093	1,758
New Zealand	338	532	765
Global Wealth	5	11	30
GTSO and Group Center	-	-	26
Gross impaired assets	2,719	2,889	4,264
Gross impaired assets by size of exposure			
Less than \$10 million	1,748	1,896	2,235
\$10 million to \$100 million	708	683	1,491
Greater than \$100 million	263	310	538
Gross impaired assets	2,719	2,889	4,264

SECTION 3: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Gross impaired assets			
Impaired loans			
Australia	1,175	1,238	1,665
International and Institutional Banking	941	931	1,292
New Zealand	320	502	738
Global Wealth	5	11	30
GTSO and Group Center	-	-	26
Total gross impaired loans	2,441	2,682	3,751
Restructured items			
Australia	5	-	3
International and Institutional Banking	166	53	325
New Zealand	13	14	13
Total restructured items	184	67	341
Non-performing commitments and contingencies			
Australia	13	15	17
International and Institutional Banking	76	109	140
New Zealand	5	16	14
GTSO and Group Center	-	-	1
Total non-performing commitments and contingencies¹	94	140	172

¹ Off balance sheet facilities (such as standby letters of credit, bill endorsements, documentary letters of credit, or guarantees to third parties) and undrawn on balance sheet facilities where the customer is defined as impaired.

Comparison of 2015 with 2014

Gross impaired assets decreased \$170 million (6%) primarily driven by the continued workout of the impaired asset portfolio combined with lower levels of new impairment. The Group has an individual provision coverage ratio on impaired assets of 39.0% at 30 September 2015 down from 40.7% at 30 September 2014.

Comparison of 2014 with 2013

Gross impaired assets decreased by 32% primarily due to improved portfolio credit quality resulting in lower levels of new impairment, combined with higher write-offs in IIB and Australia division. The Group has an individual provision coverage ratio on impaired assets of 40.7% at September 30, 2014, up from 34.4% as of September 30, 2013.

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
New impaired assets			
Impaired loans	2,848	2,734	3,238
Restructured items	30	17	37
Non-performing commitments and contingencies	102	117	12
Total new impaired assets	2,980	2,868	3,287
New impaired assets by division			
Australia	1,618	1,588	1,722
International and Institutional Banking	976	699	899
New Zealand	368	571	631
Global Wealth	18	10	9
GTSO and Group Center	-	-	26
Total new impaired assets	2,980	2,868	3,287

Comparison of 2015 with 2014

New impaired assets increased \$112 million (4%) driven by an increase in IIB due to the downgrade of a few large customers. This was partially offset by New Zealand with decreases in the retail and commercial portfolios.

Comparison of 2014 with 2013

New impaired assets decreased 13% due to portfolio credit quality improving across most divisions, with lower new impaired assets in the Australia Business Banking and New Zealand Retail portfolios, as well as non-recurrence of large single name impairments in IIB.

Other potential problem loans

ANZ does not use the category “potential problem loans” for loans that continue to accrue interest. ANZ’s risk grading systems identify customers that attract a higher probability of default and where necessary these customers receive specialist management attention.

Accruing loans – past due 90 days or more

Set out below are loans that are past due by over 90 days. A facility is past due when a contracted payment (principal or interest) has not been met or the facility is outside of contractual arrangements (e.g. an overdraft is over the limit). This category comprises accrual loans that are past due 90 days or more and that are well secured, or loans that are past due 90 days or more and are portfolio managed (typically unsecured personal loans and credit cards) that can be held on an accrual basis for up to 180 days.

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Australia	2,074	1,728	1,554
International and Institutional Banking	97	96	55
New Zealand	201	154	191
Global Wealth	6	4	18
Total past due loans	2,378	1,982	1,818

Comparison of 2015 with 2014

The 90 days past due but not impaired increased by 20% primarily within Australia division due to a change in the management and reporting of the 90 days past due mortgages book in line with regulatory requirements, along with some deterioration in Western Australia and Queensland.

Comparison of 2014 with 2013

The 90 days past due but not impaired increased by 9%, primarily within the Australia home loans portfolio. This was driven by a combination of portfolio growth as well as changes in the treatment of hardship aging for the September 2014 year.

Provision for credit impairment

The provision for credit impairment represents management’s best estimate of the losses incurred in the loan portfolio at balance date.

For further discussion on credit impairment charges, refer to “Section 3: Operating and Financial Review and Prospects – Credit Impairment Charge” of this U.S. Disclosure Document.

	As of September 30		
	2015 \$M	2014 \$M	2013 \$M
Individual provision for credit impairment			
Australia	589	629	687
International and Institutional Banking	331	352	432
New Zealand	139	190	255
Global Wealth	2	5	15
GTSO and Group Center	-	-	78
Total individual provision for credit impairment	1,061	1,176	1,467

SECTION 3: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Individual provision			
Balance at start of period	1,176	1,467	1,773
New and increased provisions	1,757	1,812	1,889
Write-backs	(434)	(447)	(487)
Adjustment for exchange rate fluctuations	40	8	51
Discount unwind	(54)	(65)	(102)
Bad debts written-off	(1,424)	(1,599)	(1,657)
Total individual provision	1,061	1,176	1,467
Collective provision			
Balance at start of period	2,757	2,887	2,765
Charge/(release) to income statement	95	(155)	30
Adjustment for exchange rate fluctuations	104	25	92
Total collective provision ¹	2,956	2,757	2,887
Total provision for credit impairment	4,017	3,933	4,354

¹ The collective provision includes amounts for off-balance sheet credit exposures \$677 million at September 30, 2015 (2014: \$613 million; 2013: \$595 million). The impact on the income statement for the fiscal year ended September 30, 2015 was a \$27 million charge (2014: \$1 million charge; 2013: \$37 million charge).

	Years ended September 30		
	2015 \$M	2014 \$M	2013 \$M
Provision movement analysis			
New and increased impairments			
Australia	1,103	1,114	1,132
International and Institutional Banking	488	446	450
New Zealand	190	250	295
Global Wealth	1	4	4
GTSO and Group Center	(25)	(2)	8
	1,757	1,812	1,889
Write-backs	(434)	(447)	(487)
	1,323	1,365	1,402
Recoveries of amounts previously written-off	(239)	(224)	(247)
Individual credit impairment charge on loans and advances	1,084	1,141	1,155
Credit impairment charge on available-for-sale assets	-	-	3
Collective credit impairment charge/(release) to income statement	95	(155)	30
Credit impairment charge to income statement	1,179	986	1,188

Concentrations of credit risk/loans and advances by industry category

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The Group monitors its portfolios, to identify and assess risk concentrations. The Group's strategy is to maintain well-diversified credit portfolios focused on achieving an acceptable risk-return balance. Credit risk portfolios are actively monitored and frequently reviewed to identify, assess and guard against unacceptable risk concentrations. Concentration analysis will typically include geography, industry, credit product and risk grade. The Group also applies single customer counterparty limits to protect against unacceptably large exposures to single name risk. These limits are established based on a combination of factors including the nature of counterparty, probability of default and collateral provided.

Also refer to Note 19 of the 2015 Financial Statements (attached as part of Annex A hereto).

Directors

In accordance with the rules of the ANZ Constitution, as amended December 17, 2010 (the "Constitution"), and except as otherwise required by the Corporations Act 2001 (Cth) ("Corporations Act"), any other applicable law, and the Listing Rules of the ASX, the Board of Directors has power to manage the business of the Group and may exercise all powers not required to be exercised at a general meeting of shareholders.

As of the date of this U.S. Disclosure Document, the Directors were:

Director's Name	Position held	Year appointed	Age
Mr D M Gonski, AC	Chairman, Independent Non-Executive Director	2014	62
Mr M R P Smith, OBE ¹	Chief Executive Officer, Executive Director	2007	59
Ms I R Atlas	Independent Non-Executive Director	2014	61
Ms P J Dwyer	Independent Non-Executive Director	2012	55
Mr Lee Hsien Yang	Independent Non-Executive Director	2009	58
Mr G R Liebelt	Independent Non-Executive Director	2013	61
Mr I J Macfarlane, AC	Independent Non-Executive Director	2007	69
Mr J T Macfarlane	Independent Non-Executive Director	2014	55

¹ On October 1, 2015, the Board announced that Mr Shayne Elliott will succeed Mr Mike Smith as Chief Executive Officer and join the Board on January 1, 2016. Mr Smith will step down as Chief Executive Officer and as Director on December 31, 2015. Mr Smith will be retained as a non-executive advisor to the Board, initially for one year, commencing after his period of leave on July 11, 2016.

Under the Constitution, a non-executive Director must retire from office at the third annual general meeting after being elected or last re-elected and may seek re-election. As of the date of this U.S. Disclosure Document, the Board was comprised of seven independent non-executive Directors and one executive Director, the Chief Executive Officer. The following information relates to the Directors in office and sets out their Board Committee memberships and other details.

Directors' Profiles

MR D M GONSKI, AC, Chairman, Independent Non-Executive Director and Chair of the Governance Committee

BCOM, LLB, FAICD (LIFE), FCPA

Chairman since May 1, 2014 and a Non-Executive Director since February 2014. Mr Gonski is an ex officio member of all Board Committees including Chair of the Governance Committee.

Skills, experience and expertise

Mr Gonski is a company director with business experience in Australia and Asia as well as prior involvement with the government, education and community sectors. Mr Gonski previously served as a Director on the ANZ Board from 2002 to 2007.

Current Directorships

Chairman: Coca-Cola Amatil Limited (from 2001, Director from 1997), The University of New South Wales Foundation Limited (from 2005, Director from 1999) and Sydney Theatre Company Ltd (from 2010).

Director/Member: Lowy Institute for International Policy (from 2012), Australian Philanthropic Services Limited (from 2012), ASIC External Advisory Panel (from 2013) and Advisory Committee for Optus Limited (from 2013).

Chancellor: University of New South Wales Council (from 2005).

Former Directorships include

Former Chairman: Guardians of the Future Fund of Australia (2012-2014), Swiss Re Life & Health Australia Limited (2011-2014), Investec Bank (Australia) Limited (2002-2014), Investec Holdings Australia Limited (2002-2014), Ingeus Limited (2009-2014), National E-Health Transition Authority Ltd (2008-2014), Federal Government Review Panel of Funding for Schooling (The Gonski Review) (2011-2012), Advisory Committee to the NSW Government Commission of Audit (2011-2012) and ASX Limited (2008-2012, Director from 2007).

Former Director: Singapore Telecommunications Limited (2013-2015), Investec Property Limited (2005-2014), Infrastructure NSW (2011-2014) and Singapore Airlines Limited (2006-2012).

Former Consultant: Morgan Stanley Australia Limited (1997-2012).

Age: 62. **Residence:** Sydney, Australia.

MR M R P SMITH, OBE, Chief Executive Officer and Executive Director

BSc (HONS) CITY LOND., HON DSC CITY LOND., HON LLD MONASH, SF FIN

Chief Executive Officer and Executive Director since October 1, 2007.

Skills, experience and expertise

Mr Smith is an international banker with over 30 years experience in banking operations in Asia, Australia and internationally. Until June 2007, he was President and Chief Executive Officer, The Hongkong and Shanghai Banking Corporation Limited, Chairman, Hang Seng Bank Limited, Global Head of Commercial Banking for the HSBC Group and Chairman, HSBC Bank Malaysia Berhad. Previously, Mr Smith was Chief Executive Officer of HSBC Argentina Holdings SA.

Mr Smith joined the HSBC Group in 1978 and during his international career he has held a variety of roles in Commercial, Institutional and Investment Banking, Planning and Strategy, Operations and General Management.

Current Directorships

Director: ANZ Bank New Zealand Limited (from 2007), the Financial Markets Foundation for Children (from 2008), the Institute of International Finance (from 2010) and Financial Literacy Australia Limited (from 2012).

Member: Australian Bankers' Association Incorporated (from 2007, Chairman 2011-2013), Business Council of Australia (from 2007), Asia Business Council (from 2008), Australian Government Financial Literacy Advisory Board (from 2008), Chongqing Mayor's International Economic Advisory Council (Executive

Chairman 2013-2015, Member from 2006), Shanghai International Financial Advisory Council (from 2009), International Monetary Conference (from 2012) and Monash Industry Council of Advisers (from 2014).

Fellow: The Hong Kong Management Association (from 2005).

Former Directorships include

Former Chairman: HSBC Bank Malaysia Berhad (2004–2007) and Hang Seng Bank Limited (2005–2007).

Former Chief Executive Officer and Director: The Hongkong and Shanghai Banking Corporation Limited (2004–2007).

Former Director: International Monetary Conference (2012-2015), HSBC Australia Limited (2004–2007), HSBC Finance Ltd (2006–2007), and HSBC Bank (China) Company Limited (2007).

Former Member: Visa APCEMEA Senior Client Council (2009–2011).

Age: 59. **Residence:** Melbourne, Australia.

MS I R ATLAS, Independent Non-Executive Director

BJURIS (HONS), LLB (HONS), LLM

Non-Executive Director since September 2014. Ms Atlas is a member of the Audit Committee, Human Resources Committee and Governance Committee.

Skills, experience and expertise

Ms Atlas brings financial services and legal experience to the Board. Ms Atlas' last executive role was Group Executive, People at Westpac, where she was responsible for human resources, corporate affairs and sustainability. Prior to that, she was Westpac's Group Secretary and General Counsel. Before her 10 years at Westpac, Ms Atlas was a partner in the law firm Mallesons Stephen Jaques (now King & Wood Mallesons). In addition to her practice in corporate law, she held a number of management roles in the firm including Executive Partner, People and Information, and Managing Partner.

Current Directorships

Chairman: The Bell Shakespeare Company Limited (from 2010, Director from 2004).

Director: Coca-Cola Amatil Limited (from 2011), Westfield Corporation Limited (from 2014), Treasury Corporation of New South Wales (from 2013), Oakridge Wines Pty Limited (from 2007), Human Rights Law Centre Ltd (from 2012) and Jawun (from 2014).

Member: Australian Institute of Company Directors' Corporate Governance Committee (from 2014).

Fellow: Senate of the University of Sydney (from 2015).

Former Directorships include

Former Director: Suncorp Group Limited (2011-2014), Suncorp-Metway Limited (2011-2014), GIO General Limited (2011-2013), AAI Limited (2011-2014) and Scentre Group Limited (previously known as Westfield Holdings Limited) (2011-2014).

Age: 61. **Residence:** Sydney, Australia.

MS P J DWYER, Independent Non-Executive Director and Chair of the Audit Committee

BCOM, FCA, SF FIN, FAICD

Non-Executive Director since April 2012. Ms Dwyer is a member of the Risk Committee and Human Resources Committee.

Skills, experience and expertise

Ms Dwyer has a financial services and accounting background, and has previously held executive roles in the investment management, corporate finance and accounting industries.

Current Directorships

Chairman: Tabcorp Holdings Limited (from 2011, Director from 2005), Healthscope Limited (from 2014) and Kin Group Advisory Board (from 2014).

Director: Lion Pty Ltd (from 2012).

Member: Kirin International Advisory Board (from 2012).

Former Directorships include

Former Deputy Chairman: Leighton Holdings Limited (2013-2014, Director 2012) and Baker IDI Heart and Diabetes Institute (2003-2013).

Former Director: Suncorp Group Limited (2007-2012), Promina Limited (2002-2007) and Foster's Group Limited (2011).

Former Member: John Holland Group Advisory Board (2012-2014) and Australian Government Takeovers Panel (2008-2014).

Age: 55. **Residence:** Melbourne, Australia.

MR LEE HSIEN YANG, Independent Non-Executive Director and Chair of the Technology Committee

MSc, BA

Non-Executive Director since February 2009. Mr Lee is a member of the Risk Committee and Human Resources Committee.

Skills, experience and expertise

Mr Lee has knowledge of and operating experience in Asia. He has a background in engineering and brings to the Board his international business and management experience across a range of sectors including telecommunications, food and beverages, property, publishing and printing, financial services, education, civil aviation and land transport.

Current Directorships

Chairman: The Islamic Bank of Asia Limited (from 2012, Director from 2007), Civil Aviation Authority of Singapore (from 2009) and General Atlantic Singapore Fund Pte Ltd (from 2013).

Director: Singapore Exchange Limited (from 2004), Rolls-Royce Holdings plc (from 2014), General Atlantic Singapore Fund FII Pte Ltd (from 2014), Cluny Lodge Pte Ltd (from 1979) and Caldecott Inc. (from 2013).

Member: Governing Board of Lee Kuan Yew School of Public Policy (from 2005).

Special Adviser: General Atlantic (from 2013).

Consultant: Capital International Inc Advisory Board (from 2007).

President: INSEAD South East Asia Council (from 2013).

Former Directorships include

Former Chairman: Fraser & Neave, Limited (2007-2013) and Asia Pacific Investments Pte Ltd (2010-2012, Director 2009-2012).

Former Member: Rolls Royce International Advisory Council (2007-2013).

Former Chief Executive Officer: Singapore Telecommunications Limited (1995-2007).

Age: 58. **Residence:** Singapore.

MR G R LIEBELT, Independent Non-Executive Director and Chair of the Human Resources Committee

BEC (HONS), FAICD, FTSE, FAIM

Non-Executive Director since July 2013. Mr Liebelt is a member of the Risk Committee, Governance Committee and Technology Committee.

Skills, experience and expertise

Mr Liebelt has international and senior executive experience including in strategy development and implementation. He brings to the Board his experience of a 23 year executive career with Orica Limited (including a period as Chief Executive Officer), a global mining services company with operations in more than 50 countries.

Current Directorships

Chairman: Amcor Limited (from 2013, Director from 2012).

Director: Australian Foundation Investment Company Limited (from 2012) and Carey Baptist Grammar School (from 2012).

Former Directorships include

Former Deputy Chairman: Melbourne Business School (2012-2015, Director from 2008).

Former Chairman: The Global Foundation (2014-2015, Director from 2006).

Former Chief Executive Officer and Managing Director: Orica Limited (2005-2012).

Former Director: Business Council of Australia (2010-2012).

Age: 61. **Residence:** Melbourne, Australia

MR I J MACFARLANE, AC, Independent Non-Executive Director and Chair of the Risk Committee

BEC (HONS), MEC, HON DSC SYD., HON DSC UNSW, HON DCOM MELB., HON DLITT MACQ., HON LLD MONASH

Non-Executive Director since February 2007. Mr Macfarlane is a member of the Governance Committee and Audit Committee.

Skills, experience and expertise

During his 28 year career at the Reserve Bank of Australia including a 10 year term as Governor, Mr Macfarlane made a significant contribution to economic policy in Australia and internationally. He has an understanding of financial markets as well as experience in the Asian markets.

Current Directorships

Director: Lowy Institute for International Policy (from 2004).

Member: International Advisory Board of Goldman Sachs (from 2007) and International Advisory Board of CHAMP Private Equity (from 2007).

Former Directorships include

Former Chairman: Payments System Board (1998-2006) and Australian Council of Financial Regulators (1998-2006).

Former Governor: Reserve Bank of Australia (Member 1992-2006, Chairman 1996-2006).

Former Director: Woolworths Limited (2007-2015) and Leighton Holdings Limited (2007-2013).

Former Member: Council of International Advisers to the China Banking Regulatory Commission (2009-2015).

Age: 69. **Residence:** Sydney, Australia.

MR J T MACFARLANE, Independent Non-Executive Director

BCOM, MCOM (HONS)

Non-Executive Director since May 2014. Mr Macfarlane is a member of the Audit Committee, Risk Committee and Technology Committee.

Skills, experience and expertise

Mr Macfarlane is an experienced international banker and previously served as Executive Chairman of Deutsche Bank Australia and New Zealand, and CEO of Deutsche Bank Australia. Prior to joining Deutsche Bank, he was CEO of Bankers Trust New Zealand. Mr Macfarlane has also worked in the United States, Japan and PNG, and brings to the Board banking experience in ANZ's key markets in Australia, New Zealand and the Asia Pacific.

Current Directorships

Chairman: AGInvest Holdings Limited (MyFarm Limited) (from 2014).

Director: St. Vincent's Institute of Medical Research (from 2008), Craigs Investment Partners Limited (from 2013) and Colmac Group Pty Ltd (from 2014).

Former Directorships include

Former Executive Chairman: Deutsche Bank AG, Australia and New Zealand (2007-2014) and Chief Country Officer, Australia (2011-2014).

Former Director: Deutsche Australia Limited (2007-2014) and Deutsche Securities Australia Limited (2011-2014).

Former Chief Executive Officer: Deutsche Australia Limited (2011-2014).

Former Member: Business Council of Australia (2011-2014).

Age: 55. **Residence:** Melbourne, Australia.

SECTION 4: DIRECTORS, SENIOR MANAGEMENT/EXECUTIVES AND EMPLOYEES

Senior Management and Executives

As of the date of this U.S. Disclosure Document, the senior management and executives (excluding non-executive directors) of ANZ were:

Executive Officers	Position held	Appointed to position	Joined Group
M R P Smith ¹ Age – 59	Chief Executive Officer Over 33 years experience in the Banking and Financial Services Industry. Roles prior to ANZ include: President and Chief Executive Officer, The Hongkong and Shanghai Banking Corporation Limited; Chairman, Hang Seng Bank Limited; Global Head of Commercial Banking for the HSBC Group and Chairman, HSBC Bank Malaysia Berhad	October 2007	October 2007
S Babani Age – 55	Chief Human Resources Officer Over 24 years experience in the Financial Services Industry. Roles prior to ANZ include: Global Head of Human Resources HSBC Insurance, Chief Operating Officer, Global Resourcing HSBC Group (East Asia) and Executive Vice President HSBC Bank USA.	December 2007	December 2007
A Currie Age – 48	Chief Operating Officer Over 25 years experience in the Financial Services Industry. Previous role within ANZ: Managing Director Transaction Banking. Roles prior to ANZ include: President and CEO, HSBC Taiwan; Regional Head of Trade Services, HSBC Asia Office, Hong Kong; COO, Wells Fargo HSBC Trade Bank NA, San Francisco.	October 2011	November 2008
S Elliott ¹ Age – 51	Chief Financial Officer Over 27 years experience in the Banking and Financial Services Industry. Roles prior to ANZ include: Head of Business Development, EFG Hermes; Chief Operating Officer, EFG Hermes; various senior positions at Citigroup across geographies and business sectors over the course of 20 years which include: CEO Global Transaction Services Asia Pacific, CEO Corporate Bank Australia/NZ & Country Corporate Officer, Vice President Strategic Planning New York, Head of Investor Derivative Sales London, and Head of NZ Derivatives Sales and Trading.	June 2012	June 2009
A Géczy Age – 52	Chief Executive Officer, International and Institutional Banking Over 27 years experience in wholesale banking, markets and asset management. Roles prior to ANZ include: Chief Executive Officer Wholesale Banking and Markets, Lloyds Banking Group; Founder, Manresa Partners; Global Head of Structured Corporate Finance, Citigroup.	September 2013	September 2013
D Hisco Age – 52	Chief Executive Officer, New Zealand Over 33 years experience in the Banking and Financial Services Industry. Previous roles within ANZ include Managing Director Esanda and Managing Director Retail Banking.	October 2010	July 1980
G K Hodges Age – 60	Deputy Chief Executive Officer Over 33 years experience across Corporate Banking and Commercial Banking. Previous roles within ANZ include: Chief Executive Officer, Australia (Acting), Chief Executive and Director of ANZ National Bank, Group Managing Director Corporate, Managing Director Corporate and Small to Medium Business, Head of Corporate Banking, Chief Economist.	May 2009	January 1991
J Phillips Age – 53	Chief Executive Officer, Global Wealth and Group Managing Director, Marketing and Innovation Over 28 years experience in the Banking and Financial Services Industry. Roles prior to ANZ include: President & Chief Operating Officer, American Life Insurance Company (ALICO); Head of International Retail Banking, New York, Citigroup; Country Business Manager, Citigroup Japan; President & CEO, Citicorp Diners Club, Citigroup Japan; Managing Director, GE Capital Global Consumer Finance, GE Japan; Director Marketing, GE Capital, GE USA.	March 2012	August 2009
G Planté Age – 52	Deputy Chief Executive Officer, International and Institutional Banking Over 28 years experience in wholesale banking and trading. Previous roles within ANZ include: Chief Executive Officer, Asia Pacific; Chief Executive Officer, Northeast Asia, Europe & America; Managing Director, Markets; Head of Trading, Markets; Head of Financial Markets, Europe/Americas; Global Head of Currency & Commodity Derivatives.	December 2013	February 1997
M Whelan Age – 55	Chief Executive Officer, Australia Over 30 years experience in banking and has vast experience in the Asian Market and Institutional Banking. Previous roles within ANZ include: Managing Director, Commercial Banking Australia; Managing Director, Asia, Europe & America, Institutional; Managing Director, Institutional Asia, Managing Director Markets; Head of Sales, Markets.	April 2015	November 2004
N Williams Age – 53	Chief Risk Officer Over 30 years experience in the Financial Services Industry. Previous roles within ANZ include: Managing Director Australia Institutional, Managing Director Institutional, Corporate and Commercial Banking, New Zealand, Managing Director Institutional New Zealand, Managing Director Institutional Markets ANZ National Bank Limited.	December 2011	November 1984

¹ On October 1, 2015, the Board announced that Mr Shayne Elliott will succeed Mr Mike Smith as Chief Executive Officer and join the Board on January 1, 2016. Mr Smith will step down as Chief Executive Officer and as Director on December 31, 2015. Mr Smith will be retained as a non-executive advisor to the Board, initially for one year, commencing after his period of leave on July 11, 2016.

There are no family relationships between or among any key management personnel. All executives can be contacted through our Company Secretary on (613) 8654-8576 or in writing to the Company Secretary, Australia and New Zealand Banking Group Limited, Level 9, 833 Collins Street, Docklands, Victoria 3008, Australia.

Corporate Governance

ANZ is committed to maintaining high standards of Corporate Governance. ANZ confirms it has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition) during the 2015 financial year. ANZ's Corporate Governance Statement, together with the ASX Appendix 4G that relates to the Corporate Governance Statement, has been lodged with the ASX. They can be found on our website at: <http://shareholder.anz.com/reviews/usdebtinvestors-files> and are incorporated by reference and form part of this U.S. Disclosure Document.

SECTION 4: DIRECTORS, SENIOR MANAGEMENT/EXECUTIVES AND EMPLOYEES

Employees

As of September 30, 2015, ANZ employed 50,152 people worldwide on a full-time equivalent ("FTE") basis.

Division	As of September 30		
	2015	2014	2013
Australia	9,781	9,904	10,025
International and Institutional Banking	7,578	7,749	8,258
New Zealand	5,068	5,059	5,323
Global Wealth	2,489	2,290	2,482
GTSO and Group Center	25,236	25,326	23,778
Totals	50,152	50,328	49,866

Geography	As of September 30		
	2015	2014	2013
Australia	21,138	21,591	22,229
Asia Pacific, Europe & America	20,910	20,512	19,233
New Zealand	8,104	8,225	8,404
Totals	50,152	50,328	49,866

Industrial Relations

Australia

In Australia, terms and conditions of employment of most non-management staff, including salaries, may be negotiated between unions and management as part of a collective enterprise bargaining agreement ("EBA") subject to majority employee approval.

Approximately 20% of employees in Australia are members of the Finance Sector Union of Australia ("FSU"). ANZ has an EBA in place that applies to approximately 92% of its Australian employees, as well as individual common law contracts of employment.

The current EBA, known as the ANZ Enterprise Agreement 2013-2014 (Australia), has now reached the end of its nominal term. ANZ successfully concluded negotiations with the FSU in October 2015 for a new EBA to replace it. The new EBA will be put to an employee ballot by the end of November 2015 and is likely to commence operation in December 2015, assuming a majority of employees vote to approve it. Until the current EBA is replaced by a new EBA, it continues to operate (other than in respect of salary increases) and contains the minimum employment terms and conditions for Australian-based ANZ employees (junior management and non-management employees only).

New Zealand

In New Zealand, ANZ considers management's relationship with employees to be satisfactory. Our collective employment agreement with FIRST Union, which affects approximately 12% employees, was renewed in June 2015 and expires on July 31, 2016. Management is not involved in any significant labor disputes with any of our employees.

Asia Pacific, Europe & America

There are no significant disputes between management and labor unions in any of the countries located in the Asia Pacific, Europe or America geography.

Superannuation

The Group has established a number of pension, superannuation and post-retirement medical benefit schemes throughout the world. Note 40 to the 2015 Financial Statements (attached as part of Annex A hereto) provides further details on ANZ's superannuation obligations.

Employee Equity

ANZ operates a number of employee share and option schemes that operate under the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan. Refer to Note 41 of the 2015 Financial Statements (attached as part of Annex A hereto) for further details.

Major Shareholders

We are not directly or indirectly controlled by another corporation, any government or any other natural or legal person(s), separately or jointly. As of the date of this U.S. Disclosure Document, we know of no person who is the beneficial owner of 5% or more of our ordinary shares. Refer to the Remuneration Report and Shareholder Information sections of our 2015 Annual Report (extracts attached as part of Annex A to this 2015 Annual U.S. Disclosure Document) for further information (as at the relevant dates referred to therein) regarding major shareholders as shown on our share register (including share and option holdings by key management personnel (including directors)).

Refer to the discussion headed, "Limitations Affecting Security Holders" under Section 6 below for details of the Australian law limitations on the right of non-residents or non-citizens of Australia to hold, own or vote on shares in the Company.

Description of Ordinary Shares and Constituent Documents

Constitution

A copy of the Company's Constitution, as approved by shareholders on December 17, 2010, is available on the U.S. Investor website. There have been no changes to the Constitution subsequently. The Company's Constitution does not contain a limit on how many shares the Company may have on issue at any time.

Dividend rights

Holders of ordinary shares are entitled to receive such dividends as may be determined by the directors from time to time in accordance with the Company's Constitution. Dividends that are not claimed are required to be dealt with in accordance with laws relating to unclaimed monies.

The Company must not pay a dividend unless:

- the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the Company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

Payment of a dividend on ordinary shares may also be restricted by the terms of preference shares carrying a prior right to the payment of a dividend. Before paying any dividend, directors must ensure that they are in compliance with APRA prudential standards. See "Information on the Group - Supervision and Regulation" for more information on APRA prudential standards.

Voting rights

Subject to any applicable laws, as described further below and agreements to the contrary, each ordinary shareholder present at a general meeting (whether in person or by proxy or representative) is entitled to one vote on a show of hands (unless the shareholder has appointed two proxies in which case neither can vote) or, on a poll, one vote for each fully paid ordinary share held.

Right to share in surplus assets

In the event of a winding-up of the Company, ordinary shareholders rank after creditors and preference shareholders and are fully entitled to any surplus proceeds on liquidation.

Rights to redemption

Ordinary shareholders have no right to redeem their shares.

Further calls

Holders of fully paid ordinary shares have no liability for further capital calls by the Company. There are no partly paid ordinary shares.

There is no provision of the Company's Constitution that discriminates against any existing or prospective holder of ordinary shares as a result of such shareholder owning a substantial number of shares on issue.

Preference shares

The Company's Constitution authorizes the Board to issue preference shares with any rights attaching to them that the Board determines prior to their issue. These include rights to dividends that are cumulative or non-cumulative and that are in priority to the rights of ordinary shareholders, and rights to a return of capital and to participate in surplus assets in a winding up in priority to the rights of ordinary shareholders. Preference shareholders have rights to vote only in limited circumstances unless the Board otherwise determines prior to issue of the preference shares. There is no limit on the amount of preference shares which the Company may issue.

Changes to the rights of shareholders

The Company's Constitution has effect as a contract between the Company and each shareholder, and between each shareholder, under which each person agrees to observe and perform the Company's Constitution as it applies to that person. In accordance with the Corporations Act, the Company may modify or repeal its Constitution, or a provision of its Constitution, by a special resolution that has been passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

An ADI statutory manager appointed by APRA has power under the Banking Act to, among other things, cancel shares or rights to acquire shares in the Company or vary or cancel rights attached to shares, notwithstanding the Constitution, the Corporations Act, the terms of any contract to which the Company is party or the listing rules of any financial market in whose list the Company is included.

SECTION 5: MAJOR SHAREHOLDERS, DESCRIPTION OF ORDINARY SHARES AND CONSTITUENT DOCUMENTS AND RELATED PARTY TRANSACTIONS

Share rights – American Depositary Shares (“ADSs”)

Each ADS confers an interest in 1 fully paid ordinary share in the Company which has been deposited with a depositary or custodian. The rights attaching to each fully paid ordinary share represented by an ADS are the same as the rights attaching to fully paid ordinary shares as described above. These rights are legally vested in the custodian or depositary as the holder of the fully paid ordinary shares, although holders of American Depositary Receipts (“ADRs”), which evidence ADSs, have certain rights against the depositary or custodian under the terms governing the issue of the ADRs.

Convening of and admission to general meetings

The Board may call a meeting of the Company's shareholders. The directors must call and arrange to hold a general meeting of the Company if requested to do so by shareholders who hold at least 5% of the votes that may be cast at the general meeting or at least 100 shareholders entitled to vote at the general meeting. Shareholders who hold at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting of the Company at their own expense.

At least 28 days' notice must be given of a meeting of the Company's shareholders. Written notice must be given to all shareholders entitled to attend and vote at a meeting. All ordinary shareholders are entitled to attend to vote at general meetings of the Company. Voting rights attaching to other classes of shares in the Company may differ.

The directors may, in accordance with the Constitution and the Corporations Act, determine a time before a meeting at which membership in the Company (for the purposes of the meeting) is to be ascertained in respect of holding of shares that are quoted on the stock market of the ASX.

Transfer

A holder of a share may transfer it by any means permitted by the Corporations Act, subject to limited restrictions in the Constitution and applicable law. See further “Limitations Affecting Security Holders” below.

Limitations on ownership and changes in control

The Constitution contains certain limitations on the rights to own securities in the Company. However, there are detailed Australian laws and regulations which govern the acquisition of interests in the Company, and a summary of those is set out in “Section 6: Limitations affecting security holders”.

The Constitution requires any sale or disposal of the Company's main undertaking to be subject to ratification by the Company in a general meeting. The ASX Listing Rules may also require ANZ to obtain shareholder approval to effect any such sale or disposal. Except for that provision, there are no provisions in the Constitution which would have the effect of delaying, deferring or preventing a change in control of the Company which would operate only with respect to a merger, acquisition or corporate restructuring involving the Company or its controlled entities.

If the Company issues partly paid shares to a person and that person fails to pay a call on those shares when required, the Board may give that person a notice which requires the member to pay the called amount and provides information in respect of how and when the called amount is to be paid. If the requirements of the notice are not satisfied, the Board, via resolution, may forfeit the partly paid share (and all dividends, interest and other money payable in respect of that share and not actually paid before the forfeiture) by resolution before the called amount is paid.

In addition, unless the terms of issue provide otherwise, under the Constitution the Company has a first and paramount lien on each share for all money called or payable at a fixed time in respect of that share that is due and unpaid, and certain amounts paid by the Company for which the Company is indemnified under the terms of the Constitution. If the Company has a lien on a share, and an amount secured by the lien is due and payable, the Company may give notice to the person registered as the holder of the share requiring payment of the amount and specifying how and when the payment must be made. If the requirements of that notice are not fulfilled, the Company may sell the share as if it had been forfeited.

The Board may also direct the sale of a share that is part of a “non-marketable parcel”. For these purposes, a “non-marketable parcel” is a parcel of shares of a single class registered in the same name or same joint names which is less than the number that constitutes a marketable parcel of shares of that class under the ASX Listing Rules, or, subject to applicable law as specified in the Constitution, any other number determined by the Board from time to time.

Constitution provisions governing disclosure of shareholdings

There are no provisions of the Constitution which provide an ownership threshold above which share ownership must be disclosed. However, the Corporations Act requires a person to disclose certain prescribed information to the Company and the ASX if the person has or ceases to have a “substantial holding” in the Company. The term ‘substantial holding’ is defined in the Corporations Act as broadly, a relevant interest in 5% or more of the total number of votes attaching to voting shares and is not limited to direct shareholdings.

The Corporations Act also permits the Company or ASIC to direct any member of the Company to make certain disclosures in respect of their interest in the Company's shares and the interest held by any other person in those shares.

Changes in capital

The Constitution does not make any provision governing changes in the capital of the Company that is more stringent than is required by Australian law.

Change in Control

There are no arrangements known to ANZ, the operation of which may at a subsequent date result in a change in control of ANZ.

Related Party Transactions

Loans made to directors of the Company and other Key Management Personnel (KMP) of the Group are made in the ordinary course of business on normal commercial terms and conditions no more favorable given to other employees or customers, including the term of the loan, security required and the interest rate. All other transactions with KMP and their related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions generally involve the provision of financial and investment services including services to eligible international assignees ensuring they are neither financially advantaged nor disadvantaged by their relocation. All such transactions that have occurred with KMP and their related parties have been trivial or domestic in nature. In this context, transactions are only disclosed when they are considered of interest to the users of the financial report in making and evaluating decisions about the allocation of scarce resources. For further information on related party transactions, refer to Note 42 of the 2015 Financial Statements included in ANZ's 2015 Annual Report (extracts attached as Annex A to this 2015 Annual U.S. Disclosure Document).

CHESS

CHESS stands for the "Clearing House Electronic Subregister System" and is operated by ASX Settlement Pty Limited, a wholly owned subsidiary of the ASX. ASX Settlement Pty Limited authorizes certain participants such as brokers, custodians, institutional investors and settlement agents to access CHESS and settle trades made by themselves or on behalf of clients.

SECTION 6: ADDITIONAL INFORMATION

Any public documents referred to in this U.S. Disclosure Document may be inspected by contacting the Company Secretary on +61-3-8654-8576 or in writing to the Company Secretary, Australia and New Zealand Banking Group Limited, Level 9, 833 Collins Street, Docklands, Victoria 3008, Australia.

Legal proceedings

Refer to Note 43 of the 2015 Financial Statements included in ANZ's 2015 Annual Report (extracts attached as Annex A to this 2015 Annual U.S. Disclosure Document).

Subsequent events since the end of the financial period

- Chief Executive Officer Appointment

On October 1, 2015, the Board of Directors of ANZ announced that Mr Shayne Elliott will succeed Mr Mike Smith as Chief Executive Officer and join the Board on January 1, 2016. Mr Smith will step down as Chief Executive Officer and as Director on December 31, 2015. Mr Smith will be retained as a non-executive advisor to the Board, initially for one year, commencing after his period of leave on July 11, 2016. Further details of Mr Elliott's remuneration arrangements and Mr Smith's leaving arrangements are disclosed in the 2015 Remuneration Report (attached as part of Annex A hereto).

- Sale of Esanda Dealer Finance Portfolio

On October 8, 2015, the ANZBGL entered into an agreement to sell the Esanda Dealer Finance business to Macquarie Group Limited. The sale is expected to be complete during the first half of 2016. The estimated sale price for the portfolio is \$8.2 billion.

Other than the matters above, there have been no other subsequent events for ANZ from September 30, 2015 to the date of this U.S. Disclosure Document.

Dividend distribution policy

The Board of Directors of ANZ will determine the amount and timing of dividend distributions to holders of ordinary shares based on the financial performance and financial position of the Group.

Australia and New Zealand Banking Group Limited (ANZ) has a Dividend Reinvestment Plan (DRP) and a Bonus Option Plan (BOP) that will operate in respect of the 2015 final dividend. For the 2015 final dividend, ANZ intends to provide shares under the DRP and BOP through the issue of new shares. The 'Acquisition Price' to be used in determining the number of shares to be provided under the DRP and BOP will be calculated by reference to the arithmetic average of the daily volume weighted average sale price of all fully paid ANZ ordinary shares sold in the ordinary course of trading on the ASX during the ten trading days commencing on 13 November 2015, and then rounded to the nearest whole cent. Shares provided under the DRP and BOP will rank equally in all respects with existing fully paid ANZ ordinary shares. Eligibility criteria applies to the participation in the DRP and BOP. In particular, until the Board otherwise determines, participation in the DRP and BOP is not available directly or indirectly to any entity or person, including any legal or beneficial owner of the ordinary shares of ANZBGL, who is (or who is acting on behalf of or for the account or benefit of an entity or person who is) in or resident in the United States of America, its possessions or territories, or in Canada.

Exchange controls

There are currently no general Australian exchange control regulations in force that restrict the payment of dividends, interest or other remittances to holders of our securities. Exchange controls are, however, implemented in Australia from time to time to reflect Australian public policy, and operate to prohibit the entry into certain transactions with specified persons or entities without the consent of the applicable Australian regulatory body. These include the following:

1. The Autonomous Sanctions Regulations 2011 of Australia prohibit dealing with certain "designated persons or entities" by directly or indirectly making assets (including shares and securities) available to or for their benefit without a permit. "Designated persons or entities" include:
 - (a) persons who have been indicted for an offense by or within the jurisdiction of the International Criminal Tribunal for the former Yugoslavia, as well as certain supporters of the former Milosevic regime;
 - (b) persons or entities engaging (or who have engaged) in activities that seriously undermine democracy, respect for human rights and the rule of law in Zimbabwe;
 - (c) certain persons or entities associated with the weapons of mass destruction or missiles program of the Democratic People's Republic of Korea (North Korea);
 - (d) certain persons associated with the Myanmar regime;
 - (e) certain persons or entities who have contributed or are contributing to Iran's nuclear or missile programs, or have assisted or are assisting Iran to violate certain United Nations Resolutions;
 - (f) certain close associates of the former Qadhafi regime, entities under the control of the Qadhafi family and persons or entities who have assisted or are assisting in the violation of certain United Nations Resolutions with respect to Libya;
 - (g) certain persons or entities providing support to the Syrian regime or responsible for human rights abuses in Syria; and
 - (h) persons or entities responsible for, or complicit in, the threat to the sovereignty and territorial integrity of Ukraine.
2. Under Part 4 of the Charter of the United Nations Act 1945 of Australia, the Charter of the United Nations ("Dealings with Assets") Regulations 2008 of Australia provide for sanctions against using or dealing with financial or other assets of persons or entities listed by the Minister for Foreign Affairs in the Commonwealth of Australia Gazette from time to time. Under Part 3 of the Charter of the United Nations Act 1945 of Australia and pursuant to specific regulations, it is prohibited to make certain supplies (which may include financial supplies) in respect of certain countries, including:
 - (a) Liberia (see the Charter of the United Nations (Sanctions – Liberia) Regulations 2008 of Australia);

- (b) Côte d'Ivoire (see the Charter of the United Nations (Sanctions – Côte d'Ivoire) Regulations 2008 of Australia);
 - (c) Democratic Republic of the Congo (see the Charter of the United Nations (Sanctions – Democratic Republic of the Congo) Regulations 2008 of Australia);
 - (d) Democratic People's Republic of Korea (North Korea) (see the Charter of the United Nations (Sanctions – Democratic People's Republic of Korea) Regulations 2008 of Australia);
 - (e) Sudan (see the Charter of the United Nations (Sanctions – Sudan) Regulations 2008 of Australia);
 - (f) Iran (see the Charter of the United Nations (Sanctions – Iran) Regulations 2008 of Australia);
 - (g) Iraq (see the Charter of the United Nations (Sanctions – Iraq) Regulations 2008 of Australia);
 - (h) Al-Qaida and the Taliban (see the Charter of the United Nations (Sanctions – Al-Qaida) Regulations 2008 of Australia and the Charter of the United Nations (Sanctions – the Taliban) Regulation 2013 of Australia);
 - (i) Somalia (see the Charter of the United Nations (Sanctions – Somalia) Regulations 2008 of Australia);
 - (j) Lebanon (see the Charter of the United Nations (Sanctions – Lebanon) Regulations 2008 of Australia);
 - (k) Eritrea (see the Charter of the United Nations (Sanctions – Eritrea) Regulations 2010 of Australia); and
 - (l) Libya (see the Charter of the United Nations (Sanctions – Libya) Regulations 2011 of Australia).
3. Under the AML Act (or, where applicable, the Financial Transaction Reports Act 1988 of Australia), transfer of physical currency or e-currency of A\$10,000 (or the foreign equivalent) and above must be reported by certain persons (including ANZ) to AUSTRAC.

Limitations affecting security holders

The following Australian laws impose limitations on the right of persons to hold, own or vote on shares in our company.

- **Foreign Acquisitions and Takeovers Act 1975 of Australia**

The acquisition of shares in Australian companies by foreign interests is regulated by the Foreign Acquisitions and Takeovers Act 1975 of Australia. The Foreign Acquisitions and Takeovers Act 1975 of Australia applies (subject to certain monetary thresholds) to, among other things, any acquisition or issue of shares which results in either:

- a foreign person or foreign-controlled corporation alone or together with any associates being in a position to control 15% or more of the voting power or potential voting power or hold any legal or equitable interest in 15% or more of the issued shares or rights to issued shares in a corporation carrying on an Australian business; or
- two or more foreign persons or foreign-controlled corporations, together with any associates of any of those foreign persons or foreign-controlled corporations being in a position to control 40% or more of the voting power or potential voting power or hold any legal or equitable interest in 40% or more of the issued shares or rights to issued shares in a corporation carrying on an Australian business.

In either of these cases, and in certain other circumstances, the Federal Treasurer may prohibit the acquisition if it would be contrary to the Australian national interest.

A package of reforms with respect to Australia's foreign investment framework, including the Foreign Acquisitions and Takeovers Act 1975 of Australia, is currently before Parliament. The proposed reforms include an increase in the 15% threshold to 20% (except for agribusiness, for which it will be reduced to 10%). If implemented, the reforms are anticipated to take effect from December 1, 2015.

- **Financial Sector (Shareholdings) Act 1998 of Australia**

The Financial Sector (Shareholdings) Act 1998 of Australia prohibits a person (together with their associates, if any), or two or more persons under an arrangement, from acquiring shares in a financial sector company if the acquisition would result in a person, together with their associates, holding a stake in the company of more than 15%. However, the Federal Treasurer may grant approval to a person to hold a stake of greater than 15% but only if satisfied that it is in the Australian national interest. No such approvals have been granted in respect of our shares.

- **Corporations Act and ASX Listing Rules**

Shareholding restrictions

Any person acquiring voting shares in a company is subject to the provisions contained in Chapter 6 of the Corporations Act relating to the acquisition of relevant interests in voting shares. Subject to certain exceptions (and among other prohibitions), section 606 of the Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a company if, because of the acquisition, the person's or someone else's voting power in the company increases:

- from 20% or below to more than 20%; or
- from a starting point that is above 20% and below 90%.

One of the exceptions to section 606 allows a person to acquire voting power of an additional 3% in a company if:

- throughout the six months before the acquisition that person, or any other person, has had voting power in the company of at least 19%; and
- as a result of the acquisition, neither that person, nor any other person who has had voting power of at least 19% in the preceding six months, would have voting power in the company more than 3% higher than they had six months before the acquisition.

For the purposes of the Corporations Act, a person's voting power in a company is the total number of votes attached to voting shares in respect of which the person and its associates (which are broadly defined) have a 'relevant interest' as a proportion of the total number of votes attached to all voting shares in the company. Broadly speaking, subject to certain qualifications, a person has a 'relevant interest' in

SECTION 6: ADDITIONAL INFORMATION

securities if the person is the holder of the securities; has the power to exercise, or control the exercise of, a right to vote attached to the securities; or has the power to dispose of, or control the exercise of a power to dispose of, a security.

In addition, under the Corporations Act, any person who begins to have or ceases to have, a substantial holding in us, or who already has a substantial holding and there is a movement of at least 1% in their holding, or who makes a takeover bid for our securities, is required to give a notice to us and to ASX Limited providing certain prescribed information, including their name and address and details of their relevant interests in our voting shares. Generally, such notice must be provided within two business days after the person becomes aware of the information.

The sale of shares may also be restricted by applicable Australian law, including restrictions under the Corporations Act on the sale of shares to investors within 12 months of their issue (except where certain exemptions apply) on account of the shares, or the securities which convert into those shares, being issued without disclosure as required by the Corporations Act.

Divestment of shares in relation to control transactions

The Corporations Act also enables persons to compulsorily acquire shares in a company in certain circumstances, including where they obtain a relevant interest in 90% or more of the issued voting shares of a company through a takeover bid or other means. A person may also compulsorily acquire shares pursuant to a court order in connection with a scheme of arrangement under the Corporations Act, following approval of the scheme of arrangement by the requisite number of shareholders at a prior vote.

The Australian Takeovers Panel also has the ability to make orders requiring persons to divest interests in shares, or to seize shares from persons, or restrict voting rights, where the Takeovers Panel finds (on an application by an interested party) where they make a decision that unacceptable circumstances exist in relation to the affairs of a company that warrant the granting of such an order.

Restrictions on voting under the Corporations Act and ASX Listing Rules

The Corporations Act and ASX Listing Rules impose restrictions on certain persons and their associated or related entities from voting at general meetings of the Company in certain circumstances. These restrictions include, to the extent applicable to a shareholder, voting on: related party transactions involving the shareholder; change of control transactions involving the shareholder; capital actions involving the shareholder (including issues of shares requiring shareholder approval, share consolidations, splits and buy-backs); remuneration related resolutions presented to shareholders for approval, and other similar corporate actions.

- **Competition and Consumer Act 2010 of Australia**

The Competition and Consumer Act 2010 of Australia regulates acquisitions which would have the effect, or be likely to have the effect, of substantially lessening competition in a market in Australia.

Withholding taxes

Australia imposes withholding taxes on certain payments to non-residents including certain dividend payments (to the extent such dividends are unfranked) and certain interest payments to non-residents.

Constitution

The Company's Constitution was most recently amended on December 17, 2010. There have been no changes to the Constitution subsequently.

Material contracts

There have been no material contracts entered into by the Group in the past two years, other than in the ordinary course of its business, upon which it is substantially dependent.

AASs - Australian Accounting Standards.

AASB - Australian Accounting Standards Board. The term "AASB" is commonly used when identifying AASs issued by the AASB.

ADIs - Authorized Deposit-taking Institutions.

Advice and Distribution business – comprises ANZ financial planners and aligned dealer groups who provide financial planning and retirement solutions to customers.

APRA – Australian Prudential Regulation Authority.

Cash and cash equivalents comprise coins, notes, money at call, balances held with central banks, liquid settlement balances (readily convertible to known amounts of cash which are subject to insignificant risk of changes in value) and securities purchased under agreements to resell ("reverse repos") in less than three months.

Collective provision is the provision for credit losses that are inherent in the portfolio but not able to be individually identified. A collective provision is only recognized when a loss event has occurred. Losses expected as a result of future events, no matter how likely, are not recognized.

Covered bonds are bonds issued by an ADI to external investors secured against a pool of the ADI's assets (the cover pool) assigned to a bankruptcy remote special purpose entity. The primary assets forming the cover pool are mortgage loans. The mortgages remain on the issuer's balance sheet. The covered bond holders have dual recourse to the issuer and the cover pool assets. The mortgages included in the cover pool cannot be otherwise pledged or disposed of but may be repurchased and substituted in order to maintain the credit quality of the pool. The Group issues covered bonds as part of its funding activities.

Customer deposits represent term deposits, other deposits bearing interest, deposits not bearing interest and borrowing corporations' debt excluding securitization deposits.

Divisional revenue includes net interest income, share of associates' profit and other operating income before the elimination of intra group items.

GLA – Gross Loans and Advances. This is made up of loans and advances, acceptances and capitalized brokerage/mortgage origination fees less unearned income.

IFRS – International Financial Reporting Standards.

Impaired assets are those financial assets where doubt exists as to whether the full contractual amount will be received in a timely manner, or where concessional terms have been provided because of the financial difficulties of the customer. Financial assets are impaired if there is objective evidence of impairment as a result of a loss event that occurred prior to the reporting date, and that loss event has had an impact, which can be reliably estimated, on the expected future cash flows of the individual asset or portfolio of assets.

Impaired loans comprise drawn facilities where the customer's status is defined as impaired.

Individual provision is the amount of expected credit losses on financial instruments assessed for impairment on an individual basis (as opposed to on a collective basis). It takes into account expected cash flows over the lives of those financial instruments.

Net interest margin is net interest income as a percentage of average interest earning assets.

Net loans and advances represents gross loans and advances less provisions for credit impairment.

Operating expenses include personnel expenses, premises expense, technology expenses, restructuring expenses, and other operating expenses (excluding credit impairment charges).

Operating income includes net interest income, net fee and commission income, net funds management and insurance income, share of associates' profit and other income.

Regulatory deposits are mandatory reserve deposits lodged with local central banks in accordance with statutory requirements.

Restructured items comprise facilities in which the original contractual terms have been modified for reasons related to the financial difficulties of the customer. Restructuring may consist of reduction of interest, principal or other payments legally due, or an extension in maturity materially beyond those typically offered to new facilities with similar risk.

Settlement balances owed to / from ANZ represent financial assets and/or liabilities which are in the course of being settled. These may include trade dated assets and liabilities, nostro / vostro accounts and settlement accounts.

**Annex A: 2015 Financial Statements, Notes to the Financial Statements and Remuneration Report
(extracts from the 2015 Annual Report)**

**Annex B: 2014 Financial Statements, Notes to the Financial Statements and Remuneration Report
(extracts from the 2014 Annual Report)**

2015 ANNUAL REPORT



DIRECTORS' REPORT (continued)

REMUNERATION REPORT

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Introduction from the Chair of the Human Resources Committee

Dear Shareholder,

I am pleased to present our Remuneration Report for the year ending 30 September 2015.

Our remuneration framework is designed to create value for all stakeholders, to differentiate rewards based on performance and in line with our risk management framework, and to provide competitive rewards that attract, motivate and retain talented people.

In 2015 ANZ delivered solid results in a challenging environment and the ANZ Board has assessed the 2015 performance for each category within the balanced scorecard of measures against annual objectives and progress towards broader long term strategic goals.

The results achieved have been reflected in the variable remuneration outcomes received by the Chief Executive Officer (CEO) and Disclosed Executives.

The Long Term Variable Remuneration (LTVR)¹ awarded in 2011 was tested in late 2014. Although ANZ achieved Total Shareholder Return (TSR) of 89.65% and 87.83% over the three year performance periods for the Disclosed Executives and CEO awards respectively, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest and the CEO and Disclosed Executives received no value from these awards. These awards have now lapsed.

The Human Resources (HR) Committee continues to have a strong focus on the relationship between business performance, risk management and remuneration, and regularly reviews the executive remuneration structure to ensure it remains appropriate.

During 2015 the HR Committee conducted a comprehensive review of ANZ's variable remuneration framework, which resulted in the following changes to LTVR for the CEO and Disclosed Executives, effective for LTVR grants made from 1 October 2015:

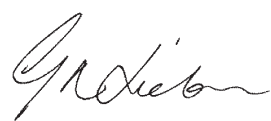
- ▶ To enhance the relevance of the select financial services comparator group, it has been modified to comprise core local and global competitors. Based on their strategic focus, two regional banks are being incorporated into the comparator group along with two international banks who have similar operations to ANZ. ASX Limited and insurance companies will be removed from the comparator group as their operations are largely different to that of ANZ's and they are not direct competitors.
- ▶ To strengthen the focus of executives on growing positive returns to shareholders, Absolute Compound Annual Growth Rate (CAGR) TSR is being introduced as a third performance hurdle (in addition to relative TSR). One third of the LTVR will now be contingent on ANZ achieving or exceeding a threshold level of growth (as determined by the Board). The remaining two thirds will be split between the existing relative TSR measures. This combination provides balance to the plan, rewarding executives for performance that exceeds that of peer companies, while still ensuring there is a continued focus on providing positive growth (even when the market is declining). Absolute CAGR TSR provides executives with a more direct line of sight to the performance required to achieve shareholder value creation and provides a tighter correlation between the executives' rewards and the shareholders' financial outcomes.
- ▶ To increase transparency and reduce volatility in the number of instruments allocated each year a face value allocation methodology is being used to determine the number of LTVR performance rights allocated to the incoming CEO and Disclosed Executives. This replaces the fair value methodology. To ensure that a similar number of instruments are granted, a one-off conversion is being undertaken. The number of instruments allocated to the incoming CEO and Disclosed Executives will be calculated based on the five trading day Volume Weighted Average Price (VWAP) of the Company's shares traded on the ASX in the week up to and including the start of the performance period (18 November 2015).

On 1 October 2015 the Board announced that Mr Shayne Elliott will become CEO and join the Board on 1 January 2016 succeeding Mr Michael Smith. Mr Elliott's at target remuneration will be \$6.3 million (which is 39% less than Mr Smith's at target remuneration of \$10.2 million) and will comprise of three components:

- ▶ Fixed remuneration of \$2.1 million.
- ▶ Annual Variable Remuneration (AVR)² target of \$2.1 million (100% of fixed remuneration). This will be prorated for the period from the commencement date (1 January 2016) to 30 September 2016. Mr Elliott's AVR target for his current role as Chief Financial Officer (CFO) will apply from 1 October 2015 to 31 December 2015.
- ▶ Long Term Variable Remuneration target of \$2.1 million. The initial award has a current face value of \$2.1 million at 50% vesting and \$4.2 million at 100% vesting. Subject to shareholder approval at the 2015 Annual General Meeting this award will be delivered as three equal tranches of performance rights allocated on a face value basis, not at fair value as used previously. Each tranche will be measured over a three year performance period against the performance hurdle relevant to each tranche, as specified by the Board.

Termination arrangements for Mr Smith are in line with his contract (as previously disclosed to shareholders).

Further detail is provided within the Remuneration Report which we hope you will find informative.



Graeme R Liebelt
Chair – Human Resources Committee

¹ LTVR - Also referred to as Long Term Incentive (LTI).

² AVR - Also referred to as Short Term Incentive (STI).

1. Basis of Preparation

The Remuneration Report is designed to provide shareholders with an understanding of ANZ's remuneration policies and the link between our remuneration approach and ANZ's performance, in particular regarding Key Management Personnel (KMP) as defined under the Corporations Act 2001. Individual outcomes are provided for ANZ's Non-Executive Directors (NEDs), the CEO and Disclosed Executives (current and former).

The Disclosed Executives are defined as those direct reports to the CEO with responsibility for the strategic direction and management of a major revenue generating Division or who control material revenue and expenses that fall within the definition of KMP.

The Remuneration Report for the Company and the Group for 2015 has been prepared in accordance with section 300A of the Corporations Act 2001. Information in Table 5: Non Statutory Remuneration Disclosure has been prepared in accordance with the presentation basis set out in Section 8.5. The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Corporations Act 2001, unless indicated otherwise, and forms part of the Directors' Report.

2. Key Management Personnel (KMP)

The KMP disclosed in this year's report are detailed in Table 1.

TABLE 1: KEY MANAGEMENT PERSONNEL

Name	Position	Term as KMP in 2015
Non-Executive Directors (NEDs)		
D Gonski	Chairman – Appointed Chairman 1 May 2014 (Appointed Director 27 February 2014)	Full Year
I Atlas	Director – Appointed 24 September 2014	Full Year
P Dwyer	Director – Appointed April 2012	Full Year
H Lee	Director – Appointed February 2009	Full Year
G Liebelt	Director – Appointed July 2013	Full Year
I Macfarlane	Director – Appointed February 2007	Full Year
J T Macfarlane	Director – Appointed 22 May 2014	Full Year
Non-Executive Directors (NEDs) – Former		
J Morschel	Chairman – Appointed Chairman March 2010 (Appointed Director October 2004), retired 30 April 2014	--
G Clark	Director – Appointed February 2004, retired 18 December 2013	--
P Hay	Director – Appointed November 2008, retired 30 April 2014	--
D Meiklejohn	Director – Appointed October 2004, retired 18 December 2013	--
A Watkins	Director – Appointed November 2008, retired 30 April 2014	--
Chief Executive Officer (CEO)		
M Smith	Chief Executive Officer and Executive Director – Concluding in role 31 December 2015	Full Year
Disclosed Executives – Current		
A Currie	Chief Operating Officer	Full Year
S Elliott	Chief Financial Officer (Chief Executive Officer and Executive Director from 1 January 2016)	Full Year
A Géczy	Chief Executive Officer, International & Institutional Banking	Full Year
D Hisco	Chief Executive Officer, New Zealand	Full Year
G Hodges	Deputy Chief Executive Officer	Full Year
J Phillips	Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	Full Year
M Whelan	Chief Executive Officer, Australia – Appointed 3 April 2015	Part Year
N Williams	Chief Risk Officer	Full Year
Disclosed Executives – Former		
P Chronican	Former Chief Executive Officer, Australia – Concluded in role 2 April 2015, ceasing employment 31 December 2015	Full Year

3. Role of the Board in Remuneration

The HR Committee is a Committee of the Board. The HR Committee is responsible for:

- ▶ reviewing and making recommendations to the Board in relation to remuneration governance, director and senior executive remuneration and senior executive succession;
- ▶ specifically making recommendations to the Board on remuneration and succession matters related to the CEO, and individual remuneration arrangements for other key executives covered by the Group's Remuneration Policy;
- ▶ the design of significant variable remuneration (such as the ANZ Employee Reward Scheme (ANZERS) and the Institutional Total Incentives Performance Plan (TIPP)); and
- ▶ remuneration structures for senior executives and others specifically covered by the Remuneration Policy.

More details about the role of the HR Committee can be found on the ANZ website.¹

The link between remuneration and risk is considered a key requirement by the Board. Committee membership is structured to ensure overlap of representation across the HR Committee and Risk Committee, with three NEDs currently on both committees. The HR Committee has free and unfettered access to risk and financial control personnel, and can also engage independent external advisors as needed.

Throughout the year the HR Committee and management received information from external providers including Aon Hewitt, Ashurst, Ernst and Young, Hay Group, Herbert Smith Freehills, McLagan, Mercer Consulting (Australia) Pty Ltd and PricewaterhouseCoopers. This information related to market data and market practice information, legislative requirements and interpretation of governance and regulatory requirements.

The HR Committee did not receive any recommendations from remuneration consultants during the year in relation to the remuneration arrangements of KMP. ANZ employs in-house remuneration professionals who provide recommendations to the HR Committee/Board, taking into consideration market information provided by external providers. The Board's decisions were made independently using the information provided and having careful regard to ANZ's strategic objectives, risk appetite and Remuneration Policy and principles.

4. HR Committee Activities

During 2015, the HR Committee met on six occasions, with remuneration matters an agenda item on each occasion. The HR Committee has a strong focus on the relationship between business performance, risk management and remuneration, with the following activities occurring during the year:

- ▶ annual review of the effectiveness of the Remuneration Policy;
- ▶ review of key senior executive appointments and terminations;
- ▶ involvement of the Risk function in remuneration regulatory and compliance related activities;
- ▶ monitoring of regulatory and compliance matters relating to remuneration governance;
- ▶ review of variable remuneration arrangements including changes to LTVR;
- ▶ review of reward outcomes for key senior executives;
- ▶ review of ANZ's risk culture and employee engagement;
- ▶ review of health and safety;
- ▶ review of diversity and inclusion; and
- ▶ review of succession plans for key senior executives.

¹ Go to anz.com > about us > our company > corporate governance > HR Committee Charter.

5. Remuneration Strategy and Objectives

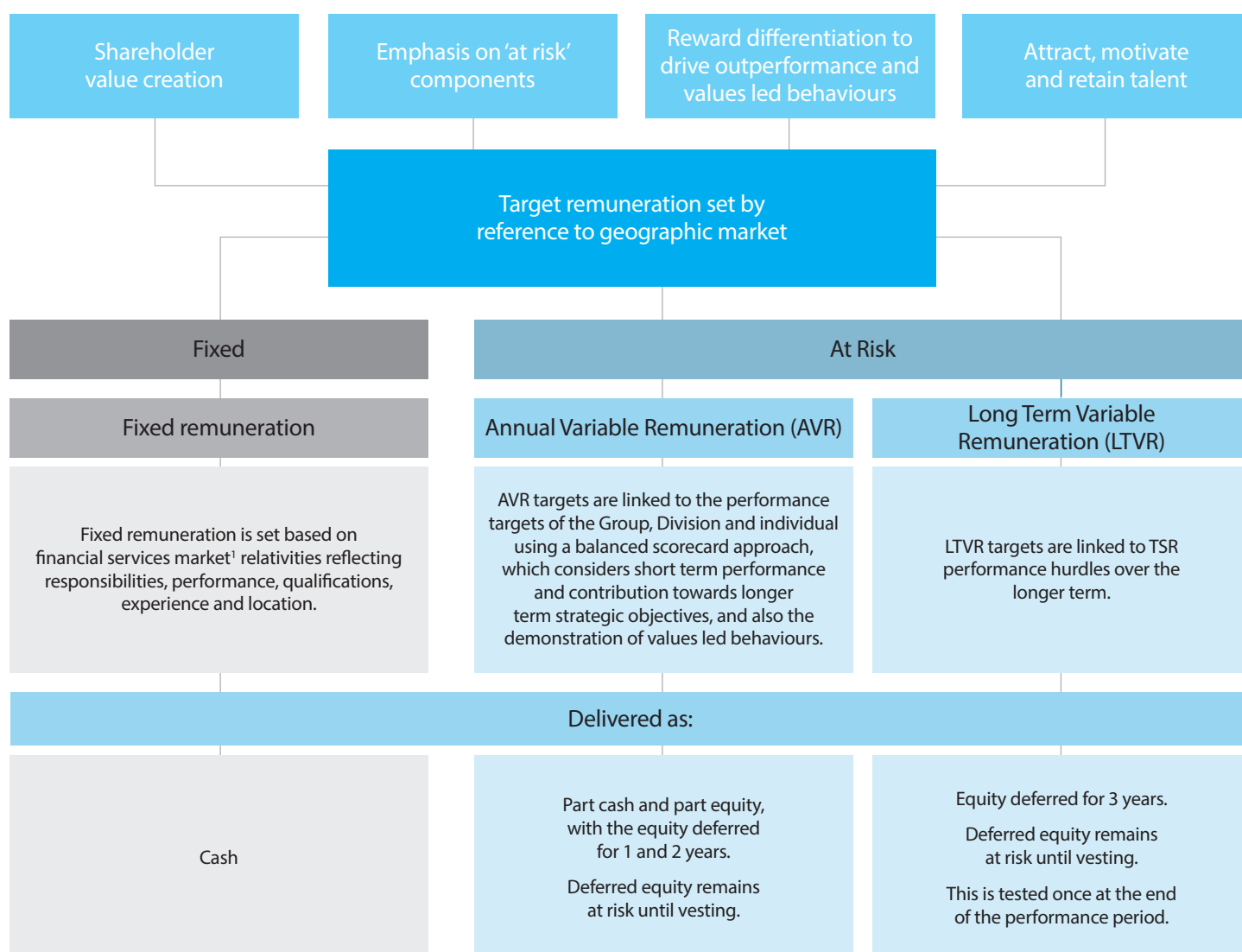
ANZ's remuneration strategy, the Group's Remuneration Policy and reward frameworks all reflect the importance of sound risk management. The following principles underpin ANZ's Remuneration Policy, which is approved by the Board and applied globally across ANZ:

- ▶ creating and enhancing value for all ANZ stakeholders;
- ▶ emphasising the 'at risk' components of total rewards to increase alignment with shareholders and encourage behaviour that supports the long term financial soundness and the risk management framework of ANZ, and the delivery of superior long term total shareholder returns;
- ▶ differentiating rewards in line with ANZ's culture of rewarding for outperformance and demonstration of behaviours aligned with ANZ's values (Integrity, Collaboration, Accountability, Respect and Excellence); and
- ▶ providing a competitive reward proposition to attract, motivate and retain the highest quality individuals in order to deliver ANZ's business and growth strategies.

Appropriate risk management is fundamental to the way ANZ operates and is therefore a key element of the way performance is measured and assessed at a Group, Division and individual level. Variable remuneration outcomes reflect performance against a balanced scorecard of financial and non-financial (including risk) measures.

The core elements of ANZ's remuneration strategy for the CEO and Disclosed Executives are set out below:

FIGURE 1: REMUNERATION OBJECTIVES



¹ Considered the most relevant comparator as this is the main pool for sourcing talent and where key talent may be lost.

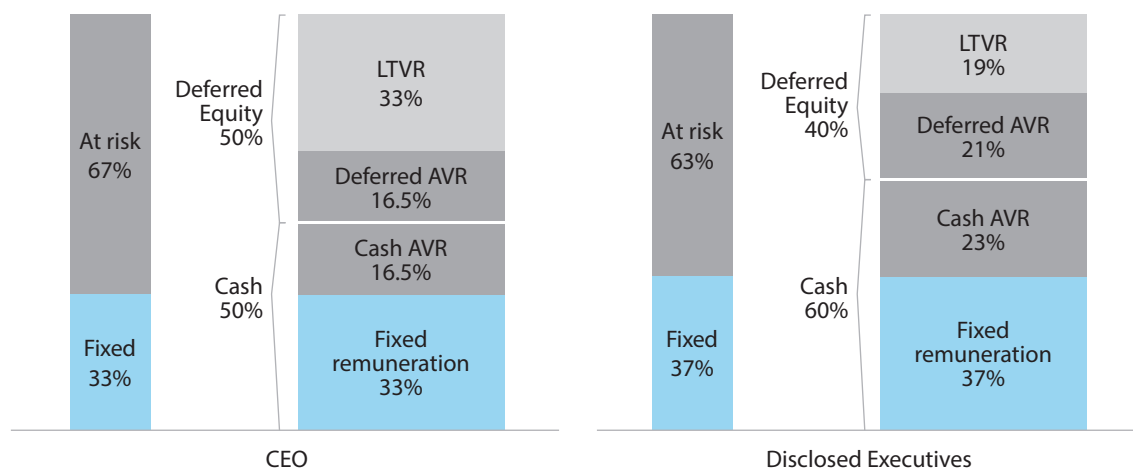
6. The Composition of Remuneration at ANZ

The Board aims to find a balance between:

- ▶ fixed and at-risk remuneration;
- ▶ annual and long term variable remuneration; and
- ▶ cash and deferred equity.

Figure 2 provides an overview of the target remuneration mix for the CEO and Disclosed Executives.

FIGURE 2: TARGET REMUNERATION MIX



The remuneration mix in Figure 2 is based on LTVR face value at 50% vesting assuming an 'on target' award (was based on fair value in previous reports).

The CEO's target remuneration mix is equally weighted between fixed remuneration, AVR and LTVR, with approximately half of total target remuneration payable in cash in the current year and half allocated as equity and deferred over one, two or three years.

The target remuneration mix for Disclosed Executives is weighted between fixed remuneration (37%), AVR (44%) and LTVR (19%), with approximately 60% of total target remuneration payable in cash in the current year and 40% allocated as equity and deferred over one, two or three years.

The deferred remuneration for the CEO and Disclosed Executives remains at risk (Board has discretion to reduce downward to zero) until vesting date.

The Board has adopted this mix as an effective reward mechanism to drive strong performance and value for the shareholder in both the short and longer term.

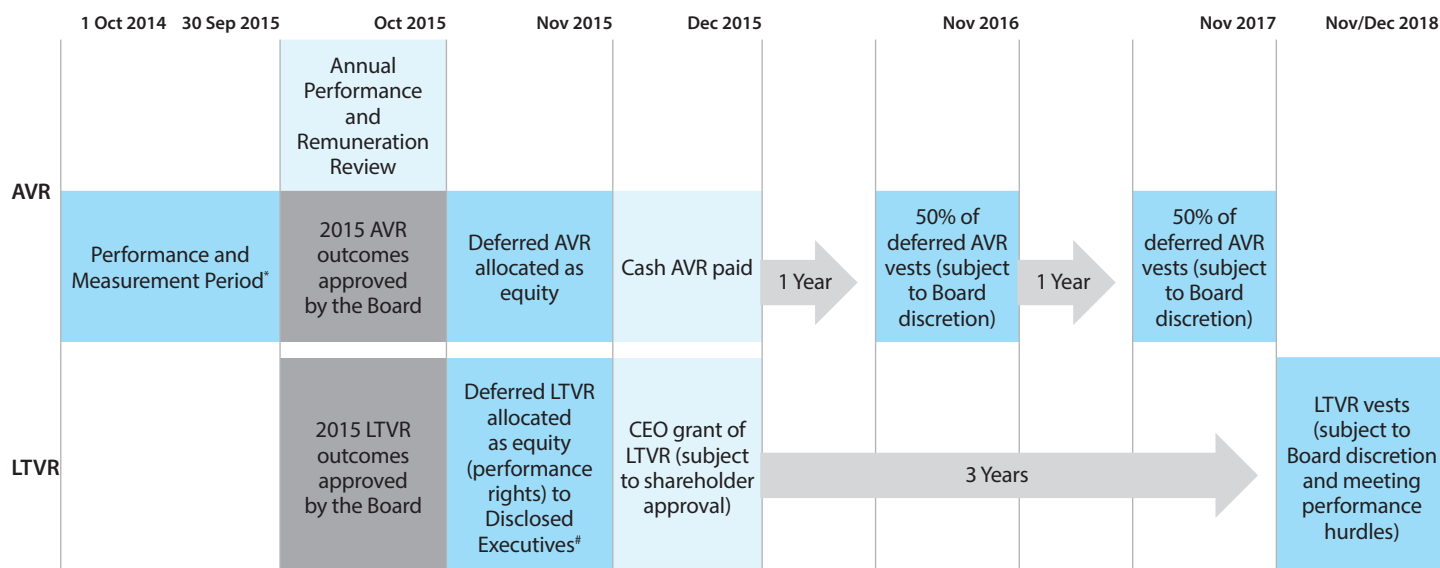
The CEO and Disclosed Executives may be awarded amounts above or below the target for both AVR and LTVR.

ANZ's AVR and LTVR deferral arrangements are designed to ensure that the CEO and Disclosed Executives are acting in the best long term interests of ANZ and its shareholders. Deferring part of their AVR over one and two years, and all of their LTVR over three years every year results in a substantial amount of their variable remuneration being directly linked to long term shareholder value. For example as at 30 September 2015 Mr Smith held 91,855 unvested AVR deferred shares and 759,168 unvested LTVR performance rights, the combined value¹ of which was around six times his fixed remuneration. Similarly as at 30 September 2015 Disclosed Executives held unvested equity, the value¹ of which was around four times their average fixed remuneration.

¹ Value is based on the number of unvested deferred shares and unvested rights held at 30 September 2015 multiplied by the ANZ closing share price as at 30 September 2015.

The following diagram demonstrates the time horizon associated with AVR and LTVR awards.

FIGURE 3: AVR AND LTVR TIME HORIZON RELATING TO 2015



* 2014 deferred AVR and deferred LTVR granted in November/December 2014

CRO allocated deferred shared rights

The reward structure for the CEO and Disclosed Executives is detailed below. The only exception is the Chief Risk Officer (CRO) whose remuneration arrangements have been structured differently to preserve the independence of this role and to minimise any conflicts of interest in carrying out the risk control function across the organisation. The CRO's role has more limited AVR leverage for individual performance and none (either positive or negative) for Group performance. LTVR is delivered as unhurdled deferred share rights, with a three year time based hurdle, and is therefore not subject to meeting TSR performance hurdles.

6.1 FIXED REMUNERATION

The fixed remuneration amount is expressed as a total dollar amount which can be taken as cash salary, superannuation contributions and other nominated benefits.

6.2 VARIABLE REMUNERATION

Variable remuneration forms a significant part of the CEO's and Disclosed Executives' potential remuneration, providing at risk components that are designed to drive performance in the short, medium and long term. The term variable remuneration within ANZ covers both the annual variable remuneration and long term variable remuneration arrangements.

Downward adjustment

The Board has on-going and absolute discretion to:

- ▶ adjust deferred variable remuneration downwards, or to zero at any time, including after the grant of such remuneration, where the Board considers such an adjustment is necessary to protect the financial soundness of ANZ or to meet unexpected or unknown regulatory requirements, or if the Board subsequently considers that having regard to information which has come to light after the grant of deferred equity/cash, the deferred equity/cash was not justified;
- ▶ withhold vesting until the Board has considered any information that may impact the vesting.

Prior to any scheduled release of deferred equity/deferred cash, the Board considers whether any downward adjustment should be made. No downward adjustment was applied to the remuneration of the CEO and Disclosed Executives during 2015.

DIRECTORS' REPORT (continued)

6.2.1 Annual Variable Remuneration (AVR)

AVR provides an annual opportunity for a variable remuneration award. It is assessed against Group, Divisional and individual objectives based on a balanced scorecard of measures and positive demonstration of values led behaviours. Many of the measures relate to contribution towards medium to longer term performance outcomes aligned to ANZ's strategic objectives as well as annual goals.

AVR ARRANGEMENTS

ANZ's Employee Reward Scheme (ANZERS) structure and pool is reviewed by the HR Committee and approved by the Board. The size of the overall pool is based on an assessment of the balanced scorecard of measures of the Group.

Performance targets	<p>In order to focus on achieving individual, Divisional and Group performance objectives a mix of quantitative and qualitative short, medium and long term measures are assessed.</p> <p>Targets are set considering prior year performance, industry standards and ANZ's strategic objectives. Many of the measures also focus on targets which are set for the current year in the context of progress towards longer term goals. The specific targets and features relating to all these measures have not been provided in detail due to their commercial sensitivity.</p> <p>For the CEO and Disclosed Executives, the weighting of measures in each individual's balanced scorecard will vary to reflect the responsibilities of their role. For example the CEOs of the Australia, New Zealand, Global Wealth and International and Institutional Banking divisions and also the CFO have a heavier weighting on financial measures (typically 40%) compared to other Disclosed Executives.</p> <p>The validation of performance and achievements against these objectives at the end of the year, for:</p> <ul style="list-style-type: none">▶ the CEO involves input from the CRO, CFO and Group General Manager Global Internal Audit on risk management, financial performance and internal audit matters respectively, followed by review and endorsement by the HR Committee, with final outcomes approved by the Board; and▶ Disclosed Executives involves a review by the CEO, input on each individual's risk management from the CRO, input on each area's internal controls from the Group General Manager Global Internal Audit and input on the financial performance of all key Divisions from the CFO. Preliminary and final review is completed by the HR Committee and final outcomes are approved by the Board. <p>The Board reviews performance outcomes against target for each metric, combined with a judgmental assessment of the prioritisation and impact of each outcome relative to overall business performance for both the short and longer term.</p>
Rewarding performance	<p>The 2015 target AVR award level for the CEO represents one third of target remuneration and for Disclosed Executives 44% of their target remuneration. The maximum AVR opportunity for the CEO and Disclosed Executives is up to 200%. Where a weak performance is assessed for the CEO or Disclosed Executives AVR opportunity is adjusted down accordingly (and potentially to a nil payment).</p>
Mandatory deferral	<p>Mandatory deferral of a portion of the AVR places an increased emphasis on having a variable structure that is flexible, continues to be performance linked, has significant retention elements and aligns the interests of the CEO and Disclosed Executives to shareholders to deliver against strategic objectives.</p> <p>The mandatory deferral threshold for AVR payments is currently \$100,000 (subject to a minimum deferral amount of \$25,000) with:</p> <ul style="list-style-type: none">▶ the first \$100,000 of amount paid in cash;▶ 50% of amount above \$100,000 paid in cash;▶ 25% of amount above \$100,000 deferred in ANZ equity for one year; and▶ 25% of amount above \$100,000 deferred in ANZ equity for two years. <p>The deferred component of AVR paid in relation to the 2015 year is delivered as ANZ deferred shares or deferred share rights. At the end of the deferral period, each deferred share right entitles the holder to one ordinary share. Deferred shares are ordinary shares.</p>

6.2.2 Long Term Variable Remuneration (LTVR)

LTVR provides an annual opportunity for an equity award deferred for three years that aligns a significant portion of overall remuneration to shareholder value over the longer term.

The HR Committee determines appropriate LTVR awards for the financial year by referencing performance achieved in that year. A grant is then made after the end of the financial year.

LTVR ARRANGEMENTS (granted prior to 1 October 2015¹) – EXCLUDING THE CRO

Type of equity awarded	LTVR was delivered to the CEO and Disclosed Executives as performance rights. A performance right is a right to acquire a share at nil cost, subject to meeting time and performance hurdles. Upon exercise, each performance right entitles the CEO and Disclosed Executives to one ordinary share.								
Time restrictions	Performance rights awarded to the CEO and Disclosed Executives will be tested against the relevant performance hurdle at the end of the three year performance period. A three year performance period provides a reasonable period to align reward with shareholder return and also acts as a vehicle to retain the CEO and Disclosed Executives. If the performance rights do not achieve the required performance hurdle they are forfeited at that time.								
Performance hurdle	<p>The performance rights have been designed to reward the CEO and Disclosed Executives if the Group's TSR is at or above the median TSR of the relevant comparator group over a three year period. TSR represents the change in the value of a share plus the value of reinvested dividends paid. TSR was chosen as the most appropriate comparative measure as it focuses on the delivery of shareholder value and is a well understood and tested mechanism to measure performance. The performance rights granted to the Disclosed Executives and CEO in November/December 2014 were split into two equal tranches with vesting dependent upon the Company's relative TSR performance against two different comparator groups (as detailed below).</p> <p>Note that grants prior to 1 October 2013 are subject to one performance hurdle only (TSR against the select financial services comparator group).</p>								
Vesting schedule	<p>The proportion of performance rights that become exercisable in each tranche will depend upon the TSR achieved by ANZ relative to the companies in the relevant comparator group at the end of the three year performance period. An averaging calculation is used for TSR over a 90 day period for start and end values in order to reduce the impact of share price volatility. To ensure an independent TSR measurement, ANZ engages the services of an external organisation (Mercer Consulting (Australia) Pty Ltd) to calculate ANZ's performance against the TSR hurdles. The level of performance required for each level of vesting, and the percentage of vesting associated with each level of performance, are set out below. The performance rights lapse if the performance condition is not met. There is no re-testing.</p> <table> <tr> <th>If the TSR of the Company compared to the TSR of the relevant comparator group:</th><th>The percentage of performance rights which will vest is:</th></tr> <tr> <td>Does not reach the 50th percentile</td><td>0%</td></tr> <tr> <td>Reaches or exceeds the 50th percentile but does not reach the 75th percentile</td><td>50%, plus 2% for every one percentile increase above the 50th percentile</td></tr> <tr> <td>Reaches or exceeds the 75th percentile</td><td>100%</td></tr> </table>	If the TSR of the Company compared to the TSR of the relevant comparator group:	The percentage of performance rights which will vest is:	Does not reach the 50th percentile	0%	Reaches or exceeds the 50th percentile but does not reach the 75th percentile	50%, plus 2% for every one percentile increase above the 50th percentile	Reaches or exceeds the 75th percentile	100%
If the TSR of the Company compared to the TSR of the relevant comparator group:	The percentage of performance rights which will vest is:								
Does not reach the 50th percentile	0%								
Reaches or exceeds the 50th percentile but does not reach the 75th percentile	50%, plus 2% for every one percentile increase above the 50th percentile								
Reaches or exceeds the 75th percentile	100%								
Comparator groups	<p>For the LTVR granted in November/December 2014:</p> <ul style="list-style-type: none"> ▶ The first tranche will be measured against a select financial services comparator group, which consists of the following nine companies: <ul style="list-style-type: none"> – AMP Limited – ASX Limited – Commonwealth Bank of Australia Limited – Insurance Australia Group Limited – Macquarie Group Limited – National Australia Bank Limited – QBE Insurance Group Limited – Suncorp Group Limited – Westpac Banking Corporation ▶ The second tranche will be measured against a comparator group comprising the companies within the S&P/ASX 50 Index as at the start of the performance period (21 November 2014). <p>Each tranche will be measured independently from the other so one tranche may vest fully or partially but another tranche may not.</p>								
Size of LTVR grants	<p>For the LTVR granted in November/December 2014, the size of individual LTVR grants was determined by reference to the performance and assessed potential of the individual. Individuals were advised of their LTVR award value, which was then split into two equal tranches and each tranche was compared to a different comparator group as explained above. The total number of performance rights in each tranche was based on an independent fair value calculation (as at the start of the performance period²) of a performance right in that tranche as independently valued.</p> <p>The future value of the grant may range from zero to an undefined amount depending on performance against the hurdle and the share price at the time of exercise.</p>								

¹ And granted after 1 October 2013.

² As at the allocation date for grants prior to 1 October 2014.

DIRECTORS' REPORT (continued)

LTVR ARRANGEMENTS FOR THE CRO

Deferred share rights The CRO is the only Disclosed Executive to receive LTVR deferred share rights, rather than performance rights. Deferred share rights are subject to a time-based vesting hurdle of three years, during which time they are held in trust. The value used to determine the number of LTVR deferred share rights to be allocated is based on an independent fair value calculation.

6.3 OTHER REMUNERATION ELEMENTS

Hedging and Margin Lending Prohibition

As specified in the Trading in ANZ Securities Policy and in accordance with the Corporations Act 2001, equity allocated under ANZ variable remuneration plans must remain at risk until fully vested (in the case of deferred shares) or exercisable (in the case of deferred share rights or performance rights). As such, it is a condition of grant that no schemes are entered into, by an individual or their associated persons, that specifically protects the unvested value of shares, deferred share rights or performance rights allocated. Doing so would constitute a breach of the grant conditions and would result in the forfeiture of the relevant shares, deferred share rights or performance rights.

ANZ also prohibits the CEO and Disclosed Executives from providing ANZ securities in connection with a margin loan or similar financing arrangements which may be subject to a margin call or loan to value ratio breach.

To monitor adherence to this policy, ANZ's CEO and Disclosed Executives are required to sign an annual declaration stating that they and their associated persons have not entered into (and are not currently involved in) any schemes to protect the value of their interests in any ANZ securities. Based on the 2015 declarations, ANZ can advise that the CEO and Disclosed Executives are fully compliant with this policy.

CEO and Disclosed Executives Shareholding Guidelines

The CEO and Disclosed Executives are expected to accumulate ANZ shares over a five year period, to the value of 200% of their fixed remuneration and to maintain this shareholding while an executive of ANZ. Shareholdings for this purpose include all vested and allocated (but unvested) equity which is not subject to performance hurdles. Based on equity holdings as at 30 September 2015 and the equity to be granted on 18 November 2015 as a result of 2015 Performance and Remuneration Review outcomes, the CEO and all Disclosed Executives meet or, if less than five years tenure, are on track to meet their minimum shareholding guidelines requirement.

Conditions of Grant

The conditions under which deferred shares, deferred share rights and performance rights are granted are approved by the Board in accordance with the rules of the ANZ Employee Share Acquisition Plan and/or the ANZ Share Option Plan.

Where deferred share rights or performance rights are granted, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

CEO Contract Terms

The following sets out details of the contract terms relating to the CEO. The contract terms are in line with industry practice (based on external advice on Australian and international peer company benchmarks) and ASX Corporate Governance Principles.

Length of contract	Mr Smith commenced as CEO and Executive Director of ANZ on 1 October 2007 and is on a permanent contract. On 1 October 2015 the Board announced that Mr Smith will be succeeded as CEO by Mr Elliott effective 1 January 2016.
Key terms of leaving arrangement	<p>Under his existing employment contract Mr Smith is entitled to 12 months' notice and ANZ has the right to require him to work all or part of this notice period. Accordingly, ANZ has determined as follows:</p> <ol style="list-style-type: none">1. Mr Smith will work in the role as CEO for the first 3 months (to 31 December 2015);2. Mr Smith will be on leave for a period of approximately 6 months (gardening leave) (to 7 July 2016);3. Mr Smith will then receive a payment for the remaining approximately 3 months in lieu of notice (to 30 September 2016). <p>As a result of the above, Mr Smith will continue to be paid his fixed remuneration on a monthly basis to 7 July 2016 (items 1 and 2 above). On Mr Smith's departure from ANZ on 7 July 2016, in accordance with the terms of his existing employment contract, he will therefore be entitled to:</p> <ul style="list-style-type: none">▶ A payment in lieu of notice for the approximately 3 month period (item 3 above) based on his above mentioned fixed remuneration; and▶ A payment for pro rata long service leave and other statutory entitlements; and▶ A payment to relocate Mr Smith and his family from Australia if he decides to relocate. <p>ANZ will also continue to provide life insurance coverage for Mr Smith for the period through to 7 July 2016. No ex gratia payments will be made.</p> <p>Equity granted in prior years under ANZ's AVR and LTVR plans will, in accordance with the terms of their issue and Mr Smith's existing employment contract, remain on foot and will vest at the originally intended vesting dates to the extent to which the performance conditions (where applicable) are satisfied in accordance with the Conditions of Grant (and the terms approved by Shareholders for the performance rights). Where the rights have vested the Board may determine to settle in equity or a cash equivalent payment. There will be no accelerated or automatic vesting upon ceasing employment. Mr Smith will also be entitled to the value of the superannuation funds that he has accumulated over his 8 years with ANZ.</p>

Incoming CEO and Disclosed Executives' Contract Terms

The following sets out details of the contract terms relating to the incoming CEO and Disclosed Executives. The contract terms for the incoming CEO and all Disclosed Executives are similar, but do, on occasion, vary to suit different needs.

Length of contract	The incoming CEO and Disclosed Executives are all on a permanent contract, which is an ongoing employment contract until notice is given by either party.
Resignation	<p>In order to terminate the employment arrangements:</p> <ul style="list-style-type: none"> ▶ the incoming CEO is required to provide the Company with 12 months' written notice; ▶ Disclosed Executives are required to provide the Company with 6 months' written notice. <p>On resignation, unless the Board determines otherwise, all unvested deferred shares, all unvested or vested but unexercised performance rights and all deferred share rights are forfeited.</p>
Termination on notice by ANZ	<p>ANZ may terminate employment by providing 12 months' written notice or payment in lieu of the notice period based on fixed remuneration. On termination on notice by ANZ, unless the Board determines otherwise:</p> <ul style="list-style-type: none"> ▶ all unvested deferred shares, performance rights and deferred share rights are forfeited; and ▶ only performance rights and deferred share rights that are vested may be exercised. <p>Where the Disclosed Executive's termination is classified as a 'good leaver', then, unless the Board decides otherwise, any unvested AVR deferred equity will be retained and released at the original vesting date. Any unvested LTVR performance rights (subject to performance hurdles being met) and LTVR deferred equity will be prorated for the period from the date of grant to the full notice termination date and released at the original vesting date.</p>
Redundancy (not applicable for the CEO)	<p>If ANZ terminates Disclosed Executive's employment for reasons of redundancy, a severance payment will be made that is equal to 12 months' fixed remuneration.</p> <p>All unvested AVR deferred equity remains subject to downward adjustment and are released at the original vesting date. All unvested LTVR performance rights (subject to performance hurdles being met), LTVR deferred equity will be prorated for the period from the date of grant to the full notice termination date and released at the original vesting date.</p>
Death or total and permanent disablement	On death or total and permanent disablement all unvested AVR deferred shares, all deferred share rights and all performance rights will vest.
Termination for serious misconduct	<p>ANZ may immediately terminate employment at any time in the case of serious misconduct, and the executive will only be entitled to payment of fixed remuneration up to the date of termination.</p> <p>On termination without notice by ANZ in the event of serious misconduct all deferred shares held in trust will be forfeited and all performance rights and deferred share rights will be forfeited.</p>
Change of control (applicable for the CEO only)	<p>Where a change of control occurs, which includes a person acquiring a relevant interest in at least 50% of the Company's ordinary shares as a result of a takeover bid, or other similar event, the applicable performance conditions applying to the performance rights will be tested and the performance rights will vest based on the extent the performance conditions are satisfied. No pro rata reduction in vesting will occur based on the period of time from the date of grant to the date of the change of control event occurring, and vesting will only be determined by the extent to which the performance conditions are satisfied.</p> <p>Any performance rights which vest based on satisfaction of the performance conditions will vest at a time (being no later than the final date on which the change of control event will occur) determined by the Board.</p> <p>Any performance rights which do not vest will lapse with effect from the date of the change of control event occurring, unless the Board determines otherwise.</p> <p>Any unvested AVR deferred shares will vest at a time (being no later than the final date on which the change of control event will occur) determined by the Board.</p>
Statutory Entitlements	Payment of statutory entitlements of long service leave and annual leave applies in all events of separation.

7. Linking Remuneration to Balanced Scorecard Performance

7.1 ANZ PERFORMANCE

TABLE 2: ANZ'S FINANCIAL PERFORMANCE 2011 – 2015

	2011	2012	2013	2014	2015
Statutory profit (\$m)	5,355	5,661	6,310	7,271	7,493
Cash/Underlying profit ¹ (unaudited)	5,652	5,830	6,492	7,117	7,216
Cash/Underlying return on equity (ROE) (%) (unaudited)	16.2%	15.1%	15.3%	15.4%	14.0%
Cash/Underlying earnings per share (EPS) (unaudited)	218.4	218.5	238.3	260.3	260.3
Share price at 30 September (\$) ²	19.52	24.75	30.78	30.92	27.08
Total dividend (cents per share)	140	145	164	178	181
Total shareholder return (12 month %)	(12.6)	35.4	31.5	5.9	(7.5)
Average AVR as a % of target ³	110%	117%	133%	133%	128%

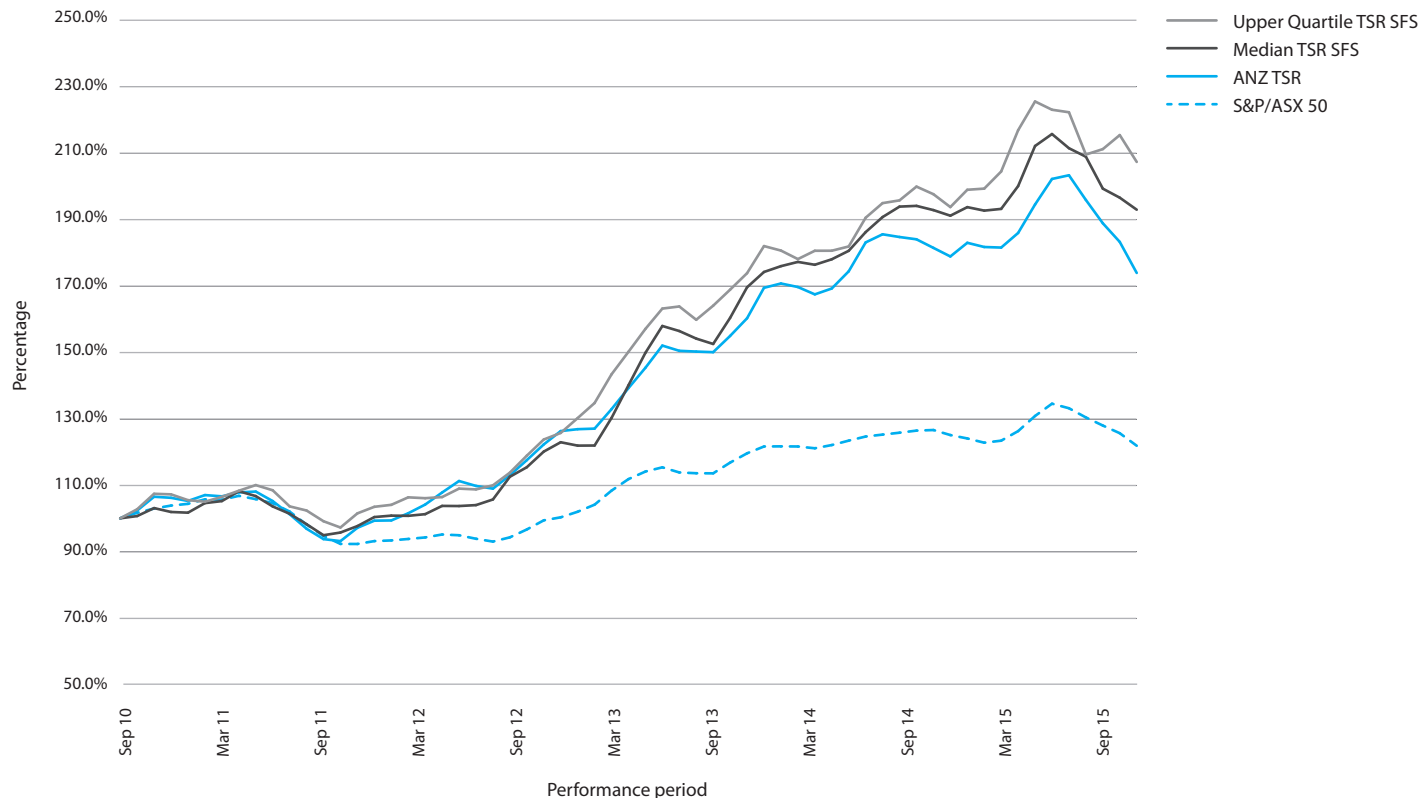
1 From 1 October 2012, the Group has used cash profit as a measure of performance for ongoing business activities of the Group, enabling shareholders to assess Group and divisional performance against prior periods and against peer institutions. For 2012 to 2015 statutory profit has been adjusted for non-core items to arrive at cash profit. For 2011 statutory profit has been adjusted for non-core items to arrive at underlying profit, which like cash profit is a measure of the ongoing business performance of the Group but used different criteria for adjusting items. Neither cash profit nor underlying profit are audited; however, the external auditor has informed the Audit Committee that the cash/underlying profit adjustments have been determined on a consistent basis across the respective periods presented.

2 The opening share price at 1 October 2010 was \$23.79.

3 The average AVR payments for each year are based on those executives (including the CEO) disclosed in each relevant reporting period.

Figure 4 compares ANZ's TSR performance against the median TSR and upper quartile TSR of the LTVR select financial services (SFS) comparator group and also against the S&P/ASX 50 Index over the 2011 to 2015 measurement period. ANZ's TSR performance is below the median TSR of the LTVR SFS comparator group and above the ASX 50 index over the five year period to 30 September 2015. Although this is across a different performance period, it is consistent with the outcomes of the most recently tested LTVR grants.

FIGURE 4: ANZ 5-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN PERFORMANCE



7.2 AVR– PERFORMANCE AND OUTCOMES

ANZ uses a balanced scorecard to measure performance in relation to the Group's main variable remuneration plans. The scorecard provides a framework whereby a combination of measures can be applied to ensure a broader long term strategic focus on driving shareholder value as well as a focus on annual priorities.

The balanced scorecard is aligned to the Group's long term strategic intent under the themes of High Performing, Most Respected, Well Managed, Best Connected and Customer Driven, with each of the five categories having broadly equal weighting. The HR Committee considers performance against the balanced scorecard and also takes into account affordability (in light of Group performance) in approving the pool spend.

The Board has assessed ANZ's overall 2015 performance as above, on or below target for each category within the balanced scorecard of measures. The Board has given full consideration to the performance of the Group and the Disclosed Executives in determining their rewards. Overall spend approved by the Board for the main annual variable remuneration pool was below target levels with a range of underlying outcomes for individuals, in line with ANZ's objectives of differentiating reward based on performance.

The following provides key measures within each category of the balanced scorecard used in 2015 for assessing performance for the purpose of determining annual variable remuneration pools.

Category	Measure	Outcome ¹
High Performing		Below Target:
	Revenue	Revenue of \$20,518 million, up 5% on 2014. Strong growth in Australia and New Zealand divisions was moderated by lower growth in International and Institutional Banking – reflecting both the challenging conditions along with decisions taken to restrict Risk Weighted Assets growth and also to forego some lower margin Financial Institutions Trade business – and in Global Wealth, where 2014 benefited from the Trustees' sale.
	Economic profit ²	Economic profit of \$2,381 million (determined using an 11% Cost of Capital), was down 13% year on year due to higher capital holding in preparation for regulatory capital changes.
	Return on equity (ROE)	Cash ROE of 14.0% was down from 15.4% in 2014 due to growth in cash profit being more than offset by higher capital growth on the back of capital raisings and the dilutive impact of a weakening AUD.
	Cash earnings per share (EPS)	Cash EPS of 260.3 cents, in line with 2014, and reflects the impact of share issuances from the capital raising and interim dividend discounted reinvestment plan.
Most Respected		Above Target:
	Workforce diversity	Workforce diversity is core to delivering on our super regional strategy. The percentage of management roles filled by women has increased from 39.2% to 40.4% year on year. ³ ANZ is continually focused on increasing the diversity of its workforce.
	Employee engagement	An engaged workforce is regarded as an important driver of sustainable long term performance. Despite continuing challenging business conditions and significant bank-wide changes over the year, employee engagement has improved to 76% in 2015 compared to 73% in 2014.
	Senior leaders as role models	The overall assessment of Senior Leaders as role models of our values has remained steady at 71% year on year.
Well Managed		On Target:
	Maintain strong credit rating	Maintained a strong credit rating at AA which is fundamental to the ongoing stability of the Group.
	Core funding ratio (CFR)	Maintained a strong CFR of 94.9%, through disciplined balance sheet management.
	Cost to income ratio	Cost to income ratio of 45.6% increased 90bps due to slower revenue growth in International and Institutional Banking and the cost of hedging our foreign currency denominated profits being a reduction against revenue, and increased depreciation and amortisation.
	Number of repeat adverse internal audit ratings	ANZ Global Internal Audit conducts an ongoing and rigorous review process to identify weaknesses in procedures and compliance with policies. In 2015 there were no repeat adverse audit ratings.

DIRECTORS' REPORT (continued)

Category	Measure	Outcome ¹
Best Connected		On Target:
	Growth in Asia Pacific, Europe and America (APEA)	ANZ aspires to be the most respected bank in the Asia Pacific region by using super regional connectivity to better meet the needs of customers which are increasingly linked to regional capital, trade and wealth flows. One important measure of the success of the super regional strategy is the growth in total Network revenues (revenue arising from having a meaningful business in APEA regardless of whether the revenue is subsequently booked within the region or in Australia or New Zealand). APEA Network revenue accounted for 25% of Group revenue in 2015.
	Growth in cross-border revenue	Growth in cross-border revenue improved from 2% to 3.9% highlighting the strength of our regional networks.
	Growth in products per customer	In 2015, products per customer increased in Australia, New Zealand and Wealth divisions with International and Institutional Banking remaining stable.
Customer Driven		On Target:
	Customer satisfaction (based on external survey outcomes)	<p>ANZ tracks customer satisfaction across its businesses as part of a group of indicators of longer term performance trends. ANZ aims to achieve top quartile customer satisfaction scores in each business based on external surveys.</p> <p>In 2015, customer satisfaction in Australia Retail has decreased slightly, but market share has increased, and Corporate and Commercial segment maintained a stable customer satisfaction score.</p> <p>Customer satisfaction in New Zealand has improved across Personal, Commercial and Rural customer segments whilst also increasing market share.</p> <p>International and Institutional Banking has achieved #1 ranking in terms of customer satisfaction (Peter Lee Surveys) in APEA and New Zealand.</p> <p>Wealth customer satisfaction increased in both ANZ Financial Planning and Direct Channels.</p>

¹ The outcomes of these key measures are derived from unaudited financial and non-financial information.

² Economic profit is an unaudited risk adjusted profit measure determined by adjusting cash profit for economic credit costs, the benefit of imputation credits and the cost of capital.

³ Includes all employees regardless of leave status but not contractors (which are included in FTE).

7.3 LTVR – PERFORMANCE AND OUTCOMES

The following provides the vesting outcomes for LTVR performance rights granted to the CEO and Disclosed Executives (excluding the CRO) in November/December 2011 which reached the end of the performance period in November/December 2014.

TABLE 3: LTVR PERFORMANCE RIGHTS HURDLE OUTCOMES

Recipients	Type	Hurdle	Grant date	First date exercisable	ANZ TSR %	Median TSR%	Vested %	Lapsed %
CEO	LTVR performance rights	Relative TSR – Select financial services	16-Dec-11	16-Dec-14	87.83%	93.95%	0%	100%
Executives	LTVR performance rights	Relative TSR – Select financial services	14-Nov-11	13-Nov-14	89.65%	96.59%	0%	100%

8. 2015 Remuneration

8.1 NON-EXECUTIVE DIRECTORS (NEDS)

Principles underpinning the remuneration policy for NEDs.

Principle	Comment
Aggregate Board and Committee fees are within the maximum annual aggregate limit approved by shareholders	The current aggregate fee pool for NEDs of \$4 million was approved by shareholders at the 2012 Annual General Meeting. The annual total of NEDs' fees, including superannuation contributions, is within this agreed limit.
Fees are set by reference to key considerations	<p>Board and Committee fees are set by reference to a number of relevant considerations including:</p> <ul style="list-style-type: none"> ▶ general industry practice and best principles of corporate governance; ▶ the responsibilities and risks attached to the role of NEDs; ▶ the time commitment expected of NEDs on Group and Company matters; and ▶ fees paid to NEDs of comparable companies. <p>ANZ compares NED fees to a comparator group of Australian listed companies with a similar size market capitalisation, with particular focus on the major financial services institutions. This is considered an appropriate group, given similarity in size, nature of work and time commitment required by NEDs.</p>
The remuneration structure preserves independence whilst aligning interests of NEDs and shareholders	So that independence and impartiality is maintained, fees are not linked to the performance of the Company and NEDs are not eligible to participate in any of the Group's variable remuneration arrangements.

Components of NED Remuneration

NEDs receive a base fee for being a Director of the Board, and additional fees for either chairing or being a member of a Board Committee. The Chairman of the Board does not receive additional fees for service on a Board Committee.

NEDs also receive superannuation contributions in accordance with the current Superannuation Guarantee legislation (up to the Government's prescribed maximum contributions limit) which satisfies the Company's statutory superannuation contributions.

Based on an independent assessment of market practice the Board elected to increase the ANZ Chairman fee and NED base fee as shown below. All Committee Chair and Committee Member fees remained unchanged for 2015.

Elements	Details			
Board/Committee fees per annum			Year	Fee
	Board Chairman Fee ¹	2015	\$810,000	(including superannuation)
		2014	\$802,000	(including superannuation)
	Board NED Base Fee	2015	\$235,000	(including superannuation)
		2014	\$230,000	(including superannuation)
	Committee Fees	Year	Committee Chair	Committee Member
	Audit	2015	\$65,000	\$32,500
	Governance	2015	\$35,000	\$15,000
	Human Resources	2015	\$55,000	\$25,000
	Risk	2015	\$60,000	\$30,000
	Technology	2015	\$35,000	\$15,000
Post-employment Benefits	The Chairman and NED base fee structure (included above) are inclusive of superannuation contributions.			

¹ ANZ Board Chairman is an ex-officio member of all Board Committees and does not receive Committee member fees.

DIRECTORS' REPORT (continued)

NED Shareholding Guidelines

The NED shareholding guidelines require NEDs to accumulate shares, over a five year period from appointment, to the value of 100% (200% for the Chairman) of the NED base fee and to maintain this shareholding while a Director of ANZ. NEDs have agreed that where their holding is below this guideline they will direct a minimum of 25% of their fees each year toward achieving this shareholding.

All NEDs have met or, if appointed within the last five years, are on track to meet their minimum shareholding guidelines requirement.

NED Statutory Remuneration Disclosure

TABLE 4: NED REMUNERATION FOR 2015 AND 2014

		Short-Term NED Benefits		Post-Employment	
	Financial Year	Fees ¹ \$	Non monetary benefits \$	Super contributions \$	Total remuneration ^{2,3} \$
Current Non-Executive Directors					
D Gonski ⁴	2015	791,085	–	18,915	810,000
	2014	383,559	–	11,837	395,396
I Atlas ⁵	2015	270,460	–	18,915	289,375
	2014	3,995	–	380	4,375
P Dwyer	2015	336,085	–	18,915	355,000
	2014	320,524	–	18,027	338,551
H Lee	2015	306,085	–	18,915	325,000
	2014	296,973	–	18,027	315,000
G Liebelt	2015	331,085	–	18,915	350,000
	2014	300,764	–	18,027	318,791
I Macfarlane	2015	323,585	–	18,915	342,500
	2014	319,473	–	18,027	337,500
J Macfarlane ⁶	2015	293,585	–	18,915	312,500
	2014	103,109	–	7,557	110,666
Former Non-Executive Directors					
J Morschel ⁷	2015	–	–	–	–
	2014	453,768	23,187	13,331	490,286
G Clark ⁸	2015	–	–	–	–
	2014	64,402	4,302	4,444	73,148
P Hay ⁹	2015	–	–	–	–
	2014	176,692	3,065	11,138	190,895
D Meiklejohn ¹⁰	2015	–	–	–	–
	2014	68,696	9,029	4,444	82,169
A Watkins ¹¹	2015	–	–	–	–
	2014	182,446	3,815	11,208	197,469
Total of all Non-Executive Directors	2015	2,651,970	–	132,405	2,784,375
	2014	2,674,401	43,398	136,447	2,854,246

1 Fees are the sum of Board fees and Committee fees, as included in the Annual Report.

2 Long-term benefits and share-based payments are not applicable for the Non-Executive Directors. There were no termination benefits for the Non-Executive Directors in either 2014 or 2015.

3 Amounts disclosed for remuneration of Directors exclude insurance premiums paid by the Group in respect of Directors' and officers' liability insurance contracts. The total premium, which cannot be disclosed because of confidentiality requirements, has not been allocated to the individuals covered by the insurance policy as, based on all available information, the Directors believe that no reasonable basis for such allocation exists.

4 D Gonski commenced as a Non-Executive Director on 27 February 2014 and as Chairman on 1 May 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

5 I Atlas commenced as a Non-Executive Director on 24 September 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

6 J Macfarlane commenced as a Non-Executive Director on 22 May 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

7 J Morschel retired as Chairman on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to car parking and gifts on retirement. \$90,959 was paid to J Morschel on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme (not included in table above).

8 G Clark retired as a Non-Executive Director on 18 December 2013 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement. \$123,990 was paid to G Clark on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme (not included in table above).

9 P Hay retired as a Non-Executive Director on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement.

10 D Meiklejohn retired as a Non-Executive Director on 18 December 2013 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to office space, car parking and gifts on retirement. \$96,545 was paid to D Meiklejohn on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme (not included in table above).

11 A Watkins retired as a Non-Executive Director on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement.

8.2 CHIEF EXECUTIVE OFFICER (CEO)

Actual remuneration provided to the CEO in 2015 is detailed below, with remuneration tables provided in Section 8.5.

Fixed remuneration: The CEO's fixed remuneration was increased from \$3.15 million to \$3.4 million effective 1 October 2014. The Board determined that an increase was appropriate to reflect the skills and experience of the CEO noting that no adjustment had been made since October 2010.

AVR: The CEO has a target AVR opportunity of \$3.4 million. The actual amount paid can increase or decrease from this number dependent on his performance as CEO and the performance of the organisation as a whole. Specifically, if, in the Board's view the CEO has performed above/below his targets, the Board may exercise its discretion to increase/decrease the AVR beyond his target payment.

The Board approved the CEO's 2015 balanced scorecard annual objectives and his longer term strategic goals at the start of the bank financial year and then assessed his performance against these at the end of the bank financial year. The CEO's AVR payment for 2015 was then determined having regard to his delivery against these objectives including ANZ's productivity performance and focus on capital efficiency, his demonstration of values led behaviours, as well as progress achieved in relation to ANZ's long term strategic goals. The AVR payment for 2015 is \$4 million with \$2.05 million paid in cash and the balance (\$1.95 million) awarded as deferred share rights, half deferred for one year and half for two years.

LTVR: At the 2014 Annual General Meeting shareholders approved an LTVR grant of performance rights to the CEO of \$3.4 million (using a fair value approach), divided into two equal tranches. The performance condition for each tranche is relative TSR against a set comparator group. Performance will be assessed at the end of the three year performance period commencing 21 November 2014 (with no retesting). The total number of performance rights granted was determined by splitting the LTVR grant value into two equal tranches of \$1.7 million each and then dividing these amounts by the fair value (at the start of the performance period) of each tranche. This equated to 119,382 performance rights being allocated for the first tranche and 109,890 performance rights being allocated for the second tranche. The face value of the performance rights at the start of the performance period (based on the five trading day VWAP of the Company's shares traded on the ASX in the week up to, and including, 21 November 2014, of \$31.8908) was \$7.3 million.

The CEO has not been awarded an LTVR for 2015 as he will step down as CEO on 31 December 2015.

8.3 INCOMING CHIEF EXECUTIVE OFFICER (CEO)

Fixed remuneration and AVR amounts shown in the remuneration tables in Section 8.5 relate to Mr Elliott's role as CFO.

The non statutory remuneration table includes an amount relating to the proposed LTVR for Mr Elliott in his capacity as the incoming CEO. The proposed grant has a face value at grant of \$2.1 million at 50% vesting and \$4.2 million at 100% vesting, subject to shareholder approval at the 2015 Annual General Meeting. LTVR reflects the importance of focusing the incoming CEO on the achievement of longer term strategic objectives and alignment with shareholders interests. The LTVR will be delivered as performance rights split into three equal tranches, two tranches with a separate relative TSR performance hurdle and the third tranche with an Absolute CAGR TSR performance hurdle. Each tranche will be measured independently. The number of performance rights granted to the incoming CEO in each tranche will be determined using an allocation value based on the five trading day VWAP of the Company's shares traded on the ASX in the week up to, and including, the start of the performance period (18 November 2015) and will not take into account the probability of performance measures being met. The TSR hurdles will be subject to testing after three years, i.e. November 2018 (with no retesting). Further information is provided in the 2015 Annual General Meeting Notice of Meeting.

8.4 DISCLOSED EXECUTIVES

Actual remuneration provided to the Disclosed Executives in 2015 is summarised below, with remuneration tables provided in Section 8.5.

Fixed remuneration: The annual review of ANZ's fixed remuneration levels for Disclosed Executives identified that most executives were competitively positioned within the market and therefore adjustments were only made to three executives (Mr Currie, Ms Phillips and Mr Williams).

AVR: All variable remuneration awarded in the 2015 financial year related to performance from the 2014 financial year.

In determining AVR outcomes each year the Board take into consideration overall Company performance against the balanced scorecard of measures, along with individual performance against set objectives.

Overall, the total amount of AVR payments to Disclosed Executives for the 2015 year (which are paid/granted in the 2016 financial year) are flat or slightly lower as a percentage of target than for the 2014 year reflecting a solid performance.

LTVR: LTVR performance rights granted to Disclosed Executives during the 2015 financial year were allocated in November 2014 in two tranches (using a fair value approach). Each tranche is subject to meeting the relative TSR performance hurdle of that tranche, measured over a three year performance period commencing 21 November 2014. The CRO received LTVR deferred share rights.

For awards to be allocated in November 2015, the Board elected to grant LTVR to Disclosed Executives below, at or above target. LTVR reflects the importance of focusing Disclosed Executives on the achievement of longer term strategic objectives and the alignment with shareholders interests. It also recognises the capabilities of these individuals and the need to retain their expertise over the longer term. The LTVR will be delivered as performance rights using the same approach as for the incoming CEO as detailed in Section 8.3 Incoming Chief Executive Officer (CEO), except for the CRO who will receive LTVR deferred share rights.

DIRECTORS' REPORT (continued)

8.5 REMUNERATION TABLES – CEO AND DISCLOSED EXECUTIVES

Table 5: Non Statutory Remuneration Disclosure has been prepared to provide shareholders with a view of remuneration structure and how remuneration was paid or communicated to the CEO and Disclosed Executives for 2014 and 2015. The Board believes presenting information in this way provides the shareholder with increased clarity and transparency of the CEO and Disclosed Executives' remuneration, clearly showing the amounts awarded for each remuneration component (fixed remuneration, AVR and LTVR) within the financial year as well as the amounts actually received. Details of prior year awards which may have vested in 2014 and 2015 are provided in the footnotes.

	Individuals included in table	Fixed remuneration	Non monetary benefits	Retirement benefits
NON STATUTORY REMUNERATION DISCLOSURE TABLE	CEO and Current Disclosed Executives (pro-rated for period of year as a KMP)	Total of cash salary and superannuation contributions	Non monetary benefits which typically consist of company-funded benefits and fringe benefits tax payable on these benefits	Not included
STATUTORY REMUNERATION DISCLOSURE TABLE	CEO, Current and Former Disclosed Executives (pro-rated for period of year as a KMP)	Cash salary (including any reductions made in relation to the utilisation of ANZ's Lifestyle Leave Policy) and superannuation contributions	As above	Retirement benefit accrued during the year. This relates to a retirement allowance available to individuals employed prior to Nov 1992.

1 Subject to Shareholder approval for the incoming CEO.

TABLE 5: NON STATUTORY REMUNERATION DISCLOSURE – CEO AND CURRENT DISCLOSED EXECUTIVE REMUNERATION FOR 2015 AND 2014

	Financial Year	Fixed Remuneration \$	Non monetary benefits \$	Cash \$	Deferred as equity \$
CEO and Current Disclosed Executives					
M Smith ³	2015	3,400,000	204,530	2,050,000	1,950,000
Chief Executive Officer	2014	3,150,000	170,019	2,050,000	1,950,000
A Currie ⁴	2015	1,100,000	16,537	1,000,000	900,000
Chief Operating Officer	2014	1,000,000	15,938	950,000	850,000
S Elliott ⁵	2015	1,250,000	17,037	1,300,000	1,200,000
Chief Financial Officer	2014	1,250,000	20,663	1,300,000	1,200,000
A Géczy ⁶	2015	1,250,000	856,640	850,000	750,000
Chief Executive Officer, International & Institutional Banking	2014	1,250,000	337,718	900,000	800,000
D Hisco ⁷	2015	1,181,243	439,790	1,162,631	1,062,631
Chief Executive Officer, New Zealand	2014	1,165,493	430,342	1,150,083	1,050,082
G Hodges ⁸	2015	1,050,000	18,448	800,000	700,000
Deputy Chief Executive Officer	2014	1,050,000	19,166	800,000	700,000
J Phillips ⁹	2015	1,050,000	156,957	900,000	800,000
Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	2014	1,000,000	5,500	900,000	800,000
M Whelan ¹⁰	2015	500,000	5,625	500,000	400,000
Chief Executive Officer, Australia					
N Williams ¹¹	2015	1,350,000	21,441	1,000,000	900,000
Chief Risk Officer	2014	1,250,000	18,551	950,000	850,000

1 The possible range of AVR is between 0 and 2 times target AVR. The actual AVR received is dependent on ANZ and individual performance. Anyone who received less than 100% of target forfeited the rest of their AVR entitlement. The minimum value is nil and the maximum value is what was actually paid.

2 Total Remuneration assumes LTVR face value at 50% vesting.

3 **M Smith** - Non monetary benefits include car parking, life insurance and taxation services. In 2015 equity to the value of \$2,149,382 vested in respect of previously disclosed deferred AVR granted in November 2012 and November 2013. Deferred LTVR which was granted in December 2011 and previously disclosed, lapsed in December 2014.

4 **A Currie** - Non monetary benefits include car parking and taxation services. In 2015 equity to the value of \$732,721 vested in respect of deferred AVR granted in November 2012 and November 2013, and equity to the value of \$763,011 vested in respect of deferred LTVR granted in November 2011.

5 **S Elliott** - Non monetary benefits include car parking and taxation services. In 2015 equity to the value of \$1,243,525 vested in respect of previously disclosed deferred AVR granted in November 2012 and November 2013. Deferred LTVR which was granted in November 2011 and previously disclosed, lapsed in November 2014. The 2015 LTVR relates to the proposed LTVR grant as incoming CEO, subject to approval by shareholders at the 2015 Annual General Meeting.

6 **A Géczy** - Non monetary benefits include relocation expenses, car parking and taxation services.

The information provided in Table 5 is non statutory information and differs from the information provided in Table 6: Statutory Remuneration Disclosure, which has been prepared in accordance with Australian Accounting Standards. A description of the difference between the two tables in relation to the 2015 financial year information is provided below:

Long service leave accrual	Annual Variable Remuneration (AVR)	Long Term Variable Remuneration (LTVR)	Other equity allocations
Not included	AVR awarded in Nov 2015 for the 2015 financial year – expressed as a cash value plus a deferred equity grant value The equity allocation value multiplied by the number of instruments granted equals the AVR/LTVR deferred equity dollar value	Award value of LTVR granted in Nov/Dec ¹ 2015	Not included
Long service leave accrued during the year	Includes cash AVR (Nov 2015 element only) under total cash incentive and amortised AVR for deferred equity from current and prior year Amortised AVR values relate to AVR awards made in Nov 2012, 2013, 2014 and to be granted in Nov 2015 Equity is amortised over the vesting period of the award.	Amortised LTVR values relate to LTVR awards made in Nov/Dec 2011, 2012, 2013 and 2014	Amortised values for equity awards made in prior years, such as Employee Share Offer, excluding AVR and LTVR awards

AVR			LTVR		Total Remuneration ²		
Total \$	As % of target %	As % of maximum opportunity ¹ %	Face value at 50% vesting \$	Face value at 100% vesting \$	Total \$	Deferred as equity \$	Received \$
4,000,000	118%	59%	–	–	7,604,530	1,950,000	5,654,530
4,000,000	127%		3,400,000	7,311,667	10,720,019	5,350,000	5,370,019
1,900,000	144%	72%	750,000	1,500,000	3,766,537	1,650,000	2,116,537
1,800,000	150%		750,000	1,612,845	3,565,938	1,600,000	1,965,938
2,500,000	167%	83%	2,100,000	4,200,000	5,867,037	3,300,000	2,567,037
2,500,000	167%		800,000	1,720,349	4,570,663	2,000,000	2,570,663
1,600,000	107%	53%	800,000	1,600,000	4,506,640	1,550,000	2,956,640
1,700,000	113%		800,000	1,720,349	4,087,718	1,600,000	2,487,718
2,225,262	157%	78%	699,264	1,398,528	4,545,559	1,761,895	2,783,664
2,200,165	157%		699,260	1,503,715	4,495,260	1,749,342	2,745,918
1,500,000	119%	60%	500,000	1,000,000	3,068,448	1,200,000	1,868,448
1,500,000	119%		500,000	1,075,230	3,069,166	1,200,000	1,869,166
1,700,000	135%	67%	700,000	1,400,000	3,606,957	1,500,000	2,106,957
1,700,000	142%		700,000	1,505,310	3,405,500	1,500,000	1,905,500
900,000	161%	81%	350,000	700,000	1,755,625	750,000	1,005,625
1,900,000	117%	78%	750,000		4,021,441	1,650,000	2,371,441
1,800,000	120%		750,000		3,818,551	1,600,000	2,218,551

7 **D Hisco** - 2014 and 2015 remuneration value in the table represents his NZD remuneration converted to AUD at the average exchange rate for the 2014 and 2015 financial years respectively. Non monetary benefits include expenses related to his assignment to New Zealand, car parking and taxation services. In 2015 equity to the value of \$1,095,173 vested in respect of previously disclosed deferred AVR granted in November 2012 and November 2013. Deferred LTVR which was granted in November 2011 and previously disclosed, lapsed in November 2014. D Hisco also received shares to the value of \$740 in relation to the Employee Share Offer in December 2014 and will receive shares to the value of \$736 in relation to the Employee Share Offer in December 2015.

8 **G Hodges** - Non monetary benefits include car parking and taxation services. In 2015 equity to the value of \$646,299 vested in respect of previously disclosed deferred AVR granted in November 2012 and November 2013. Deferred LTVR which was granted in November 2011 and previously disclosed, lapsed in November 2014.

9 **J Phillips** - Relocated to Sydney in 2015. Non monetary benefits include relocation expenses, car parking and taxation services. In 2015 equity to the value of \$658,846 vested in respect of previously disclosed deferred AVR granted in November 2012 and November 2013. Deferred LTVR which was granted in 2011 and previously disclosed, lapsed in November 2014.

10 **M Whelan** - Commenced in a Disclosed Executive role on 3 April 2015 so 2015 remuneration reflects amounts prorated for the partial service year. Non monetary benefits comprise car parking.

11 **N Williams** - Non monetary benefits include car parking and taxation services. In 2015 equity to the value of \$750,313 vested in respect of deferred AVR granted in November 2012 and November 2013 and equity to the value of \$763,011 vested in respect of deferred LTVR granted in November 2011. (LTVR is delivered as unhurdled deferred share rights and is not subject to meeting TSR performance hurdles).

DIRECTORS' REPORT (continued)

TABLE 6: STATUTORY REMUNERATION DISCLOSURE – CEO AND DISCLOSED EXECUTIVE REMUNERATION FOR 2015 AND 2014

		Short-Term Employee Benefits			Post-Employment	
	Financial Year	Cash salary ¹ \$	Non monetary benefits ² \$	Total cash incentive ^{3,4} \$	Super contributions ⁵ \$	Retirement benefit accrued during year ⁶ \$
CEO and Current Disclosed Executives						
M Smith	2015	3,308,557	204,530	2,050,000	91,443	–
Chief Executive Officer	2014	3,150,000	170,019	2,050,000	–	–
A Currie	2015	966,112	16,537	1,000,000	95,434	–
Chief Operating Officer	2014	879,723	15,938	950,000	85,191	–
S Elliott	2015	1,141,553	17,037	1,300,000	108,447	–
Chief Financial Officer	2014	1,143,512	20,663	1,300,000	106,488	–
A Géczy	2015	1,141,553	856,640	850,000	108,447	–
Chief Executive Officer, International & Institutional Banking	2014	1,143,512	337,718	900,000	106,488	–
D Hisco ¹⁰	2015	1,181,243	439,790	1,162,631	–	8,529
Chief Executive Officer, New Zealand	2014	1,165,493	430,342	1,150,083	–	61,805
G Hodges	2015	958,904	18,448	800,000	91,096	4,565
Deputy Chief Executive Officer	2014	960,550	19,166	800,000	89,450	7,945
J Phillips	2015	958,904	156,957	900,000	91,096	–
Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	2014	914,809	5,500	900,000	85,191	–
M Whelan ¹¹	2015	456,621	5,625	500,000	43,379	–
Chief Executive Officer, Australia						
N Williams	2015	1,232,877	21,441	1,000,000	117,123	13,830
Chief Risk Officer	2014	1,143,512	18,551	950,000	106,488	25,251
Former Disclosed Executives						
P Chronican ¹²	2015	1,484,018	17,163	300,000	140,982	–
Chief Executive Officer, Australia	2014	1,189,252	15,938	925,000	110,748	–
Total of all Executive KMPs ¹³	2015	12,830,342	1,754,168	9,862,631	887,447	26,924
	2014	11,690,363	1,033,835	9,925,083	690,044	95,001

1 Cash salary includes adjustments made in relation to the utilisation of ANZ's Lifestyle Leave Policy, where applicable.

2 Non monetary benefits generally consist of company-funded benefits such as car parking and taxation services. This item also includes costs met by the company in relation to relocation, gifts received on leaving ANZ for former Disclosed Executives, and life insurance for the CEO. The fringe benefits tax payable on any benefits is also included in this item.

3 The total cash incentive relates to the cash component only, with the relevant amortisation of the AVR deferred components included in share-based payments and amortised over the vesting period. The total AVR was approved by the Board on 27 October 2015. 100% of the cash component of the AVR awarded for the 2014 and 2015 years vested to the Disclosed Executive in the applicable financial year.

4 The possible range of AVR is between 0 and 2 times target AVR. The actual AVR received is dependent on ANZ and individual performance. The 2015 AVR awarded (cash and equity component) as a percentage of target AVR was: M Smith 118% (2014: 127%); A Currie 144% (2014: 150%); S Elliott 167% (2014: 167%); A Géczy 107% (2014: 113%); D Hisco 157% (2014: 157%); G Hodges 119% (2014: 119%); J Phillips 135% (2014: 142%); M Whelan 161% (2014: 120%) and P Chronican 64% (2014: 112%). Anyone who received less than 100% of target forfeited the rest of their AVR entitlement. The minimum value is nil and the maximum value is what was actually paid.

5 For all Australian based Disclosed Executives, the superannuation contribution reflects the Superannuation Guarantee Contribution – individuals may elect to take this contribution as superannuation or a combination of superannuation and cash. The amount for M Smith reflects a part year superannuation contribution made during 2015.

6 Accrual relates to Retirement Allowance. As a result of being employed with ANZ prior to November 1992, D Hisco, G Hodges and N Williams are eligible to receive a Retirement Allowance on retirement, retrenchment, death, or resignation for illness, incapacity or domestic reasons. The Retirement Allowance is calculated as follows: three months of preserved notional salary (which is 65% of Fixed Remuneration) plus an additional 3% of notional salary for each year of full time service above 10 years, less the total accrual value of long service leave (including taken and untaken).

7 In accordance with the requirements of AASB 2 Share-based payments, the amortisation value includes a proportion of the fair value (taking into account market-related vesting conditions) of all equity that had not yet fully vested as at the commencement of the financial year. The fair value is determined at grant date and is allocated on a straight-line basis over the relevant vesting period. The amount included as remuneration is not related to nor indicative of the benefit (if any) that may ultimately be realised should the equity become exercisable.

8 Remuneration amounts disclosed exclude insurance premiums paid by the consolidated entity in respect of directors' and officers' liability insurance contracts which cover current and former KMP of the controlled entities. The total premium, which cannot be disclosed because of confidentiality requirements, has not been allocated to the individuals covered by the insurance policy as, based on all available information, the directors believe that no reasonable basis for such allocation exists.

Long-Term
Employee
BenefitsShare-Based Payments⁷

Long service leave accrued during the year \$	Total amortisation value of					Termination benefits \$	Grand total remuneration ^{8,9} \$
	AVR		LTVR		Other equity allocations		
	Shares \$	Rights \$	Shares \$	Rights \$	Shares \$		
78,054	1,172,496	767,058	–	3,170,182	–	–	10,842,320
47,073	1,893,344	–	–	3,133,587	–	–	10,444,023
25,567	823,673	–	20,306	713,982	–	–	3,661,611
14,983	717,821	–	195,545	463,757	–	–	3,322,958
18,940	1,191,554	–	–	988,004	–	–	4,765,535
18,752	1,134,313	–	–	922,786	–	–	4,646,514
18,940	608,406	–	–	436,929	–	–	4,020,915
18,938	313,878	–	–	178,321	–	–	2,998,855
25,130	–	1,028,252	–	619,810	466	–	4,465,851
62,038	–	790,752	–	548,048	217	–	4,208,778
15,910	670,413	–	–	496,497	–	–	3,055,833
32,355	611,759	–	–	495,131	–	–	3,016,356
19,779	753,726	–	–	553,742	–	–	3,434,204
15,010	658,421	–	–	493,171	–	–	3,072,102
22,550	259,248	–	204,251	61,893	–	–	1,553,567
65,795	841,966	–	20,306	664,022	–	–	3,977,360
127,499	745,149	–	183,979	413,799	–	–	3,714,228
–	719,083	200,000	–	818,698	–	104,145	3,784,089
19,525	848,607	–	–	657,940	–	–	3,767,010
290,665	7,040,565	1,995,310	244,863	8,523,759	466	104,145	43,561,285
356,173	6,923,292	790,752	379,524	7,306,540	217	–	39,190,824

9 While the CEO is an Executive Director, he has been included in this table with the Disclosed Executives.

10 D Hisco was eligible in 2014 and 2015 to receive shares in relation to the Employee Share Offer, which provides a grant of ANZ shares in each financial year to eligible employees subject to Board approval. Refer to note 41 Employee Share and Option Plans for further details on the Employee Share Offer. Long service leave accrued during the year includes a one-off long service loyalty award.

11 M Whelan commenced in a Disclosed Executive role on 3 April 2015 so 2015 remuneration reflects amounts prorated for the partial service year.

12 P Chronican concluded in role on 2 April 2015 and will be ceasing employment 31 December 2015. Statutory remuneration table reflects his expense up to his date of termination, 31 December 2015 (i.e. shows 15 months of fixed remuneration (noting his annual fixed remuneration for 2015 remained unchanged at \$1.3 million) and share-based payments expensed to 31 December 2015). AVR reflects amounts received for the partial service year up to 2 April 2015, date concluded in role. Termination benefits reflect payment for accrued annual leave payable upon termination.

13 For those Disclosed Executives who were disclosed in both 2014 and 2015, the following are noted:

- M Smith – uplift in year-on-year total remuneration, driven mainly by an increase in salary, non monetary benefits and long service leave accrual.
- A Currie – uplift in year-on-year total remuneration, driven mainly by an increase in salary, cash incentive and amortised value of equity.
- S Elliott – uplift in year-on-year total remuneration, driven by an increase in the amortised value of equity.
- A Géczy – uplift in year-on-year total remuneration, driven by an increase in non monetary benefits and the amortised value of equity.
- D Hisco – uplift in year-on-year total remuneration, driven by an increase in the amortised value of equity.
- G Hodges – minimal change in year-on-year total remuneration.
- J Phillips – uplift in year-on-year total remuneration, driven mainly by an increase in salary, non monetary benefits and amortised value of equity.
- N Williams – uplift in year-on-year total remuneration, driven mainly by an increase in salary, cash incentive and amortised value of equity.
- P Chronican – uplift in year-on-year total remuneration, driven by inclusion of expensing in relation to termination (fixed remuneration for 15 months, expensing of equity and annual leave payable upon termination).

9. Equity

All shares underpinning equity awards may be purchased on market, or be newly issued shares or a combination of both. For the 2014 equity granted to the CEO and Disclosed Executives in November/December 2014, all AVR deferred shares were purchased on market and for LTVR performance rights, the approach to satisfying awards will be determined closer to the time of vesting.

9.1 CEO AND DISCLOSED EXECUTIVES EQUITY

Details of deferred shares and rights granted to the CEO and Disclosed Executives during the 2015 year, and granted to the CEO and Disclosed Executives in prior years which vested, were exercised/sold or which lapsed/were forfeited during the 2015 year is set out below.

TABLE 7: CEO AND DISCLOSED EXECUTIVES EQUITY GRANTED, VESTED, EXERCISED/SOLD AND LAPSED/FORFEITED

						Vested		Lapsed/Forfeited				Exercised/Sold				Vested and exercisable as at 30 Sep 2015 ³	Unexercisable as at 30 Sep 2015
Name	Type of equity	Number granted ¹	Grant date	First date exercisable	Date of expiry	Number	%	Value ² \$	Number	%	Value ² \$	Number	%	Value ² \$			
CEO and Current Disclosed Executives																	
M Smith ⁴	AVR deferred shares	36,334	12-Nov-12	12-Nov-14	–	36,334	100	1,171,466	–	–	–	(36,334)	100	1,223,064	–	–	–
	AVR deferred shares	30,709	22-Nov-13	22-Nov-14	–	30,709	100	977,916	–	–	–	(30,709)	100	1,033,717	–	–	–
	AVR deferred shares ¹⁴	30,574	21-Nov-14	21-Nov-15	–	–	–	–	–	–	–	–	–	–	–	30,574	–
	AVR deferred shares ¹⁴	30,573	21-Nov-14	21-Nov-16	–	–	–	–	–	–	–	–	–	–	–	–	30,573
	LTVR performance rights	326,424	16-Dec-11	17-Dec-14	16-Dec-16	–	–	–	(326,424)	100	(10,000,619)	–	–	–	–	–	–
	LTVR performance rights ¹⁵	119,382	18-Dec-14	18-Dec-17	18-Dec-19	–	–	–	–	–	–	–	–	–	–	–	119,382
LTVR performance rights ¹⁵	109,890	18-Dec-14	18-Dec-17	18-Dec-19	–	–	–	–	–	–	–	–	–	–	–	109,890	
A Currie ⁵	AVR deferred shares	12,616	12-Nov-12	12-Nov-14	–	12,616	100	406,760	–	–	–	(12,616)	100	403,214	–	–	–
	AVR deferred shares	10,236	22-Nov-13	22-Nov-14	–	10,236	100	325,961	–	–	–	(10,236)	100	325,459	–	–	–
	AVR deferred shares ¹⁴	13,327	21-Nov-14	21-Nov-15	–	–	–	–	–	–	–	–	–	–	–	13,327	–
	AVR deferred shares ¹⁴	13,327	21-Nov-14	21-Nov-16	–	–	–	–	–	–	–	–	–	–	–	13,327	–
	LTVR deferred shares	23,696	14-Nov-11	14-Nov-14	–	23,696	100	763,011	–	–	–	(23,696)	100	757,336	–	–	–
	LTVR performance rights ¹⁵	26,334	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	–	26,334
LTVR performance rights ¹⁵	24,240	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	–	24,240	
S Elliott ⁶	AVR deferred shares	20,185	12-Nov-12	19-Nov-14	–	20,185	100	641,726	–	–	–	–	–	–	20,185	–	–
	AVR deferred shares	18,898	22-Nov-13	22-Nov-14	–	18,898	100	601,799	–	–	–	–	–	–	18,898	–	–
	AVR deferred shares ¹⁴	18,815	21-Nov-14	21-Nov-15	–	–	–	–	–	–	–	–	–	–	–	18,815	–
	AVR deferred shares ¹⁴	18,814	21-Nov-14	21-Nov-16	–	–	–	–	–	–	–	–	–	–	–	18,814	–
	LTVR performance rights	71,982	14-Nov-11	14-Nov-14	14-Nov-16	–	–	–	(71,982)	100	(2,317,820)	–	–	–	–	–	–
	LTVR performance rights ¹⁵	28,089	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	28,089	–
LTVR performance rights ¹⁵	25,856	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	25,856	–	
A Géczy ⁷	AVR deferred shares ¹⁴	12,543	21-Nov-14	21-Nov-15	–	–	–	–	–	–	–	–	–	–	–	12,543	–
	AVR deferred shares ¹⁴	12,543	21-Nov-14	21-Nov-16	–	–	–	–	–	–	–	–	–	–	–	12,543	–
	LTVR performance rights ¹⁵	28,089	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	28,089	–
	LTVR performance rights ¹⁵	25,856	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	25,856	–
D Hisco ⁸	LTVR deferred shares	23,243	31-Oct-08	31-Oct-11	–	–	–	–	–	–	–	(7,243)	31	234,532	16,000	–	–
	Employee Share Offer	23	04-Dec-14	04-Dec-17	–	–	–	–	–	–	–	–	–	–	–	23	–
	AVR deferred share rights	18,382	12-Nov-12	12-Nov-14	12-Nov-16	18,382	100	592,665	–	–	–	(18,382)	100	654,622	–	–	–
	AVR deferred share rights	15,780	22-Nov-13	22-Nov-14	21-Nov-16	15,780	100	502,508	–	–	–	(15,780)	100	561,959	–	–	–
	AVR deferred share rights ¹⁴	17,408	21-Nov-14	21-Nov-15	21-Nov-17	–	–	–	–	–	–	–	–	–	–	17,408	–
	AVR deferred share rights ¹⁴	18,370	21-Nov-14	21-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	18,370	–
	LTVR performance rights	55,370	14-Nov-11	14-Nov-14	14-Nov-16	–	–	–	(55,370)	100	(1,782,914)	–	–	–	–	–	–
	LTVR performance rights ¹⁵	24,552	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	24,552	–
LTVR performance rights ¹⁵	22,600	21-Nov-14	21-Nov-17	21-Nov-19	–	–	–	–	–	–	–	–	–	–	22,600	–	

1 Executives, for the purpose of the five highest paid executive disclosures, are defined as Disclosed Executives or other members of Management Board. Rights granted to the five highest paid executives as remuneration in 2015 are included above.

2 The point in time value of shares/share rights and/or performance rights is based on the one day VWAP of the Company's shares traded on the ASX on the date of vesting, lapsing/forfeiture or exercising/sale/transfer out of trust, multiplied by the number of shares/share rights and/or performance rights.

3 The number vested and exercisable is the number of shares, options and rights that remain vested at the end of the reporting period. No shares, options and rights were vested and unexercisable.

4 M Smith - The CEO had a proportion of his AVR amount deferred as equity. The Board determined the deferred amount for the CEO. The 2014 LTVR grant for the CEO was delivered as performance rights. LTVR performance rights granted 16 Dec 2011 lapsed on 16 Dec 2014 and the one day VWAP was \$30.6369. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 328,810 (November 2012); 100,832 and 100,254 (December 2013); 119,382 and 109,890 (December 2014).

5 A Currie - Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 73,818 (November 2012); 27,036 and 24,687 (November 2013); 26,334 and 24,240 (November 2014).

6 S Elliott - LTVR performance rights granted 14 Nov 2011 lapsed on 14 Nov 2014 and the one day VWAP was \$32.20. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 118,110 (November 2012); 36,049 and 32,916 (November 2013); 28,089 and 25,856 (November 2014).

7 A Géczy - Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 22,530 and 20,572 (November 2013); 28,089 and 25,856 (November 2014).

8 D Hisco - AVR deferred share rights granted 12 Nov 2012 and 22 Nov 2013 were exercised on 24 Apr 2015, the one day VWAP on date of exercise was \$35.6121 and the exercise price was \$0.00. LTVR performance rights granted 14 Nov 2011 lapsed on 14 Nov 2014 and the one day VWAP was \$32.20. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 49,212 (November 2012); 25,205 and 23,015 (November 2013); 24,552 and 22,600 (November 2014).

9 G Hodges - LTVR performance rights granted 14 Nov 2011 lapsed on 14 Nov 2014 and the one day VWAP was \$32.20. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 49,212 (November 2012); 18,024 and 16,458 (November 2013); 17,556 and 16,160 (November 2014).

10 J Phillips - LTVR performance rights granted 14 Nov 2011 lapsed on 14 Nov 2014 and the one day VWAP was \$32.20. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 49,212 (November 2012); 18,024 and 16,458 (November 2013); 24,578 and 22,624 (November 2014).

11 M Whelan - M Whelan commenced in a Disclosed Executive role on 3 April 2015 and there are no disclosable transactions from this date. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 relate to grants from prior roles.

12 N Williams - Prior year grants of LTVR deferred share rights that remained unexercisable as at 30 September 2015 include: 29,225 (November 2012); 27,603 (November 2013); 27,685 (November 2014).

13 P Chronican - LTVR performance rights granted 14 Nov 2011 lapsed on 14 Nov 2014 and the one day VWAP was \$32.20. Prior year grants of LTVR performance rights that remained unexercisable as at 30 September 2015 include: 63,976 (November 2012); 25,234 and 23,041 (November 2013); 24,578 and 22,624 (November 2014).

14 The Disclosed Executives had a proportion of their AVR amount deferred as equity. In 2015 D Hisco received share rights rather than shares as locally appropriate. A share right effectively provides a right in the future to acquire a share in ANZ at nil cost to the employee. Refer to the AVR arrangements section for further details of the mandatory deferral arrangements for the Disclosed Executives.

15 The 2014 LTVR grants for Disclosed Executives were delivered as performance rights excluding for the CRO.

DIRECTORS' REPORT (continued)

9.2 NED, CEO AND DISCLOSED EXECUTIVES EQUITY HOLDINGS

Details of shares held directly, indirectly or beneficially by each NED, including their related parties, are provided below.

TABLE 8: NED SHAREHOLDINGS (INCLUDING MOVEMENTS DURING THE 2015 YEAR)

Name	Type	Opening balance at 1 Oct 2014	Shares granted during the year as remuneration	Received during the year on exercise of options or rights	Resulting from any other changes during the year ¹	Closing balance at 30 Sep 2015 ^{2,3}
Current Non-Executive Directors						
D Gonski	Ordinary shares	30,921	–	–	567	31,488
I Atlas	Ordinary shares	7,360	–	–	–	7,360
P Dwyer	Ordinary shares	10,000	–	–	567	10,567
H Lee	Directors' Share Plan	2,109	–	–	121	2,230
	Ordinary shares	8,000	–	–	–	8,000
G Liebelt	Ordinary shares	9,748	–	–	567	10,315
	Capital notes	1,500	–	–	–	1,500
	Capital notes 2	2,500	–	–	–	2,500
I Macfarlane	Ordinary shares	17,616	–	–	567	18,183
	Capital notes	1,500	–	–	–	1,500
	Convertible preference shares (CPS2)	500	–	–	500	1,000
	Convertible preference shares (CPS3)	1,000	–	–	–	1,000
J Macfarlane	Ordinary shares	12,284	–	–	567	12,851
	Capital notes 2	2,000	–	–	–	2,000
	Capital notes 3	–	–	–	5,000	5,000

¹ Shares from any other changes during the year include the net result of any shares purchased (including under the ANZ share purchase plan), sold, or acquired under the dividend reinvestment plan.

² The following shares (included in the holdings above) were held on behalf of the NEDs (i.e. indirect beneficially held shares) as at 30 September 2015: D Gonski - 31,488, I Atlas - 7,360, P Dwyer - 10,567, H Lee - 2,230, G Liebelt - 14,315, I Macfarlane - 21,683, J Macfarlane - 19,851.

³ There was no change in the balance as at the Director's Report sign-off date.

Details of shares, deferred share rights and performance rights held directly, indirectly or beneficially by the CEO and each Disclosed Executive, including their related parties, are provided below.

TABLE 9: CEO AND DISCLOSED EXECUTIVE SHAREHOLDINGS AND RIGHTS HOLDINGS (INCLUDING MOVEMENTS DURING THE 2015 YEAR)

Name	Type	Opening balance at 1 Oct 2014	Shares granted during the year as remuneration ¹	Received during the year on exercise of options or rights	Resulting from any other changes during the year ²	Closing balance at 30 Sep 2015 ^{3,4}
CEO and Current Disclosed Executives						
M Smith	Deferred shares	103,474	61,147	–	(70,292)	94,329
	Ordinary shares	901,868	–	–	76,970	978,838
	LTVR performance rights	856,320	229,272	–	(326,424)	759,168
A Currie	Deferred shares	58,946	26,654	–	(46,642)	38,958
	Ordinary shares	1,042	–	–	–	1,042
	LTVR performance rights	125,541	50,574	–	–	176,115
S Elliott	Deferred shares	60,999	37,629	–	4,514	103,142
	Ordinary shares	42	–	–	2	44
	LTVR performance rights	259,057	53,945	–	(71,982)	241,020
A Géczy	Deferred shares	–	25,086	–	675	25,761
	LTVR performance rights	43,102	53,945	–	–	97,047
D Hisco	Deferred shares	23,243	–	–	(7,243)	16,000
	Employee Share Offer	25	23	–	–	48
	Ordinary shares	57,000	–	34,162	–	91,162
	AVR deferred share rights	50,770	35,778	(34,162)	–	52,386
	LTVR performance rights	152,802	47,152	–	(55,370)	144,584
G Hodges	Deferred shares	145,038	21,950	–	5,951	172,939
	Ordinary shares	95,639	–	–	(25,000)	70,639
	LTVR performance rights	139,064	33,716	–	(55,370)	117,410
J Phillips	Deferred shares	55,389	25,086	–	(18,947)	61,528
	Ordinary shares	9,733	–	–	(3,898)	5,835
	LTVR performance rights	139,064	47,202	–	(55,370)	130,896
M Whelan ⁵	Deferred shares	117,976	–	–	787	118,763
	LTVR performance rights	27,278	–	–	–	27,278
N Williams	Deferred shares	60,945	26,654	–	(46,963)	40,636
	Ordinary shares	–	–	–	567	567
	LTVR deferred share rights	56,828	27,685	–	–	84,513
Former Disclosed Executives						
P Chronican	Deferred shares	47,112	25,870	–	(31,052)	41,930
	Ordinary shares	150,792	–	–	33,550	184,342
	Capital Notes	–	–	–	1,228	1,228
	Convertible preference shares (CPS2)	1,499	–	–	–	1,499
	LTVR performance rights	184,233	47,202	–	(71,982)	159,453

¹ Details of options/rights granted as remuneration during 2015 are provided in Table 7.

² Shares resulting from any other changes during the year include the net result of any shares purchased (including under the ANZ share purchase plan), forfeited, sold or acquired under the dividend reinvestment plan.

³ The following shares (included in the holdings above) were held on behalf of the CEO and Disclosed Executives (i.e. indirect beneficially held shares) as at 30 September 2015: M Smith - 1,002,033; A Currie - 38,958; S Elliott - 103,142; A Géczy - 25,761; D Hisco - 34,048; G Hodges - 215,674; J Phillips - 61,528; M Whelan - 118,763; N Williams - 40,636 and P Chronican - 41,930.

⁴ No options/rights were vested and exercisable or vested and unexercisable as at 30 September 2015. There was no change in the balance as at the Director's Report sign-off date.

⁵ Commencing balance is based on holdings as at the date of commencement in a Disclosed Executive role (3 April 2015).

DIRECTORS' REPORT (continued)

9.3 EQUITY VALUATIONS

This section outlines the valuations used throughout this report in relation to equity grants.

ANZ engages an external expert to independently value any required deferred share rights and performance rights, taking into account factors including the performance conditions, share price volatility, life of the instrument, dividend yield and share price at grant date.

The following table provides details of the valuations of the various equity instruments issued during the year and in prior years for shares and rights where vesting, lapse/forfeiture or exercise/sale has occurred during the year:

TABLE 10: EQUITY VALUATION INPUTS – SHARES AND RIGHTS

Recipients	Type	Grant date	Exercise price \$	Equity fair value ¹ \$	Share closing price at grant \$	ANZ expected volatility %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
CEO and Executives	AVR deferred shares	12-Nov-12	–	24.57	24.45	–	–	1	–	–	–
CEO and Executives	AVR deferred shares	12-Nov-12	–	24.57	24.45	–	–	2	–	–	–
CEO and Executives	AVR deferred shares	22-Nov-13	–	31.66	31.68	–	–	1	–	–	–
CEO and Executives	AVR deferred shares	21-Nov-14	–	31.84	31.82	–	–	1	–	–	–
CEO and Executives	AVR deferred shares	21-Nov-14	–	31.84	31.82	–	–	2	–	–	–
Executives	LTVR deferred shares	31-Oct-08	–	17.18	17.36	–	–	3	–	–	–
Executives	LTVR deferred shares	14-Nov-11	–	20.89	20.66	–	–	3	–	–	–
Executives	Employee Share Offer shares	4-Dec-14	–	32.13	32.22	–	–	3	–	–	–
Executives	AVR deferred share rights	12-Nov-12	0.00	21.76	24.45	22.5	4	2	2	6.00	2.66
Executives	AVR deferred share rights	22-Nov-13	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
Executives	AVR deferred share rights	21-Nov-14	0.00	30.16	31.82	17.5	3	1	1	5.50	2.53
Executives	AVR deferred share rights	21-Nov-14	0.00	28.58	31.82	17.5	4	2	2	5.50	2.53
Executives	LTVR deferred share rights	21-Nov-14	0.00	27.09	31.82	17.5	5	3	3	5.50	2.53
Executives	LTVR performance rights	14-Nov-11	0.00	9.03	20.66	25.0	5	3	3	6.50	3.53
CEO	LTVR performance rights	16-Dec-11	0.00	9.65	20.93	25.0	5	3	3	7.00	3.06
CEO (for allocation purposes) and Executives	LTVR performance rights	21-Nov-14	0.00	14.24	31.82	17.5	5	3	3	5.50	2.53
CEO (for allocation purposes) and Executives	LTVR performance rights	21-Nov-14	0.00	15.47	31.82	17.5	5	3	3	5.50	2.53
CEO (for expensing purposes)	LTVR performance rights	18-Dec-14	0.00	13.67	30.98	17.5	5	3	3	5.50	2.20
CEO (for expensing purposes)	LTVR performance rights	18-Dec-14	0.00	14.69	30.98	17.5	5	3	3	5.50	2.20

¹ For shares, the volume weighted average share price of all ANZ shares sold on the ASX on the date of grant is used to calculate the fair value. No dividends are incorporated into the measurement of the fair value of shares. For rights, an independent fair value calculation is conducted to determine the fair value.

10. NEDs, CEO and Disclosed Executives Loan and Other Transactions (non remuneration)

10.1 LOAN TRANSACTIONS

Loans made to the NEDs, the CEO and Disclosed Executives are made in the ordinary course of business on normal commercial terms and conditions no more favourable than those given to other employees or customers, including the term of the loan, security required and the interest rate.

Details of loans outstanding at the reporting date to NEDs, the CEO and Disclosed Executives including their related parties, where the individual's aggregate loan balance exceeded \$100,000 at any time during the year, are provided below. Other than the loans disclosed below no other loans were made, guaranteed or secured by any entity in the Group to the NEDs, the CEO and Disclosed Executives, including their related parties.

TABLE 11: NED LOAN TRANSACTIONS

Name	Opening balance at 1 Oct 2014 \$	Closing balance at 30 Sep 2015 \$	Interest paid and payable in the reporting period ¹ \$	Highest balance in the reporting period \$
Non-Executive Directors				
J Macfarlane	6,489,628	7,882,159	407,206	8,231,862
Total	6,489,628	7,882,159	407,206	8,231,862

¹ Actual interest paid after taking into consideration offset accounts. The loan balance is shown gross, however the interest paid takes into account the impact of offset amounts.

TABLE 12: CEO AND DISCLOSED EXECUTIVE LOAN TRANSACTIONS

Name	Opening balance at 1 Oct 2014 ¹ \$	Closing balance at 30 Sep 2015 \$	Interest paid and payable in the reporting period ² \$	Highest balance in the reporting period \$
CEO and Current Disclosed Executives				
M Smith	1,000,000	1,000,000	43,330	3,199,970
A Currie	3,778,488	3,833,108	163,381	4,027,951
S Elliott	1,600,000	1,598,516	56,454	1,610,128
A Géczy	8,394,849	24,777,211	1,030,346	25,725,488
D Hisco	3,438,788	2,116,292	169,738	3,704,926
G Hodges	3,189,527	3,961,872	160,663	6,190,409
J Phillips	–	2,254,377	5,231	2,254,377
M Whelan	1,841,167	2,690,090	52,192	2,710,950
N Williams	1,668,474	286,000	17,511	1,890,735
Total	24,911,293	42,517,466	1,698,846	51,314,934

¹ For Disclosed Executives who commenced during the 2015 financial year, opening balances are as at date of commencement.

² Actual interest paid after taking into consideration offset accounts. The loan balance is shown gross, however the interest paid takes into account the impact of offset amounts.

10.2 OTHER TRANSACTIONS

All other transactions of the NEDs, the CEO and Disclosed Executives and their related parties are conducted on normal commercial terms and conditions no more favourable than those given to other employees or customers, and are deemed trivial or domestic in nature.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

5 November 2015



Graeme R Liebelt
Director

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FINANCIAL STATEMENTS

Income Statement for the year ended 30 September

		Consolidated		The Company ¹	
	Note	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Interest income	3	30,526	29,524	26,665	25,560
Interest expense	4	(15,910)	(15,714)	(16,249)	(15,550)
Net interest income		14,616	13,810	10,416	10,010
Other operating income	3	4,094	4,189	6,575	5,784
Net funds management and insurance income	3	1,736	1,538	203	217
Share of associates' profit	3	625	517	376	248
Operating income		21,071	20,054	17,570	16,259
Operating expenses	4	(9,359)	(8,760)	(7,350)	(6,878)
Profit before credit impairment and income tax		11,712	11,294	10,220	9,381
Credit impairment charge	15	(1,179)	(986)	(969)	(974)
Profit before income tax		10,533	10,308	9,251	8,407
Income tax expense	5	(3,026)	(3,025)	(1,945)	(1,971)
Profit for the year		7,507	7,283	7,306	6,436
Comprising:					
Profit attributable to non-controlling interests		14	12	–	–
Profit attributable to shareholders of the Company		7,493	7,271	7,306	6,436
Earnings per ordinary share (cents)					
Basic	7	271.5	267.1	n/a	n/a
Diluted	7	257.2	257.0	n/a	n/a
Dividend per ordinary share (cents)	6	181	178	n/a	n/a

¹ Comparative amounts have changed. Refer to note 45 for details.

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

Statement of Comprehensive Income for the year ended 30 September

		Consolidated		The Company ¹	
	Note	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Profit for the year		7,507	7,283	7,306	6,436
Other comprehensive income					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Remeasurement gain/(loss) on defined benefit plans	31,40	(6)	43	24	8
Fair value gain/(loss) attributable to changes in own credit risk of financial liabilities designated at fair value		52	(35)	52	(35)
<i>Income tax on items that will not be reclassified subsequently to profit or loss</i>					
Remeasurement gain/(loss) on defined benefit plans		4	(11)	(4)	(2)
Fair value gain/(loss) attributable to changes in own credit risk of financial liabilities designated at fair value		(15)	10	(15)	10
<i>Items that may be reclassified subsequently to profit or loss</i>					
Foreign currency translation reserve ²					
Exchange differences taken to equity	31	1,736	487	878	212
Exchange differences transferred to income statement		(4)	37	(4)	37
Available-for-sale revaluation reserve					
Valuation gain/(loss) taken to equity	31	(40)	134	(74)	90
Transferred to income statement		(71)	(47)	(49)	(40)
Cash flow hedge reserve					
Valuation gain/(loss) taken to equity	31	160	165	149	168
Transferred to income statement		(15)	(31)	–	8
<i>Income tax on items that may be reclassified subsequently to profit or loss</i>					
Available-for-sale revaluation reserve		36	(23)	39	(14)
Cash flow hedge reserve		(45)	(41)	(46)	(53)
Share of associates' other comprehensive income ³		59	(24)	44	(23)
Other comprehensive income net of tax		1,851	664	994	366
Total comprehensive income for the year		9,358	7,947	8,300	6,802
Comprising total comprehensive income attributable to:					
Non-controlling interests		30	16	–	–
Shareholders of the Company		9,328	7,931	8,300	6,802

1 Comparative amounts have changed. Refer to note 45 for details.

2 Includes a \$16 million gain of foreign currency translation differences attributed to non-controlling interests (2014: \$4 million gain).

3 Share of associates' other comprehensive income includes items that may be reclassified subsequently to profit and loss comprised of Available-for-sale assets reserve gain of \$53 million (2014: loss of \$25 million) for the Group and gain of \$44 million (2014: loss of \$23 million) for the Company; Foreign currency translation reserve of \$8 million gain (2014: nil) for the Group; Cash flow hedge reserve of nil (2014: gain of \$1 million) for the Group and items that will not be reclassified subsequently to profit or loss comprised of Defined benefit plans loss of \$2 million (2014: nil) for the Group.

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

FINANCIAL STATEMENTS (continued)

Balance Sheet as at 30 September

		Consolidated		The Company ¹	
	Note	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Assets					
Cash	10	53,903	32,559	51,217	30,655
Settlement balances owed to ANZ		18,596	20,241	16,601	18,150
Collateral paid		9,967	5,459	8,234	4,873
Trading securities	11	49,000	49,692	37,373	38,049
Derivative financial instruments	12	85,625	56,369	75,694	52,882
Available-for-sale assets	13	43,667	30,917	37,612	26,151
Net loans and advances	14	562,173	521,752	440,383	415,066
Regulatory deposits		1,773	1,565	557	434
Due from controlled entities		–	–	109,920	99,194
Shares in controlled entities	33	–	–	17,823	14,870
Investments in associates	35	5,440	4,582	3,018	2,166
Current tax assets	5	90	38	84	27
Deferred tax assets	5	402	417	712	778
Goodwill and other intangible assets	25	8,312	7,950	2,830	2,451
Investments backing policy liabilities	38	34,820	33,579	–	–
Premises and equipment	26	2,221	2,181	990	1,001
Other assets	27	5,846	4,791	2,949	2,243
Esanda dealer finance assets held for sale	14	8,065	–	8,065	–
Total assets		889,900	772,092	814,062	708,990
Liabilities					
Settlement balances owed by ANZ		11,250	10,114	9,901	8,189
Collateral received		7,829	5,599	6,886	4,886
Deposits and other borrowings	16	570,794	510,079	472,031	423,172
Derivative financial instruments	12	81,270	52,925	71,844	50,474
Due to controlled entities		–	–	105,079	93,796
Current tax liabilities	5	267	449	94	301
Deferred tax liabilities	5	249	120	123	62
Policy liabilities	38	35,401	34,554	–	–
External unit holder liabilities (life insurance funds)		3,291	3,181	–	–
Provisions	28	1,074	1,100	731	695
Payables and other liabilities	29	10,366	10,984	6,294	7,682
Debt issuances	17	93,747	80,096	75,579	64,161
Subordinated debt	18	17,009	13,607	15,812	12,870
Total liabilities		832,547	722,808	764,374	666,288
Net assets		57,353	49,284	49,688	42,702
Shareholders' equity					
Ordinary share capital	30	28,367	24,031	28,611	24,280
Preference share capital	30	–	871	–	871
Reserves	31	1,571	(239)	939	(6)
Retained earnings	31	27,309	24,544	20,138	17,557
Share capital and reserves attributable to shareholders of the Company		57,247	49,207	49,688	42,702
Non-controlling interests	30	106	77	–	–
Total shareholders' equity		57,353	49,284	49,688	42,702

¹ Comparative amounts have changed. Refer to note 45 for details.

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

Cash Flow Statement for the year ended 30 September

		Consolidated		The Company	
	Note	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash flows from operating activities					
Interest received		30,667	29,327	26,754	25,417
Interest paid		(15,458)	(14,886)	(15,809)	(14,716)
Dividends received		231	127	2,630	1,890
Other operating income received		18,297	2,704	15,818	3,780
Other operating expenses paid		(8,573)	(8,123)	(6,806)	(6,476)
Income taxes paid		(3,082)	(3,207)	(2,388)	(2,615)
<i>Net cash flows from funds management and insurance business</i>					
Premiums, other income and life investment deposits received		7,577	7,549	154	168
Investment income and policy deposits received		286	620	–	–
Claims and policyholder liability payments		(5,930)	(5,578)	–	–
Commission expense (paid)/received		(648)	(471)	49	49
Cash flows from operating activities before changes in operating assets and liabilities		23,367	8,062	20,402	7,497
Changes in operating assets and liabilities arising from cash flow movements					
<i>(Increase)/decrease in operating assets</i>					
Collateral paid		(3,585)	1,271	(2,427)	957
Trading securities		2,870	(8,600)	2,161	(7,131)
Loans and advances		(32,280)	(35,154)	(21,759)	(29,408)
Net intra-group loans and advances		–	–	(992)	1,856
<i>Net cash flows from investments backing policyholder liabilities</i>					
Purchase of insurance assets		(7,065)	(4,856)	–	–
Proceeds from sale/maturity of insurance assets		7,239	4,625	–	–
<i>Increase/(decrease) in operating liabilities</i>					
Deposits and other borrowings		30,050	36,592	22,210	31,798
Settlement balances owed by ANZ		781	1,358	1,422	668
Collateral received		1,073	1,435	854	1,103
Payables and other liabilities		(974)	910	(1,491)	1,417
Change in operating assets and liabilities arising from cash flow movements		(1,891)	(2,419)	(22)	1,260
Net cash provided by operating activities	9(a)	21,476	5,643	20,380	8,757
Cash flows from investing activities					
Available-for-sale assets					
Purchases		(24,236)	(12,652)	(18,876)	(7,849)
Proceeds from sale or maturity		15,705	11,136	11,256	6,489
Controlled entities and associates					
Purchases (net of cash acquired)	9(c)	–	–	(1,375)	(21)
Proceeds from sale (net of cash disposed)	9(c)	4	251	–	249
Premises and equipment					
Purchases		(321)	(370)	(204)	(248)
Other assets		(928)	(292)	(280)	86
Net cash used in investing activities		(9,776)	(1,927)	(9,479)	(1,294)
Cash flows from financing activities					
Debt issuances					
Issue proceeds		16,637	17,156	12,969	13,102
Redemptions		(15,966)	(10,710)	(12,250)	(8,642)
Subordinated debt					
Issue proceeds		2,683	3,258	2,517	3,258
Redemptions		–	(2,586)	–	(2,586)
Dividends paid		(3,763)	(3,827)	(3,784)	(3,843)
Share capital issues		3,207	4	3,207	4
Preference shares bought back		(755)	–	(755)	–
Share buybacks		–	(500)	–	(500)
Net cash provided by financing activities		2,043	2,795	1,904	793
Net increase in cash and cash equivalents		13,743	6,511	12,805	8,256
Cash and cash equivalents at beginning of year		48,229	41,111	45,048	36,279
Effects of exchange rate changes on cash and cash equivalents		7,306	607	6,983	513
Cash and cash equivalents at end of year	9(b)	69,278	48,229	64,836	45,048

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

FINANCIAL STATEMENTS (continued)

Statement of Changes in Equity for the year ended 30 September

Consolidated	Ordinary share capital \$m	Preference shares \$m	Reserves ¹ \$m	Retained earnings \$m	Shareholders' equity attributable to equity holders of the Bank \$m	Non-controlling interests \$m	Total shareholders' equity \$m
As at 1 October 2013	23,641	871	(907)	21,936	45,541	62	45,603
Profit or loss	–	–	–	7,271	7,271	12	7,283
Other comprehensive income for the year	–	–	653	7	660	4	664
Total comprehensive income for the year	–	–	653	7,278	7,931	16	7,947
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,700)	(4,700)	(1)	(4,701)
Dividend income on Treasury shares held within the Group's life insurance statutory funds	–	–	–	22	22	–	22
Dividend reinvestment plan	851	–	–	–	851	–	851
Transactions with non-controlling interests	–	–	10	–	10	–	10
Other equity movements:							
Share-based payments/(exercises)	–	–	13	–	13	–	13
Treasury shares Global Wealth adjustment	24	–	–	–	24	–	24
Group share option scheme	4	–	–	–	4	–	4
Group employee share acquisition scheme	11	–	–	–	11	–	11
Group share buyback	(500)	–	–	–	(500)	–	(500)
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
As at 30 September 2014	24,031	871	(239)	24,544	49,207	77	49,284
Profit or loss	–	–	–	7,493	7,493	14	7,507
Other comprehensive income for the year	–	–	1,802	33	1,835	16	1,851
Total comprehensive income for the year	–	–	1,802	7,526	9,328	30	9,358
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,907)	(4,907)	(1)	(4,908)
Dividend income on Treasury shares held within the Group's life insurance statutory funds	–	–	–	22	22	–	22
Dividend reinvestment plan	1,122	–	–	–	1,122	–	1,122
Preference share bought back	–	(871)	–	–	(871)	–	(871)
Other equity movements:							
Share-based payments/(exercises)	–	–	16	–	16	–	16
Share placement and share purchase plan	3,206	–	–	–	3,206	–	3,206
Treasury shares Global Wealth adjustment	5	–	–	–	5	–	5
Group share option scheme	2	–	–	–	2	–	2
Group employee share acquisition scheme	1	–	–	–	1	–	1
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
Foreign exchange gains on preference shares bought back	–	–	–	116	116	–	116
As at 30 September 2015	28,367	–	1,571	27,309	57,247	106	57,353

¹ Further information on reserves is disclosed in note 31 to the financial statements.

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

The Company	Ordinary share capital \$m	Preference shares \$m	Reserves ^{1,2} \$m	Retained earnings ¹ \$m	Shareholders' equity attributable to equity holders of the Bank ¹ \$m	Non-controlling interests \$m	Total shareholders' equity ¹ \$m
As at 1 October 2013	23,914	871	(396)	15,826	40,215	–	40,215
Profit or loss	–	–	–	6,436	6,436	–	6,436
Other comprehensive income for the year	–	–	385	(19)	366	–	366
Total comprehensive income for the year	–	–	385	6,417	6,802	–	6,802
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,694)	(4,694)	–	(4,694)
Dividend reinvestment plan	851	–	–	–	851	–	851
Other equity movements:							
Share-based payments/(exercises)	–	–	13	–	13	–	13
Group share option scheme	4	–	–	–	4	–	4
Group employee share acquisition scheme	11	–	–	–	11	–	11
Group share buyback	(500)	–	–	–	(500)	–	(500)
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
As at 30 September 2014	24,280	871	(6)	17,557	42,702	–	42,702
Profit or loss	–	–	–	7,306	7,306	–	7,306
Other comprehensive income for the year	–	–	937	57	994	–	994
Total comprehensive income for the year	–	–	937	7,363	8,300	–	8,300
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,906)	(4,906)	–	(4,906)
Dividend reinvestment plan	1,122	–	–	–	1,122	–	1,122
Preference share bought back	–	(871)	–	–	(871)	–	(871)
Other equity movements:							
Share-based payments/(exercises)	–	–	16	–	16	–	16
Share placement and share purchase plan	3,206	–	–	–	3,206	–	3,206
Group share option scheme	2	–	–	–	2	–	2
Group employee share acquisition scheme	1	–	–	–	1	–	1
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
Foreign exchange gains on preference shares bought back	–	–	–	116	116	–	116
As at 30 September 2015	28,611	–	939	20,138	49,688	–	49,688

1 Comparative amounts have changed. Refer to note 45 for details.

2 Further information on reserves is disclosed in note 31 to the financial statements.

The notes appearing on pages 66 to 169 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1: Significant Accounting Policies

The financial statements of Australia and New Zealand Banking Group Limited (the Company) and its controlled entities (the Group) for the year ended 30 September 2015 were authorised for issue in accordance with a resolution of the Directors on 4 November 2015.

The Company is incorporated and domiciled in Australia. The address of the Company's registered office is ANZ Centre, Level 9, 833 Collins Street, Docklands, Victoria, Australia 3008.

The Company and Group are for-profit entities.

ANZ provides a broad range of banking and financial products and services to retail, high net worth, small business, corporate and commercial and institutional customers.

Geographically, operations span Australia, New Zealand, a number of countries in the Asia Pacific region, the United Kingdom, France, Germany and the United States.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied by the Company and all Group entities for all years presented in these financial statements.

A) BASIS OF PREPARATION

i) Statement of compliance

The financial statements of the Company and Group are general purpose financial statements which have been prepared in accordance with the relevant provisions of the Banking Act 1959, Australian Accounting Standards (AASs) and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

International Financial Reporting Standards (IFRS) are Standards and Interpretations adopted by the International Accounting Standards Board (IASB). IFRS forms the basis of AASs. The Group's application of AASs ensures that the financial statements of the Company and Group comply with IFRS.

ii) Use of estimates and assumptions

The preparation of these financial statements requires the use of management judgement, estimates and assumptions that affect reported amounts and the application of accounting policies. Discussion of the critical accounting treatments, which include complex or subjective decisions or assessments, are covered in note 2. Such estimates, judgements and assumptions are reviewed on an ongoing basis.

iii) Basis of measurement

The financial information has been prepared in accordance with the historical cost basis except that the following assets and liabilities are stated at their fair value:

- ▶ derivative financial instruments;
- ▶ available-for-sale financial assets;
- ▶ financial instruments held for trading; and
- ▶ assets and liabilities designated as fair value through profit or loss.

In accordance with AASB 1038 Life Insurance Contracts ('AASB 1038'), life insurance liabilities are measured using the Margin on Services model.

In accordance with AASB 119 Employee Benefits ('AASB 119'), defined benefit obligations are measured using the Projected Unit Credit Method.

iv) Changes in Accounting Policy

The accounting policies are consistent with those of the previous financial year except for:

AASB 2014-9 Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements ('AASB 2014-9')

In December 2014, the Australia Accounting Standards Board issued the amended standard AASB 2014-9 which, unless early adopted, is effective for the Group's financial year ending 30 September 2017. AASB 2014-9 amends AASB 127 *Separate Financial Statements* to include an option allowing entities to elect to use the equity method of accounting for investments in subsidiaries, joint ventures and associates in the parent entity's separate financial statements.

The Company has early adopted this standard and elected to apply the equity method for accounting for investments in associates. These investments were previously accounted for at cost. In accordance with transitional provisions the change has been applied retrospectively, with the net impact of initial application recognised in retained earnings as at 1 October 2013. As a result the share of associates' profit and share of associates' other comprehensive income are recognised in the Company's financial statements and dividends received from the associate recognised as a reduction to the equity accounted carrying value. The current year impact of this change is an increase in the Company's profit before income tax of \$317 million, no change to the Company's income tax expense and an increase in the Company's other comprehensive income of \$535 million. In the Company's balance sheet, investments in associates have increased by \$2,298 million, retained earnings have increased by \$1,554 million and reserves have increased by \$744 million. Comparative information has been restated. Refer to note 45 for further details.

v) Rounding

The Company is an entity of the kind referred to in Australian Securities and Investments Commission class order 98/100 dated 10 July 1998 (as amended). Consequently, amounts in the financial statements have been rounded to the nearest million dollars, except where otherwise indicated.

vi) Comparatives

Certain amounts in the comparative information have been reclassified to conform with current period financial statement presentations. Refer to note 45 for further details.

vii) Principles of consolidation

The consolidated financial statements of the Group comprise the financial statements of the Company and all its subsidiaries. An entity, including a structured entity, is considered a subsidiary of the Group when it is determined that control over the entity exists. Control is deemed to exist when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is assessed by examining existing rights that give the Group the current ability to direct the relevant activities of the entity.

At times, the determination of control can be judgemental. Further detail on the judgement involved in assessing control has been provided in note 2(iii).

The effect of all transactions between entities in the Group has been eliminated.

Where subsidiaries are sold or acquired during the year, their operating results are included to the date of disposal or from the date of acquisition. When control ceases, the assets and liabilities of the subsidiary, any related non-controlling interest and other components of equity are derecognised.

1: Significant Accounting Policies (continued)

Any interest retained in the former subsidiary is initially measured at fair value and any resulting gain or loss is recognised in the income statement.

In the Company's financial statements, investments in subsidiaries are carried at cost less accumulated impairment losses.

viii) Associates

The equity method is applied to accounting for associates in both the consolidated financial statements of the Group and the financial statements of the Company.

Under the equity method, the share of results of associates is included in the income statement and statement of other comprehensive income. Investments in associates are carried in the balance sheet at cost plus the post-acquisition share of changes in associates' net assets less accumulated impairment.

Investments in associates are reviewed for any indication of impairment at least at each reporting date. Where an indication of impairment exists the recoverable amount of the associate is determined based on the higher of the associates' fair value less costs to sell and its value in use. A discounted cash flow methodology and other methodologies such as the capitalisation of earnings methodology are used to determine the recoverable amount.

ix) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which the entity operates (the functional currency).

The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities resulting from foreign currency transactions are subsequently translated at the spot rate at reporting date.

Exchange rate differences arising on the settlement of monetary items and translation differences on monetary items translated at rates different to those at which they were initially recognised or included in a previous financial report, are recognised in the income statement in the period in which they arise.

Translation differences on non-monetary items measured at fair value through profit or loss, are reported as part of the fair value gain or loss on these items.

Translation differences on non-monetary items classified as available-for-sale financial assets are included in the available-for-sale revaluation reserve in equity.

Translation to presentation currency

The results and financial position of all Group entities (none of which has the functional currency of a hyperinflationary economy) that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- ▶ assets and liabilities are translated at the rates of exchange ruling at reporting date;

- ▶ revenue and expenses are translated at the average exchange rate for the period, unless this average is not a reasonable approximation of the rate prevailing on transaction date, in which case revenue and expenses are translated at the exchange rate ruling at transaction date; and
- ▶ all resulting exchange differences are recognised in the foreign currency translation reserve.

When a foreign operation is disposed, cumulative exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill arising on the acquisition of a foreign operation is treated as an asset of the foreign operation and translated at the spot rate at reporting date.

B) INCOME RECOGNITION

i) Interest income

Interest income is recognised as it accrues using the effective interest rate method.

The effective interest rate method calculates the amortised cost of a financial asset or financial liability and allocates the interest income or interest expense over the expected life of the financial asset or financial liability so as to achieve a constant yield on the financial asset or liability.

For assets subject to prepayment, expected life is determined on the basis of the historical behaviour of the particular asset portfolio, taking into account contractual obligations and prepayment experience. This is assessed on a regular basis.

ii) Fee and commission income

Fees and commissions received that are integral to the effective interest rate of a financial asset are recognised using the effective interest rate method. For example, loan origination fees, together with related direct costs, are deferred and recognised as an adjustment to the effective interest rate on a loan once drawn.

Fees and commissions that relate to the execution of a significant act (for example, advisory or arrangement services, placement fees and underwriting fees) are recognised when the significant act has been completed.

Fees charged for providing ongoing services (for example, maintaining and administering existing facilities) are recognised as income over the period the service is provided.

iii) Dividend income

Dividends are recognised as revenue when the right to receive payment is established.

iv) Leasing income

Income on finance leases is recognised on a basis that reflects a constant periodic return on the net investment in the finance lease.

v) Gain or loss on sale of assets

The gain or loss on the disposal of assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds of disposal, net of incremental disposal costs. This is recognised as an item of other income in the year in which the significant risks and rewards of ownership transfer to the buyer.

1: Significant Accounting Policies (continued)

C) EXPENSE RECOGNITION

i) Interest expense

Interest expense on financial liabilities measured at amortised cost is recognised as it accrues using the effective interest rate method.

ii) Loan origination expenses

Certain loan origination expenses are an integral part of the effective interest rate of a financial asset measured at amortised cost. These loan origination expenses include:

- ▶ fees and commissions payable to brokers and certain customer incentive payments in respect of originating lending business; and
- ▶ other expenses of originating lending business, such as external legal costs and valuation fees, provided these are direct and incremental costs related to the origination of a financial asset.

Such loan origination expenses are initially recognised as part of the cost of acquiring the financial asset and amortised as part of the effective yield of the financial asset over its expected life using the effective interest rate method.

iii) Share-based compensation expense

The Group has various equity settled share-based compensation plans. These are described in note 41 and comprise the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan.

ANZ Employee Share Acquisition Plan

The fair value of ANZ ordinary shares granted under the Employee Share Acquisition Plan is measured at grant date, using the one-day volume weighted average market price of ANZ shares. The fair value is expensed on a straight-line basis over the relevant vesting period. This is recognised as share-based compensation expense with a corresponding increase in share capital.

ANZ Share Option Plan

The fair value of share options (deferred share rights, performance rights) is measured at grant date, using an option pricing model. The fair value is expensed on a straight line basis over the relevant vesting period. This is recognised as share based compensation expense with a corresponding increase in the share options reserve.

The option pricing model takes into account the exercise price of the option, the risk-free interest rate, the expected volatility of ANZ's ordinary share price and other factors. Market vesting conditions are taken into account in determining the fair value.

A deferred share right or a performance right is a right to acquire a share at nil cost to the employee subject to satisfactorily meeting time and/or performance hurdles. For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

Other adjustments

Subsequent to the grant of an equity-based award, the amount recognised as an expense is reversed when an employee fails to satisfy the minimum service period specified in the award upon resignation, termination or notice of dismissal for serious misconduct.

The expense is not reversed where the award does not vest due to the failure to meet a market-based performance condition.

iv) Lease payments

Leases entered into by the Group as lessee are predominantly operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

D) INCOME TAX

i) Income tax expense

Income tax on earnings for the year comprises current and deferred tax and is based on the applicable tax law in each jurisdiction. It is recognised in the income statement as tax expense, except when it relates to items credited directly to equity, in which case it is recorded in equity, or where it arises from the initial accounting for a business combination, in which case it is included in the determination of goodwill.

ii) Current tax

Current tax is the expected tax payable on taxable income for the year, based on tax rates (and tax laws) which are enacted at the reporting date, including any adjustment for tax payable in previous periods. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

iii) Deferred tax

Deferred tax is accounted for using the comprehensive tax balance sheet method. It is generated by temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base.

Deferred tax assets, including those related to the tax effects of income tax losses and credits available to be carried forward, are recognised only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences or unused tax losses and credits can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, other than those relating to taxable temporary differences arising from goodwill. They are also recognised for taxable temporary differences arising on investments in controlled entities, branches, and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that temporary differences will not reverse in the foreseeable future. Deferred tax assets associated with these investments are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and there will be sufficient taxable profits against which to utilise the benefits of the temporary difference.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement reflects the tax consequences that would follow from the manner in which the Group, at the reporting date, expects to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax assets and liabilities are offset only to the extent that they relate to income taxes imposed by the same taxation authority, there is a legal right and intention to settle on a net basis and it is allowed under the tax law of the relevant jurisdiction.

1: Significant Accounting Policies (continued)

E) ASSETS

FINANCIAL ASSETS

i) Financial assets and liabilities at fair value through profit or loss

Purchases and sales of trading securities are recognised on trade date.

Trading securities are financial instruments acquired principally for the purpose of selling in the short-term or which are a part of a portfolio which is managed for short-term profit-taking. Trading securities are initially recognised and subsequently measured in the balance sheet at their fair value.

Derivatives that are not effective accounting hedging instruments are measured at fair value through profit or loss.

The Group may designate certain financial assets and liabilities as measured at fair value through profit or loss in any of the following circumstances:

- ▶ investments backing policy liabilities (refer note 1(l)(iii));
- ▶ life investment contract liabilities (refer note 1(l)(i));
- ▶ external unit holder liabilities (life insurance funds) (refer note 1(l)(ii));
- ▶ doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets and liabilities, or recognising the gains or losses thereon, on different bases;
- ▶ a group of financial assets or financial liabilities or both is managed and its performance is evaluated on a fair value basis; or
- ▶ the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Changes in the fair value of these financial instruments are recognised in the income statement except in the case of financial liabilities designated as fair value through profit or loss. For financial liabilities designated as fair value through profit or loss, the amount of fair value gain or loss attributable to changes in the Group's own credit risk is recognised in other comprehensive income (retained earnings). The remaining amount of fair value gain or loss is recognised in profit or loss. Amounts recognised in other comprehensive income are not subsequently reclassified to profit or loss.

ii) Derivative financial instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying price, index or other variable. They include swaps, forward rate agreements, futures and options.

Derivative financial instruments are entered into for trading purposes (including customer-related reasons), or for hedging purposes where the derivative instruments are used to hedge the Group's exposures to interest rate risk, currency risk, credit risk and other exposures relating to non-trading positions.

Derivative financial instruments are recognised initially at fair value with gains or losses from subsequent measurement at fair value being recognised in the income statement. Valuation adjustments are integral in determining the fair value of derivatives. This includes a credit valuation adjustment (CVA) to reflect the credit worthiness of the counterparty and a funding valuation adjustment (FVA) to account for the funding cost inherent in the portfolio.

Where the derivative is effective as a hedging instrument and is designated as such, the timing of the recognition of any resultant gain or loss in the income statement is dependent on the hedging designation.

Fair value hedge

Where the Group hedges the fair value of a recognised asset or liability or firm commitment, changes in the fair value of the derivative designated as a fair value hedge are recognised in the income statement. Changes in the fair value of the hedged item attributable to the hedged risk are reflected in adjustments to the carrying value of the hedged item, which are also recognised in the income statement.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. The adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to the income statement over the period to maturity of the hedged item.

If the hedged item is sold or repaid, the unamortised fair value adjustment is recognised immediately in the income statement.

Cash flow hedge

The Group designates derivatives as cash flow hedges where the instrument hedges the variability in cash flows of a recognised asset or liability, a foreign exchange component of a firm commitment or a highly probable forecast transaction. For qualifying cash flow hedges, the fair value gain or loss associated with the effective portion of the cash flow hedge is recognised in other comprehensive income and then recycled to the income statement in the periods when the hedged item is recognised in the income statement. Any ineffective portion is recognised immediately in the income statement. When the hedging instrument expires, is sold, terminated, or no longer qualifies for hedge accounting, the cumulative amount deferred in equity remains in the cash flow hedge reserve, and is subsequently transferred to the income statement when the hedged item is recognised in the income statement.

When a forecast hedged transaction is no longer expected to occur, the amount deferred in the cash flow hedge reserve is recognised immediately in the income statement.

Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. The gain or loss from remeasuring the fair value of the hedging instrument relating to the effective portion of the hedge is deferred in the foreign currency translation reserve in other comprehensive income and the ineffective portion is recognised immediately in the income statement.

The cumulative gain or loss recognised in other comprehensive income is recognised in the income statement on the disposal or partial disposal of a foreign operation.

Derivatives that do not qualify for hedge accounting

All gains and losses from changes in the fair value of derivatives that are not designated in a hedging relationship but are entered into to manage the interest rate and foreign exchange risk of the Group are recognised in the income statement. Under certain circumstances, the component of the fair value change in the derivative which relates to current period realised and accrued interest is included in net interest income. The remainder of the fair value movement is included in other income.

iii) Available-for-sale financial assets

Purchases and sales of available-for-sale financial assets are recognised on trade date being the date on which the Group commits to purchase or sell the asset.

1: Significant Accounting Policies (continued)

Available-for-sale financial assets comprise non-derivative financial assets which the Group designates as available-for-sale but which are not deemed to be held principally for trading purposes, and include equity investments and debt securities.

Available-for-sale financial assets are initially recognised at fair value plus transaction costs. Subsequent gains or losses arising from changes in fair value are included as a separate component of equity in the available-for sale revaluation reserve except for interest, dividends and foreign exchange gains and losses on monetary assets, which are recognised directly in the income statement. When the asset is sold, the cumulative gain or loss relating to the asset is transferred from the available-for-sale revaluation reserve to the income statement.

Where there is objective evidence of impairment of an available-for-sale financial asset, the cumulative loss related to that asset is removed from equity and recognised in the income statement, as an impairment expense for debt instruments or as other income for equity instruments. If, in a subsequent period, the amount of an impairment loss relating to an available-for-sale debt instrument decreases and the decrease can be linked objectively to an event occurring after the impairment event, the loss is reversed through the income statement through the impairment expense line.

iv) Net loans and advances

Net loans and advances are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money to a debtor with no intention of trading the loans and advances. Loans and advances are initially recognised at fair value plus transaction costs that are directly attributable to the issue of the loan or advance. They are subsequently measured at amortised cost using the effective interest rate method (refer note 1(B)(i)) unless specifically designated on initial recognition as fair value through profit or loss.

All loans are graded according to the level of credit risk.

Net loans and advances includes direct finance provided to customers such as bank overdrafts, credit cards, term loans, finance lease receivables and commercial bills.

Impairment of loans and advances

Loans and advances are reviewed at least at each reporting date for impairment.

Credit impairment provisions are raised for exposures that are known to be impaired. Exposures are impaired and impairment losses are recorded if, and only if, there is objective evidence of impairment as a result of one or more loss events that occurred after the initial recognition of the loan and prior to the reporting date, and that loss event, or events, has had an impact on the estimated future cash flows of the individual loan or the collective portfolio of loans that can be reliably estimated.

Impairment is assessed for assets that are individually significant (or on a portfolio basis for small value assets) and then on a collective basis for those exposures not individually known to be impaired.

Exposures that are assessed collectively are placed in pools of similar assets with similar risk characteristics. The required provision is estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the collective pool.

The historical loss experience is adjusted based on current observable data such as changed economic conditions. The provision also takes account of the impact of inherent risk of large concentrated losses within the portfolio and an assessment of the economic cycle.

The estimated impairment losses are measured as the difference between the asset's carrying amount and the estimated future cash flows discounted to their present value.

As the discount unwinds during the period between recognition of impairment and recovery of the cash flow, it is recognised in interest income.

Impairment of capitalised acquisition-related expenses is assessed through comparing the actual behaviour of the portfolio against initial expected life assumptions.

The provision for impairment loss (individual and collective) is deducted from loans and advances in the balance sheet and the movement for the reporting period is reflected in the income statement.

When a loan is uncollectable, either partially or in full, it is written-off against the related provision for loan impairment. Unsecured facilities are normally written-off when they become 180 days past due or earlier in the event of the customer's bankruptcy or similar legal release from the obligation. In the case of secured facilities, remaining balances are written-off after proceeds from the realisation of collateral have been received if there is a shortfall.

Impairment losses recognised in previous periods are reversed in the income statement if the estimate of the loss subsequently decreases.

A provision is also raised for off-balance sheet items such as loan commitments that are considered to be onerous.

v) Lease receivables

Contracts to lease assets and hire purchase agreements are classified as finance leases if they transfer substantially all the risks and rewards of ownership of the asset to the customer or an unrelated third party. All other lease contracts are classified as operating leases.

vi) Repurchase agreements

Securities sold under repurchase agreements are retained in the financial statements where substantially all the risks and rewards of ownership remain with the Group. A counterparty liability is recognised and classified as deposits and other borrowings. The difference between the sale price and the repurchase price is accrued over the life of the repurchase agreement and charged to interest expense in the income statement.

Securities purchased under agreements to resell, where the Group does not acquire the risks and rewards of ownership, are recorded as receivables in cash or net loans and advances if the original maturity is greater than 90 days. The security is not included in the balance sheet. Interest income is accrued on the underlying loan amount.

Securities borrowed are not recognised in the balance sheet, unless these are sold to third parties, at which point the obligation to repurchase is recorded as a financial liability at fair value with fair value movements included in the income statement.

vii) Derecognition

The Group enters into transactions where it transfers financial assets recognised on its balance sheet yet retains either all or a portion of the risks and rewards of the transferred assets. If all, or substantially all, of the risks and rewards are retained, the transferred assets are not derecognised from the balance sheet.

In transactions where substantially all the risks and rewards of ownership of a financial asset are neither retained nor transferred, the Group derecognises the asset if control over the asset is lost.

1: Significant Accounting Policies (continued)

In transfers where control over the asset is retained, the Group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. The rights and obligations retained or created in the transfer are recognised separately as assets and liabilities as appropriate.

NON-FINANCIAL ASSETS

viii) Goodwill

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable net assets of a controlled entity at the date of gaining control. Goodwill is recognised as an asset and not amortised, but assessed for impairment at least annually or more frequently if there is an indication that the goodwill may be impaired. This involves using a discounted cash flow methodology or capitalisation of earnings methodology to determine the expected recoverable amount of the cash-generating units (CGU) to which the goodwill relates. Where it exceeds the recoverable amount, the difference is charged to the income statement. Any impairment of goodwill is not subsequently reversed.

ix) Software

Software include costs incurred in acquiring and building software and computer systems.

Software is amortised using the straight-line method over its expected useful life to the Group. The period of amortisation is between 3 and 5 years, except for certain major core infrastructure projects where the useful life has been determined to be 7 or 10 years and has been approved by the Audit Committee. The amortisation period for software assets is reviewed at least annually. Where the expected useful life of the asset is different from previous estimates the amortisation period is changed prospectively.

At each reporting date, software assets are reviewed for impairment indicators. If any such indication exists, the recoverable amount of the assets are estimated and compared against the existing carrying value. Where the carrying value exceeds the recoverable amount, the difference is charged to the income statement.

Costs incurred in planning or evaluating software proposals, or in maintaining systems after implementation, are not capitalised.

x) Acquired portfolio of insurance and investment business

Identifiable intangible assets in respect of acquired portfolios of insurance and investment business acquired in a business combination are stated initially at fair value at acquisition date. These are amortised over the period of expected benefits of between 15 and 23 years.

The amortisation period is reviewed annually and the asset is reviewed for indicators of impairment. Any impairment identified is charged to the income statement.

xi) Deferred acquisition costs

Refer to note 1(l)(vii).

xii) Other intangible assets

Other intangible assets include management fee rights and aligned advisor relationships.

Management fee rights and aligned advisor relationships are amortised over the expected useful lives to the Group using the straight line method.

Where the intangible asset is assessed to have an indefinite life, it is carried at cost less any impairment losses.

The period of amortisation is no longer than:

Management fee rights	7 years
Aligned advisor relationships	8 years

The amortisation period is reviewed at least at the end of each annual reporting period and changed if there has been a significant change in the pattern of expected future benefits from the asset.

xiii) Premises and equipment

Assets other than freehold land are depreciated at rates based upon their expected useful lives to the Group, using the straight-line method. The depreciation rates used for each class of asset are:

Buildings	1.5%
Building integrals	10%
Furniture & equipment	10%–20%
Computer & office equipment	12.5%–33%

Leasehold improvements are amortised on a straight-line basis over the shorter of their useful life or the remaining term of the lease.

The depreciation rate is reviewed annually and changed if there has been a significant change in the pattern of expected future benefits from the asset.

At each reporting date, the carrying amounts of premises and equipment are reviewed for impairment. If any impairment indicator exists, the recoverable amount of the assets are estimated and compared against the carrying value. Where the carrying value exceeds the recoverable amount, the difference is charged to the income statement. If it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

A previously recognised impairment loss is reversed if there has been an increase in the estimated recoverable amount.

xiv) Borrowing costs

Borrowing costs incurred for the construction of qualifying assets are capitalised into the cost of the qualifying asset during the period of time that is required to complete and prepare the asset for its intended use. The calculation of borrowing costs is based on an internal measure of the costs associated with the borrowing of funds.

F) LIABILITIES

FINANCIAL LIABILITIES

i) Deposits and other borrowings

Deposits and other borrowings include certificates of deposit, interest bearing deposits, debentures and other similar interest bearing financial instruments. Deposits and other borrowings not designated at fair value through profit or loss on initial recognition are measured at amortised cost. The interest expense is recognised using the effective interest rate method.

ii) Financial liabilities at fair value through profit or loss

Refer to note 1(E)(i).

iii) Acceptances

The exposure arising from the acceptance of bills of exchange that are sold into the market is recognised as a liability. An asset of equal value is recognised to reflect the offsetting claim against the drawer of the bill. Bill acceptances generate fee income that is recognised in the income statement when earned.

1: Significant Accounting Policies (continued)

iv) Debt issuances and subordinated debt

Debt issuances and subordinated debt are accounted for in the same way as deposits and other borrowings, except for those debt securities which are designated as at fair value through profit or loss on initial recognition.

v) Financial guarantee contracts

Financial guarantee contracts that require the issuer to make specified payments to reimburse the holder for a loss the holder incurs because a specified debtor fails to make payments when due, are initially recognised in the financial statements at fair value on the date the guarantee is given (typically this is the premium received). Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of their amortised amount and the best estimate of the expenditure required to settle any financial obligation arising at the reporting date. These estimates are determined based on experience of similar transactions and the history of past losses.

vi) Derecognition

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

NON-FINANCIAL LIABILITIES

vii) Employee benefits

Leave benefits

The liability for long service leave (including on-costs) is calculated and accrued for in respect of all applicable employees using an actuarial valuation. Expected future payments for long service leave are discounted using market yields at the reporting date on a blended rate of high quality corporate bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows. The amounts expected to be paid in respect of employees' entitlements to annual leave are accrued at expected salary rates including on-costs.

Defined contribution superannuation schemes

The Group operates a number of defined contribution schemes and also contributes, according to local law, in the various countries in which it operates, to government and other plans that have the characteristics of defined contribution schemes.

The Group's contributions to these schemes are recognised as an expense in the income statement when incurred.

Defined benefit superannuation schemes

The Group operates a small number of defined benefit schemes. The liability and expense related to providing benefits to employees under each defined benefit scheme are calculated by independent actuaries.

A defined benefit liability is recognised to the extent that the present value of the defined benefit obligation of each scheme, calculated using the Projected Unit Credit Method, is greater than the fair value of each scheme's assets. Where this calculation results in an asset of the Group, a defined benefit asset is recognised, which is capped at the recoverable amount. In each reporting period, the movements in the net defined benefit liability are treated as follows:

- ▶ the net movement relating to the current period's service cost, net interest on the net defined benefit liability, past service costs and other costs (such as the effects of any curtailments and settlements) is recognised as an operating expense in the Income Statement;

- ▶ remeasurements of the net defined benefit liability, which comprise actuarial gains and losses and return on scheme assets (excluding interest income included in net interest), are recognised directly in retained earnings through other comprehensive income; and
- ▶ contributions made by the Group are recognised directly against the net defined benefit position.

viii) Provisions

The Group recognises provisions when there is a present obligation, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation at reporting date. Where a provision is measured using the estimated cash flows required to settle the present obligation, its carrying amount is the present value of those cash flows.

G) EQUITY

i) Ordinary shares

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

ii) Treasury shares

Shares in the Company which are purchased on-market by the ANZ Employee Share Acquisition Plan or issued by the Company to the ANZ Employee Share Acquisition Plan are classified as treasury shares (to the extent that they relate to unvested employee share based awards) and are deducted from share capital.

In addition, the life insurance business may also purchase and hold shares in the Company to back policy liabilities in the life insurance statutory funds. These shares are also classified as treasury shares and deducted from share capital. These assets, plus any corresponding income statement fair value movement on the assets and dividend income, are eliminated when the life statutory funds are consolidated into the Group. The cost of the investment in the shares is deducted from share capital. However, the corresponding life investment contract and life insurance contract liabilities, and related changes in the liabilities recognised in the income statement, remain upon consolidation.

Treasury shares are excluded from the weighted average number of ordinary shares used in the earnings per share calculations.

iii) Non-controlling interest

Non-controlling interests represent the share in the net assets of subsidiaries attributable to equity interests not owned directly or indirectly by the Company.

iv) Reserves

Foreign currency translation reserve

As indicated in note 1(A)(ix), exchange differences arising on translation of assets and liabilities into the Group's presentation currency are reflected in the foreign currency translation reserve. Any offsetting gains or losses on hedging these balances, together with any tax effect, are also reflected in this reserve. When a foreign operation is sold, attributable exchange differences are recognised in the income statement.

1: Significant Accounting Policies (continued)

Available-for-sale revaluation reserve

This reserve includes changes in the fair value and exchange differences on the revaluation of available-for-sale financial assets, net of tax. These changes are transferred to the income statement (in other operating income) when the asset is derecognised or impaired.

Cash flow hedge reserve

This reserve includes the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments net of tax. The cumulative deferred gain or loss on the hedge is recognised in the income statement when the hedged transaction impacts the income statement.

Share option reserve

This reserve includes the amounts which arise on the recognition of share-based compensation expense (see note 1(C)(iii)). Amounts are transferred out of the reserve into share capital when the equity instruments are exercised.

Transactions with non-controlling interests reserve

The transactions with non-controlling interests reserve represents the impact of transactions with non-controlling shareholders in their capacity as shareholders.

H) PRESENTATION

i) Offsetting of income and expenses

Income and expenses are not offset unless required or permitted by an accounting standard. This generally arises in the following circumstances:

- ▶ where transaction costs form an integral part of the effective interest rate of a financial instrument which is measured at amortised cost, these are offset against the interest income/expense as part of the effective yield; or
- ▶ where gains and losses arise from a group of similar transactions, such as foreign exchange gains and losses.

ii) Offsetting assets and liabilities

Assets and liabilities are offset and the net amount reported in the balance sheet only where there is:

- ▶ a current enforceable legal right to offset the asset and liability; and
- ▶ an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

iii) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance and for which discrete information is available. Changes in the internal organisational structure of the Group can cause the composition of the Group's reportable segments to change. Where this occurs corresponding segment information for the previous financial year is restated, unless the information is not available and the cost to prepare it would be excessive.

I) LIFE INSURANCE AND FUNDS MANAGEMENT BUSINESS

The Group conducts its life insurance and funds management business (the Life Business) in Australia primarily through OnePath Life Limited, which is registered under the Life Insurance Act 1995 (Life Act) and in New Zealand through OnePath Life (NZ) Limited which is licensed under the Insurance (Prudential Supervision) Act 2010.

The operations of the Life Business are conducted within separate statutory funds, as required by the Life Act and are reported in aggregate with the shareholder's fund in the income statement, statement of changes in equity, balance sheet and cash flow statements of the Group. The assets of the Life Business in Australia are allocated between policyholder and shareholder funds in accordance with the requirements of the Life Act. Under AASs, the financial statements must include all assets, liabilities, revenues, expenses and equity, irrespective of whether they are designated as relating to shareholders or policyholders. Accordingly, the consolidated financial statements include both policyholder (statutory) and shareholders' funds.

i) Policy liabilities

Policy liabilities include liabilities arising from life insurance contracts and life investment contracts.

Life insurance contracts are insurance contracts regulated under the Life Act and similar contracts issued by entities operating outside Australia. An insurance contract is a contract under which an insurer accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event adversely affects the policyholder.

All contracts written by registered life insurers that do not meet the definition of an insurance contract are referred to as life investment contracts. Life investment contract business relates to funds management products in which the Group issues a contract where the resulting liability to policyholders is linked to the performance and value of the assets that back those liabilities.

Whilst the underlying assets are registered in the name of the life insurer and the policyholder has no direct access to the specific assets, the contractual arrangements are such that the policyholder bears the risks and rewards of the fund's underlying assets investment performance with the exception of capital guaranteed products where the policyholder is guaranteed a minimum return or asset value. The Group derives fee income from the administration of the underlying assets.

Life investment contracts that include a discretionary participation feature (participating contracts) are accounted for as if they are life insurance contracts under AASB 1038.

Life insurance liabilities

Life insurance liabilities are determined using the 'Margin on Services' (MoS) model using a projection method. Under the projection method, the liability is determined as the net present value of the expected future cash flows, plus planned margins of revenues over expenses relating to services yet to be provided, discounted using a risk-free discount rate that reflects the nature, structure and term of the liabilities. Expected future cash flows include premiums, expenses, redemptions and benefit payments, including bonuses.

Profits from life insurance contracts are brought to account using the MoS model in accordance with Actuarial Standard LPS 340 Valuation of Policy Liabilities as issued by APRA under the Life Act and Professional Standard 3 Determination of Life Insurance Policy Liabilities as issued by the New Zealand Society of Actuaries.

1: Significant Accounting Policies (continued)

Under the MoS model, profit is recognised as premiums are received and services are provided to policyholders. When premiums are received but the service has not been provided, the profit is deferred. Losses are expensed when identified.

Costs associated with the acquisition of policies are recognised over the period that the policy generates profits. Costs are only deferred to the extent that a contract is expected to be profitable.

Participating contracts, defined as those contracts that entitle the policyholder to participate in the performance and value of certain assets in addition to the guaranteed benefit, are entitled to share in the profits that arise from the participating business. This profit sharing is governed by the Life Act and the life insurance company's constitution. The profit sharing entitlement is treated as an expense in the consolidated financial statements. Any benefits which remain payable at the end of the reporting period are recognised as part of life insurance liabilities.

Life investment contract liabilities

Life investment contracts consist of two components: a financial instrument and an investment management service.

The financial instrument component of the life investment contract liabilities is designated at fair value through profit or loss. The investment management service component, including associated acquisition costs, is recognised as revenue in the profit or loss as services are performed. See note 1(l)(vii) for the deferral and amortisation of life investment contract acquisition costs and entry fees.

The life investment contract liability is directly linked to the performance and value of the assets that back them and is determined as the fair value of those assets after tax. For fixed income policies the liability is determined as the net present value of expected cash flows subject to a minimum of current surrender value.

ii) External unit holder liabilities (life insurance funds)

The life insurance business includes controlling interests in investment funds. The total amounts of the underlying assets, liabilities, revenues and expenses of the controlled entities are recognised in the Group's consolidated financial statements. When a controlled investment fund is consolidated, the share of the unit holder liability attributable to the Group is eliminated but amounts due to external unit holders remain as liabilities in the Group's consolidated balance sheet.

iii) Investments backing policy liabilities

All investments backing policy liabilities are designated as at fair value through profit or loss. All policyholder assets, being those assets held within the statutory funds of the life company that are not segregated and managed under a distinct shareholder investment mandate are held to back life insurance and life investment contract liabilities (collectively referred to as policy liabilities).

iv) Claims

Claims are recognised when the liability to the policyholder under the policy contract has been established or upon notification of the insured event depending on the type of claim.

Claims incurred in respect of life investment contracts represent withdrawals and are recognised as a reduction in life investment contract liabilities.

Claims incurred that relate to the provision of services and bearing of insurance risks are treated as expenses and these are recognised on an accruals basis once the liability to the policyholder has been established under the terms of the contract.

v) Revenue

Life insurance premiums

Life insurance premiums earned by providing services and bearing risks are treated as revenue. For annuity, risk and traditional business, all premiums are recognised as revenue. Premiums with no due date are recognised as revenue on a cash received basis. Premiums with a regular due date are recognised as revenue on an accruals basis. Unpaid premiums are only recognised as revenue during the days of grace or where secured by the surrender value of the policy and are included as other assets in the balance sheet.

Life investment contract premiums

There is no premium revenue in respect of life investment contracts. Life investment deposit premiums are recognised as an increase in policy liabilities. Amounts received from policyholders in respect of life investment contracts are recognised as an investment contract liability where the receipt is in the nature of a deposit, or recognised as an origination fee with an ongoing investment management fee.

Fees

Fees are charged to policyholders in connection with life insurance and life investment contracts and are recognised when the service has been provided. Entry fees from life investment contracts are deferred and recognised over the average expected life of the contracts. Deferred entry fees are presented within other liabilities in the balance sheet.

vi) Reinsurance contracts

Reinsurance premiums, commissions and claim settlements, as well as the reinsurance element of insurance contract liabilities, are accounted for on the same basis as the underlying direct insurance contracts for which the reinsurance was purchased.

vii) Policy acquisition costs

Life insurance contract acquisition costs

Policy acquisition costs are the fixed and variable costs of acquiring new business. The appointed actuary assesses the value and future recoverability of these costs in determining policy liabilities. The net profit impact is presented in the income statement as a change in policy liabilities. The deferral is determined as the lesser of actual costs incurred and the allowance for recovery of these costs from the premiums or policy charge as appropriate for each business class. This is subject to an overall limit that future profits are anticipated to cover these costs. Losses arising on acquisition are recognised in the income statement in the year in which they occur. Amounts which are deemed recoverable from future premiums or policy charges are deferred and amortised over the life of the policy.

Life investment contract acquisition costs

Incremental acquisition costs, such as commissions, that are directly attributable to securing a life investment contract are recognised as an asset where they can be identified separately and measured reliably and if it is probable that they will be recovered. These deferred acquisition costs are presented in the balance sheet as an intangible asset and are amortised over the period that they will be recovered from future policy charges.

Any impairment losses arising on deferred acquisition costs are recognised in the income statement in the period in which they occur.

1: Significant Accounting Policies (continued)

viii) Basis of expense apportionment

All life investment contracts and insurance contracts are categorised based on individual policy or product. Expenses for these products are then allocated between acquisition, maintenance, investment management and other expenses.

Expenses which are directly attributable to an individual policy or product are allocated directly to a particular expense category, fund, class of business and product line as appropriate. Where expenses are not directly attributable to an individual policy or product, they are appropriately apportioned based on detailed expense analysis having regard to the objective in incurring that expense and the outcome achieved. The apportionment has been made in accordance with Actuarial Standard LPS 340, issued by the Australian Prudential Regulation Authority, and on an equitable basis to the different classes of business in accordance with Division 2 of Part 6 of the Life Act.

J) OTHER

i) Contingent liabilities

Contingent liabilities acquired in a business combination are measured at fair value at the acquisition date. At subsequent reporting dates the value of such contingent liabilities is reassessed based on the estimate of the expenditure required to settle the contingent liability.

Other contingent liabilities are not recognised in the balance sheet but disclosed in note 43 unless it is considered remote that the Group will be liable to settle the possible obligation.

ii) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period after eliminating treasury shares.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effect of dilutive ordinary shares.

iii) Accounting Standards not early adopted

The following accounting standards relevant to the Company and/or the Group have been issued but are not yet effective and have not been applied in these financial statements.

AASB 9 *Financial Instruments* ('AASB 9')

The Australia Accounting Standards Board issued the final version of AASB 9 in December 2014. When operative, this standard will replace AASB 139 *Financial Instruments: Recognition and Measurement*. AASB 9 addresses recognition and measurement requirements for financial assets and financial liabilities, impairment requirements that introduce an expected credit loss impairment model and general hedge accounting requirements which more closely align with risk management activities undertaken when hedging financial and non-financial risks.

AASB 9 is not mandatorily effective for the Group until 1 October 2018. The Group is in the process of assessing the impact of AASB 9 and is not yet able to reasonably estimate the impact on its financial statements.

The Group early adopted, in isolation, the part of AASB 9 relating to gains and losses attributable to changes in own credit risk of financial liabilities designated as fair value through profit or loss in the prior financial year (effective from 1 October 2013). Refer to note 1(E)(i) for a description of the accounting policy.

AASB 15 *Revenue from Contracts with Customers* ('AASB 15')

The Australia Accounting Standards Board issued AASB 15 in December 2014. The standard is not mandatorily effective for the Group until 1 October 2018. AASB 15 contains new requirements for the recognition of revenue and additional disclosures about revenue.

While it is expected that a significant proportion of the Group's revenue will be outside the scope of AASB 15, the Group is in the process of assessing the impact of AASB 15 and is not yet able to reasonably estimate the impact on its financial statements.

2: Critical Estimates and Judgements Used in Applying Accounting Policies

The preparation of the financial statements of the Company and Group involves making estimates and judgements that affect the reported amounts within the financial statements. The estimates and judgements are continually evaluated based on historical factors and expectations of future events, which are believed to be reasonable under the circumstances. All material changes to accounting policies and estimates and the application of these policies and judgements are approved by the Audit Committee of the Board.

A brief explanation of the critical estimates and judgements follows.

i) Provisions for credit impairment

The measurement of impairment of loans and advances requires management's best estimate of the losses incurred in the portfolio at reporting date.

Individual and collective provisioning involves the use of assumptions for estimating the amount and timing of expected future cash flows. The process of estimating the amount and timing of cash flows involves considerable management judgement. These judgements are regularly revised to reduce any differences between loss estimates and actual loss experience.

The collective provision involves estimates regarding the historical loss experience for assets with credit characteristics similar to those in the collective pool. The historical loss experience is adjusted based on current observable data and events and an assessment of the impact of model risk. The provision also takes into account management's assessment of the impact of large concentrated losses inherent within the portfolio and the economic cycle.

The use of such judgements and reasonable estimates is considered by management to be an essential part of the financial reporting process and does not impact on the reliability of the provision.

ii) Impairment of non-lending assets

The carrying values of non-lending assets are subject to impairment assessments at each reporting date. Judgement is required in identifying the cash-generating units to which goodwill and other assets are allocated for the purpose of impairment testing.

Impairment testing involves identifying appropriate internal and external indicators of impairment and whether these exist at each reporting date. Where an indication of impairment exists, the recoverable amount of the asset is determined based on the higher of the assets fair value less costs to sell and its value in use. Judgement is applied when determining the assumptions supporting the recoverable amount calculations.

2: Critical Estimates and Judgements Used in Applying Accounting Policies (continued)

During the year the impairment assessment of non-lending assets identified that two of the Group's associate investments (AMMB Holdings Berhad (Ambank) and PT Bank Pan Indonesia (PT Panin)) demonstrated indicators of impairment. Although their market value (based on share price) was below their carrying value no impairment was recognised as the carrying values were supported by their value in use. The value in use calculation is sensitive to a number of key assumptions, including future profitability levels, capital levels, long term growth rates and discount rates. Refer note 35 for the key assumptions included in the value in use calculation.

iii) Consolidation

The Company assesses, at inception and at each reporting date, whether an entity should be consolidated based on the accounting policy outlined in note 1(A)(vii). Such assessments are predominantly required for structured finance transactions, securitisation activities, and involvement with investment funds. When assessing whether the Company controls (and therefore consolidates) a structured entity, judgement is required about whether the Company has power over the relevant activities as well as exposure to variable returns of the structured entity. All involvement, rights and exposure to returns are considered when assessing if control exists.

The Company is deemed to have power over an investment fund when it preforms the function of Manager/Responsible Entity of that investment fund. Whether the Company controls the investment fund depends on whether it holds that power as principal, or as an agent for other investors. The Company is considered the principal, and thus controls an investment fund, when it cannot be easily removed from the position of Manager/Responsible Entity by other investors and has variable returns through significant aggregate economic interest in that investment fund. In all other cases the Company is considered to be acting in an agency capacity and does not control the investment fund.

iv) Financial instruments at fair value

The Group's financial instruments measured at fair value are stated in note 1(A)(iii). In estimating the fair value of financial instruments the Group uses quoted market prices in an active market, wherever possible.

In the event that there is no active market for the instrument, fair value is based on present value estimates or other market accepted valuation techniques. The valuation models incorporate the impact of bid/ask spreads, counterparty credit spreads and other factors that market participants would consider in determining the fair value. The selection of appropriate valuation techniques, methodologies and inputs requires judgement. These are reviewed and updated as market practice evolves.

The majority of valuation techniques employ only observable market data. However, for certain financial instruments, the fair value cannot be determined with reference to current market transactions or valuation techniques whose variables only include data from observable markets. For these financial instruments, the fair value is determined using data derived and extrapolated from market data and tested against historic transactions and observed market trends.

Application of professional judgement is required to analyse the data available to support each assumption upon which these valuations are based. Changing the assumptions changes the resulting estimate of fair value.

The majority of outstanding derivative positions are transacted over-the-counter where no active market exists for such instruments and therefore need to be valued using valuation techniques. Included in the determination of the fair value of derivatives is a credit valuation adjustment (CVA) to reflect the credit worthiness of the counterparty. Amongst other factors, this is influenced by the mark-to-market of the derivative trades and by the movement in the market cost of credit. Further, in order to account for the funding costs inherent in the derivative, a funding valuation adjustment (FVA) is applied. Judgment is required to determine the appropriate cost of funding and the future expected cash flows used to determine FVA.

v) Provisions (other than loan impairment)

The Group holds provisions for various obligations including employee entitlements, restructurings and litigation related claims. The provision for long-service leave is supported by an independent actuarial report and involves assumptions regarding employee turnover, future salary growth rates and discount rates. Other provisions involve judgements regarding the outcome of future events including estimates of expenditure required to satisfy such obligations. Where relevant, expert legal advice has been obtained and, in light of such advice, provisions and/or disclosures as deemed appropriate have been made.

vi) Life insurance contract liabilities

Policy liabilities for life insurance contracts are computed using statistical or mathematical methods, which are expected to give approximately the same results as if an individual liability was calculated for each contract. The computations are made by suitably qualified personnel on the basis of recognised actuarial methods, with due regard to relevant actuarial principles and standards. The methodology takes into account the risks and uncertainties of the particular class of life insurance business written. Deferred policy acquisition costs are connected with the measurement basis of life insurance liabilities and are equally sensitive to the factors that are considered in the liability measurement.

The key factors that affect the estimation of these liabilities and related assets are:

- ▶ the cost of providing the benefits and administering the insurance contracts;
- ▶ mortality and morbidity experience on life insurance products, including enhancements to policyholder benefits;
- ▶ discontinuance experience, which affects the Company's ability to recover the cost of acquiring new business over the lives of the contracts; and
- ▶ the amounts credited to policyholders' accounts compared to the returns on invested assets through asset-liability management and strategic and tactical asset allocation.

In addition, factors such as regulation, competition, interest rates, taxes and general economic conditions affect the level of these liabilities.

The total value of policy liabilities for life insurance contracts have been appropriately calculated in accordance with these principles.

vii) Taxation

Judgement is required in determining provisions held in respect of uncertain tax positions. The Group estimates its tax liabilities based on its understanding of the relevant law in each of the countries in which it operates and seeks independent advice where appropriate.

3: Income

	Consolidated		The Company ¹	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Interest income				
Loans and advances and acceptances	27,515	26,752	20,657	20,620
Trading securities	1,594	1,546	1,109	1,091
Available-for-sale assets	759	627	609	500
Other	658	599	468	432
Total external interest income	30,526	29,524	22,843	22,643
Controlled entities	–	–	3,822	2,917
Total interest income	30,526	29,524	26,665	25,560
Interest income is analysed by type of financial asset as follows:				
Financial assets not classified at fair value through profit or loss	28,916	27,949	25,549	24,446
Trading securities	1,594	1,546	1,109	1,091
Financial assets designated at fair value through profit or loss	16	29	7	23
Total interest income	30,526	29,524	26,665	25,560
i) Fee and commission income				
Lending fees ²	833	779	727	676
Non-lending fees and commissions ³	2,807	2,648	2,023	1,867
	3,640	3,427	2,750	2,543
Controlled entities	–	–	1,144	1,257
Total fee and commission income ³	3,640	3,427	3,894	3,800
Fee and commission expense ^{3,4}	(1,006)	(922)	(806)	(704)
Net fee and commission income³	2,634	2,505	3,088	3,096
ii) Other income				
Net foreign exchange earnings	1,007	1,073	719	672
Net (losses)/gains from trading securities and derivatives ⁵	(131)	138	(173)	54
Credit risk on credit intermediation trades	8	(22)	8	(22)
Movement on financial instruments measured at fair value through profit or loss ⁶	241	97	129	71
Dividends received from controlled entities ⁷	–	–	2,571	1,702
Brokerage income	58	50	–	–
Loss on divestment of investment in SSI	–	(21)	–	(21)
Dilution gain on investment in Bank of Tianjin (BoT)	–	12	–	12
Insurance settlement	–	26	–	–
Gain on sale of ANZ Trustees	–	125	–	115
Other ³	277	206	233	105
Total other income	1,460	1,684	3,487	2,688
Other operating income	4,094	4,189	6,575	5,784
Net funds management and insurance income				
Funds management income	930	917	111	122
Investment income	1,848	2,656	–	–
Insurance premium income	1,541	1,314	43	46
Commission income/(expense)	(452)	(471)	49	49
Claims	(718)	(707)	–	–
Changes in policy liabilities	(1,434)	(2,147)	–	–
Elimination of treasury share gain/(loss)	21	(24)	–	–
Total net funds management and insurance income	1,736	1,538	203	217
Total other operating income	5,830	5,727	6,778	6,001
Total share of associates' profit	625	517	376	248
Total income	36,981	35,768	33,819	31,809

1 Comparative amounts have changed. Refer to note 45 for details.

2 Lending fees exclude fees treated as part of the effective yield calculation and included in interest income (refer note 1 B(ii)).

3 Certain card related fees that are integral to the generation of income were reclassified within total income to better reflect the nature of the items. Comparatives have been restated and fees of \$488 million for the Group and \$380 million for the Company were moved from 'non-lending fees and commissions', and fees of \$10 million for the Group and \$10 million for the Company were moved from 'Other income', and included in 'fee and commission expenses'.

4 Includes interchange fees paid.

5 Does not include interest income relating to trading securities and derivatives used for balance sheet risk management.

6 Includes fair value movements (excluding realised and accrued interest) on derivatives not designated as accounting hedges entered into to manage interest rate and foreign exchange risk on funding instruments, ineffective portions of cash flow hedges, and fair value movements in financial assets and financial liabilities designated at fair value.

7 Dividends received from controlled entities are subject to meeting applicable regulatory and company law requirements, including solvency requirements.

NOTES TO THE FINANCIAL STATEMENTS (continued)

4: Expenses

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Interest expense				
Deposits	11,159	11,229	8,514	8,935
Borrowing corporations' debt	70	62	–	–
Commercial paper	515	436	255	241
Debt issuances and subordinated debt	3,747	3,543	2,874	2,780
Other	419	444	358	359
Total external interest expense	15,910	15,714	12,001	12,315
Controlled entities	–	–	4,248	3,235
Total interest expense	15,910	15,714	16,249	15,550
Interest expense is analysed by types of financial liabilities as follows:				
Financial liabilities not classified at fair value through profit or loss	15,572	15,381	16,171	15,412
Financial liabilities designated at fair value through profit or loss	338	333	78	138
	15,910	15,714	16,249	15,550
Operating expenses				
i) Personnel				
Employee entitlements and taxes	325	278	233	209
Salaries and wages	3,719	3,495	2,678	2,591
Superannuation costs – defined benefit plan (note 40)	7	10	2	4
– defined contribution plans	324	300	269	246
Equity-settled share-based payments	216	215	185	183
Other	888	790	648	590
Total personnel expenses (excl. restructuring)	5,479	5,088	4,015	3,823
ii) Premises				
Depreciation of buildings and integrals	192	198	128	136
Rent	479	450	379	364
Utilities and other outgoings	180	178	119	118
Other	71	62	57	51
Total premises expenses (excl. restructuring)	922	888	683	669
iii) Technology				
Data communication	115	104	70	64
Depreciation	675	550	599	453
Licences and outsourced services	447	400	290	291
Rentals and repairs	158	153	129	126
Software impairment	17	15	12	11
Other	50	44	31	17
Total technology expenses (excl. restructuring)	1,462	1,266	1,131	962
iv) Other				
Advertising and public relations	292	278	203	208
Audit fees and other fees (note 44)	21	19	11	10
Freight, stationery, postage and telephone	263	273	192	189
Non-lending losses, frauds and forgeries	66	52	56	39
Professional fees	324	239	273	220
Travel and entertainment expenses	205	193	146	141
Amortisation and impairment of other intangible assets	88	118	9	8
Other	206	233	607	509
Total other expenses (excl. restructuring)	1,465	1,405	1,497	1,324
v) Restructuring	31	113	24	100
Total operating expenses	9,359	8,760	7,350	6,878

5: Income Tax

INCOME TAX EXPENSE

	Consolidated		The Company ¹	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Income tax recognised in the income statement				
Tax expense comprises:				
Current tax expense	2,932	2,658	1,866	1,769
Adjustments recognised in the current year in relation to the current tax of prior years	–	1	1	–
Deferred tax expense/(income) relating to the origination and reversal of temporary differences	94	366	78	202
Total income tax expense charged in the income statement	3,026	3,025	1,945	1,971
Reconciliation of the prima facie income tax expense on pre-tax profit with the income tax expense charged in the income statement				
Profit before income tax	10,533	10,308	9,251	8,407
Prima facie income tax expense at 30%	3,160	3,092	2,775	2,522
Tax effect of permanent differences:				
Overseas tax rate differential	(95)	(102)	(22)	(25)
Rebateable and non-assessable dividends	(2)	(2)	(771)	(570)
Profit from associates	(187)	(155)	(113)	(74)
Sale of ANZ Trustees and SSI	–	(11)	–	(11)
Offshore Banking Units	(1)	5	(1)	5
Foreign exchange translation of US hybrid loan capital	–	–	–	72
ANZ Wealth Australia – policyholder income and contributions tax	130	170	–	–
ANZ Wealth Australia – tax consolidation benefit	(56)	–	–	–
Tax provisions no longer required	(17)	(50)	(17)	(40)
Interest on convertible instruments	72	71	72	71
Other	22	6	21	21
	3,026	3,024	1,944	1,971
Income tax (over) provided in previous years	–	1	1	–
Total income tax expense charged in the income statement	3,026	3,025	1,945	1,971
Effective tax rate	28.7%	29.3%	21.0%	23.4%
Australia	2,144	2,136	1,806	1,811
Overseas	882	889	139	160

¹ Comparative amounts have changed as a result of changes to the income statement disclosed in note 45.

TAX CONSOLIDATION

The Company and all its wholly owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. The Company is the head entity in the tax-consolidated group. Tax expense/income and deferred tax liabilities/assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax consolidated group on a 'group allocation' basis. Current tax liabilities and assets of the tax consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the tax-consolidated group in relation to the tax contribution amounts paid or payable between the Company and the other members of the tax consolidated group in accordance with the arrangement.

Members of the tax-consolidated group have also entered into a tax sharing agreement that provides for the allocation of income tax liabilities between the entities should the head entity default on its income tax payment obligations.

NOTES TO THE FINANCIAL STATEMENTS (continued)

5: Income Tax (continued)

TAX ASSETS	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Australia				
Current tax asset	59	9	59	9
Deferred tax asset	208	280	585	676
	267	289	644	685
New Zealand				
Deferred tax asset	–	–	5	6
	–	–	5	6
Asia Pacific, Europe & America				
Current tax asset	31	29	25	18
Deferred tax asset	194	137	122	96
	225	166	147	114
Total current and deferred tax assets	492	455	796	805
Total current tax assets	90	38	84	27
Total deferred tax assets	402	417	712	778
Deferred tax assets recognised in profit or loss				
Collective provision for loans and advances	767	724	626	594
Individual provision for impaired loans and advances	259	292	215	236
Other provisions	285	272	205	184
Provision for employee entitlements	158	152	120	119
Other	170	203	66	102
	1,639	1,643	1,232	1,235
Deferred tax assets recognised directly in equity				
Available-for-sale revaluation reserve	–	–	9	–
Own credit risk of financial liabilities	–	10	–	10
	–	10	9	10
Set-off of deferred tax assets pursuant to set-off provisions ¹	(1,237)	(1,236)	(529)	(467)
Net deferred tax assets	402	417	712	778
Unrecognised deferred tax assets				
The following deferred tax assets will only be recognised if:				
▶ assessable income derived is of a nature and an amount sufficient to enable the benefit to be realised;				
▶ the conditions for deductibility imposed by tax legislation are complied with; and				
▶ no changes in tax legislation adversely affect the Group in realising the benefit.				
Unused realised tax losses (on revenue account)	5	5	–	–
Total unrecognised deferred tax assets	5	5	–	–

¹ Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.

5: Income Tax (continued)

TAX LIABILITIES	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Australia				
Current tax payable	–	208	–	208
	–	208	–	208
New Zealand				
Current tax payable	74	60	18	21
Deferred tax liabilities	113	53	–	–
	187	113	18	21
Asia Pacific, Europe & America				
Current tax payable	193	181	76	72
Deferred tax liabilities	136	67	123	62
	329	248	199	134
Total current and deferred tax liabilities	516	569	217	363
Total current tax liabilities	267	449	94	301
Total deferred tax liabilities	249	120	123	62
Deferred tax liabilities recognised in profit or loss				
Acquired portfolio of insurance and investment business	214	235	–	–
Insurance related deferred acquisition costs	135	124	–	–
Lease finance	289	249	64	41
Other	660	562	434	375
	1,298	1,170	498	416
Deferred tax liabilities recognised directly in equity				
Cash flow hedges	117	73	122	76
Foreign currency translation reserve	36	36	–	–
Available-for-sale revaluation reserve	14	75	–	29
Defined benefits obligation	16	2	27	8
Own credit risk of financial liabilities	5	–	5	–
	188	186	154	113
Set-off of deferred tax liabilities pursuant to set-off provision ¹	(1,237)	(1,236)	(529)	(467)
Net deferred tax liability	249	120	123	62
Unrecognised deferred tax liabilities				
The following deferred tax liabilities have not been brought to account as liabilities:				
Other unrealised taxable temporary differences ²	386	323	70	45
Total unrecognised deferred tax liabilities	386	323	70	45

1 Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.

2 Represents additional potential foreign tax costs should all retained earnings in offshore branches and subsidiaries be repatriated.

NOTES TO THE FINANCIAL STATEMENTS (continued)

6: Dividends

	Consolidated ¹		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Ordinary share dividends²				
Interim dividend	2,379	2,278	2,379	2,278
Final dividend	2,619	2,497	2,619	2,497
Bonus option plan adjustment	(92)	(81)	(92)	(81)
Dividend on ordinary shares	4,906	4,694	4,906	4,694

1 Excludes dividends paid by subsidiaries of the Group to non-controlling equity holders (2015: \$1 million, 2014: \$1 million).

2 Dividends are not accrued and are recorded when paid.

A final dividend of 95 cents, fully franked for Australian tax purposes, is proposed to be paid on each eligible fully paid ANZ ordinary share on 16 December 2015 (2014: final dividend of 95 cents, paid 16 December 2014, fully franked for Australian tax purposes). It is proposed that New Zealand imputation credits of NZ 11 cents per fully paid ANZ ordinary share will also be attached to the 2015 final dividend (2014: NZ 12 cents). The 2015 interim dividend of 86 cents, paid 1 July 2015, was fully franked for Australian tax purposes (2014: interim dividend of 83 cents, paid 1 July 2014, fully franked for Australian tax purposes). New Zealand imputation credits of NZ 10 cents per fully paid ANZ ordinary share were attached to the 2015 interim dividend (2014: NZ 10 cents).

The tax rate applicable to the Australian franking credits attached to the 2015 interim dividend and to be attached to the proposed 2015 final dividend is 30% (2014: 30%).

Dividends paid in cash or satisfied by the issue of shares under the dividend reinvestment plan during the years ended 30 September 2015 and 2014 were as follows:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Paid in cash ¹	3,784	3,843	3,784	3,843
Satisfied by share issue ²	1,122	851	1,122	851
	4,906	4,694	4,906	4,694

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Preference share dividend³				
Euro Trust Securities ⁴	1	6	–	–
Dividend on preference shares	1	6	–	–

1 Refers to cash paid to shareholders who did not elect to participate in the dividend reinvestment plan or the bonus option plan.

2 Includes shares issued to participating shareholders under the dividend reinvestment plan.

3 Dividends are not accrued and are recorded when paid.

4 Refer to note 30 for details.

DIVIDEND FRANKING ACCOUNT

	2015 \$m	2014 \$m
Australian franking credits available for subsequent financial years at a corporate tax rate of 30% (2014: 30%)	593	982

The above amounts represent the balances of the franking accounts as at the end of the financial year, adjusted for:

- ▶ franking credits that will arise from the payment of income tax payable as at the end of the financial year, and
- ▶ franking credits/debits that will arise from the receipt/payment of dividends that have been recognised as tax receivables/payables as at the end of the financial year.

6: Dividends (continued)

The final proposed 2015 dividend will utilise the entire balance of \$593 million franking credits available at 30 September 2015. Instalment tax payments on account of the 2016 financial year which will be made after 30 September 2015 will generate sufficient franking credits to enable the final 2015 dividend to be fully franked. The extent to which future dividends will be franked will depend on a number of factors, including the level of profits that will be subject to tax in Australia.

New Zealand imputation credits can be attached to our Australian dividends, but may only be used by our New Zealand resident shareholders. The amount of available New Zealand imputation credits at the end of the financial year, adjusted for credits that will arise from the payment of New Zealand income tax payable as at the end of the financial year and New Zealand imputation credits that will arise from dividends receivable as at the end of the financial year, is NZ\$3,508 million (2014: NZ\$3,492 million).

RESTRICTIONS WHICH LIMIT THE PAYMENT OF DIVIDENDS

There are presently no significant restrictions on the payment of dividends from material controlled entities to the Company. Various capital adequacy, liquidity, foreign currency controls, statutory reserve and other prudential and legal requirements must be observed by certain controlled entities and the impact of these requirements on the payment of cash dividends is monitored.

There are presently no significant restrictions on the payment of dividends by the Company, although reductions in shareholders' equity through the payment of cash dividends are monitored having regard to the following:

- ▶ There are regulatory and other legal requirements to maintain a specified level of capital. Further, APRA has advised that a bank under its supervision, including the Company, must obtain its written approval before paying dividends (i) on ordinary shares which exceed its after tax earnings after taking into account any payments on more senior capital instruments in the financial year to which they relate or (ii) where the Company's Common Equity Tier 1 capital ratio falls within capital range buffers specified by APRA from time to time;
- ▶ The Corporations Act 2001 (Cth) provides that the Company must not pay a dividend on any instrument unless (i) it has sufficient net assets for the payment, (ii) the payment is fair and reasonable to the Company's shareholders as a whole, and (iii) the payment does not materially prejudice the Company's ability to pay its creditors;
- ▶ The terms of the Company's ANZ Convertible Preference Shares also limit the payment of dividends on these securities in certain circumstances. Generally the Company may not pay a dividend on these securities if to do so would result in the Company becoming, or likely to become, insolvent or breaching specified capital adequacy ratios, if the dividend would exceed its after tax prudential profits (as defined by APRA from time to time) or if APRA so directs; and
- ▶ If any dividend, interest or redemption payments or other distributions are not paid on the scheduled payment date, or shares or other qualifying Tier 1 securities are not issued on the applicable conversion or redemption dates, on the Company's ANZ Convertible Preference Shares or ANZ Capital Notes in accordance with their terms, the Company may be restricted from declaring or paying any dividends or other distributions on Tier 1 securities including ANZ ordinary shares and preference shares. This restriction is subject to a number of exceptions.

DIVIDEND REINVESTMENT PLAN

During the year ended 30 September 2015, 8,031,825 fully paid ANZ ordinary shares were issued at \$32.02 per share and 27,073,309 fully paid ANZ ordinary shares at \$31.93 per share to participating shareholders under the dividend reinvestment plan (2014: 14,941,125 fully paid ANZ ordinary shares at \$31.83 per share, and 11,268,833 fully paid ANZ ordinary shares at \$33.30 per share). All eligible shareholders can elect to participate in the dividend reinvestment plan.

For the 2015 final dividend, no discount will be applied when calculating the 'Acquisition Price' used in determining the number of fully paid ANZ ordinary shares to be provided under the dividend reinvestment plan and bonus option plan terms and conditions, and the 'Pricing Period' under the dividend reinvestment plan and bonus option plan terms and conditions will be the ten trading days commencing on 13 November 2015 (unless otherwise determined by the Directors and announced on the ASX).

BONUS OPTION PLAN

The amount paid in dividends during the year has been reduced as a result of certain eligible shareholders participating in the bonus option plan and foregoing all or part of their right to dividends. These shareholders were issued fully paid ANZ ordinary shares under the bonus option plan.

During the year ended 30 September 2015, 2,899,350 fully paid ANZ ordinary shares were issued under the bonus option plan (2014: 2,479,917 fully paid ANZ ordinary shares).

NOTES TO THE FINANCIAL STATEMENTS (continued)

7: Earnings Per Ordinary Share

	Consolidated	
	2015 \$m	2014 \$m
Basic earnings per share (cents)	271.5	267.1
Earnings reconciliation (\$millions)		
Profit for the year	7,507	7,283
Less: profit attributable to minority interests	14	12
Less: preference share dividend paid	1	6
Earnings used in calculating basic earnings per share	7,492	7,265
Weighted average number of ordinary shares (millions)¹	2,759.0	2,719.7
Diluted earnings per share (cents)	257.2	257.0
Earnings reconciliation (\$millions)		
Earnings used in calculating basic earnings per share	7,492	7,265
Add: US Trust Securities interest expense	–	7
Add: ANZ Convertible Preference Shares interest expense	128	155
Add: ANZ Capital Notes interest expense	134	81
Add: ANZ NZ Capital Notes interest expense	12	–
Earnings used in calculating diluted earnings per share	7,766	7,508
Weighted average number of ordinary shares (millions)¹		
Used in calculating basic earnings per share	2,759.0	2,719.7
Add: weighted average number of options/rights potentially convertible to ordinary shares	6.2	5.5
weighted average number of convertible US Trust Securities at current market prices	–	6.1
weighted average number of ANZ Convertible Preference Shares	123.4	127.5
weighted average number of ANZ Capital Notes	122.7	63.1
weighted average number of ANZ NZ Capital Notes	8.5	–
Used in calculating diluted earnings per share	3,019.8	2,921.9

¹ Weighted average number of ordinary shares excludes 11.8 million weighted average number of ordinary treasury shares held in ANZEST Pty Ltd (2014: 14.5 million) for the Group employee share acquisition scheme and 12.4 million weighted average number of ordinary treasury shares held in ANZ Wealth Australia (2014: 12.5 million).

8: Segment Analysis

(i) DESCRIPTION OF SEGMENTS

The Group operates on a divisional structure with Australia, International and Institutional Banking (IIB), New Zealand and Global Wealth being the major operating divisions. The IIB and Global Wealth divisions are coordinated globally. Global Technology, Services and Operations (GTSO) and Group Centre provide support to the operating divisions, including technology, operations, shared services, property, risk management, financial management, strategy, marketing, human resources and corporate affairs. The Group Centre includes Group Treasury and Shareholder Functions.

The segments and product and services categories as reported below are consistent with internal reporting provided to the chief operating decision maker, being the Chief Executive Officer.

The primary sources of external revenue across all divisions are interest income, fee income and trading income. The Australia and New Zealand divisions derive revenue from products and services from retail and commercial banking. IIB derives its revenue from retail and institutional products and services as well as partnerships. Global Wealth derives revenue from funds management, insurance and private wealth.

During 2015 the Merchant Services and Commercial Credit Cards businesses were transferred out of the Cards and Payments business unit in Australia Retail and split between Australia C&CB and IIB based on customer ownership. There have been no other major structure changes, however certain period comparatives have been restated to align with current period presentation resulting from minor changes to customer segmentation and the realignment of support functions.

(ii) OPERATING SEGMENTS

Transactions between business units across segments within ANZ are conducted on an arms length basis.

Year ended 30 September 2015 (\$m)	Australia	International and Institutional Banking	New Zealand	Global Wealth	GTSO and Group Centre	Other items ¹	Group Total
External interest income	15,997	8,312	5,853	297	67	–	30,526
External interest expense	(4,540)	(3,262)	(3,118)	(524)	(4,466)	–	(15,910)
Adjustment for intersegment interest	3,948	877	419	(405)	(4,839)	–	–
Net interest income	7,509	4,173	2,316	178	440	–	14,616
Other external operating income	1,166	2,629	365	1,552	(435)	553	5,830
Share of associates' profit	2	618	4	1	–	–	625
Segment revenue	8,678	7,419	2,684	1,730	7	553	21,071
Other external expenses	(1,808)	(1,999)	(663)	(571)	(4,318)	–	(9,359)
Adjustments for intersegment expenses	(1,349)	(1,617)	(401)	(404)	3,771	–	–
Operating expenses	(3,157)	(3,616)	(1,064)	(975)	(547)	–	(9,359)
Profit before credit impairment and income tax	5,521	3,803	1,620	755	(540)	553	11,712
Credit impairment (charge)/release	(853)	(295)	(55)	–	(2)	26	(1,179)
Segment result before tax	4,668	3,508	1,565	755	(542)	579	10,533
Income tax expense	(1,394)	(830)	(438)	(154)	92	(302)	(3,026)
Non-controlling interests	–	(14)	–	–	–	–	(14)
Profit after income tax attributed to shareholders of the company	3,274	2,664	1,127	601	(450)	277	7,493
Non-cash expenses							
Depreciation and amortisation	(158)	(187)	(15)	(109)	(486)	–	(955)
Equity-settled share based payment expenses	(14)	(137)	(12)	(8)	(45)	–	(216)
Credit impairment (charge)/release	(853)	(295)	(55)	–	(2)	26	(1,179)
Financial position							
Goodwill	–	1,180	1,801	1,616	–	–	4,597
Investments in associates	14	5,419	4	3	–	–	5,440

¹ In evaluating the performance of the operating segments, certain items are removed from the operating segment result where they are not considered integral to the ongoing performance of the segment and are evaluated separately. These items are set out in part (iii) of this note (refer pages 184 to 185 for further analysis).

NOTES TO THE FINANCIAL STATEMENTS (continued)

8: Segment Analysis (continued)

Year ended 30 September 2014 (\$m)	Australia	International and Institutional Banking	New Zealand	Global Wealth	GTSO and Group Centre	Other items ¹	Group Total
External interest income	16,069	7,783	5,251	307	114	–	29,524
External interest expense	(5,159)	(2,965)	(2,624)	(442)	(4,538)	14	(15,714)
Adjustment for intersegment interest	(3,833)	(809)	(456)	303	4,796	(1)	–
Net interest income	7,077	4,009	2,171	168	372	13	13,810
Other external operating income	1,113	2,585	348	1,577	(359)	463	5,727
Share of associates' profit	3	511	1	–	2	–	517
Segment revenue	8,193	7,105	2,520	1,745	15	476	20,054
Other external expenses	(1,658)	(1,790)	(644)	(602)	(4,066)	–	(8,760)
Adjustments for intersegment expenses	(1,357)	(1,485)	(387)	(402)	3,631	–	–
Operating expenses	(3,015)	(3,275)	(1,031)	(1,004)	(435)	–	(8,760)
Profit before credit impairment and income tax	5,178	3,830	1,489	741	(420)	476	11,294
Credit impairment (charge)/release	(818)	(216)	8	2	35	3	(986)
Segment result before tax	4,360	3,614	1,497	743	(385)	479	10,308
Income tax expense	(1,306)	(894)	(419)	(201)	120	(325)	(3,025)
Non-controlling interests	–	(12)	–	–	–	–	(12)
Profit after income tax attributed to shareholders of the company	3,054	2,708	1,078	542	(265)	154	7,271
Non-cash expenses							
Depreciation and amortisation	(119)	(155)	(16)	(120)	(429)	–	(839)
Equity-settled share based payment expenses	(16)	(130)	(13)	(7)	(49)	–	(215)
Credit impairment (charge)/release	(818)	(216)	8	2	35	3	(986)
Financial position							
Goodwill	–	1,131	1,766	1,614	–	–	4,511
Investments in associates	11	4,485	3	6	77	–	4,582

1 In evaluating the performance of the operating segments, certain items are removed from the operating segment result, where they are not considered integral to the ongoing performance of the segment and are evaluated separately. These items are set out in part (iii) of this note (refer pages 184 to 185 for further analysis).

(iii) OTHER ITEMS

The table below sets out the profit after tax impact of other items.

Item	Related segment	Profit after tax	
		2015 \$m	2014 \$m
Treasury shares adjustment	Global Wealth	16	(24)
Revaluation of policy liabilities	Global Wealth	73	26
Economic hedging	International and Institutional Banking	179	72
Revenue and net investment hedges	GTSO and Group Centre	3	101
Structured credit intermediation trades	International and Institutional Banking	6	(21)
Total		277	154

8: Segment Analysis (continued)

(iv) EXTERNAL SEGMENT REVENUE BY PRODUCTS AND SERVICES

The table below sets out revenue from external customers for groups of similar products and services. No single customer amounts to greater than 10% of the Group's revenue.

	Revenue ¹	
	2015 \$m	2014 \$m
Retail	8,104	7,464
Commercial	4,199	4,057
Wealth	1,730	1,745
Institutional	5,818	5,794
Partnerships	608	487
Other	612	507
	21,071	20,054

(v) GEOGRAPHICAL INFORMATION

The following table sets out revenue and non-current assets based on the geographical locations in which the Group operates.

Consolidated	Australia		APEA		New Zealand		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Total external revenue ¹	13,346	12,926	4,013	3,650	3,712	3,478	21,071	20,054
Non-current assets ²	347,040	308,768	55,257	42,326	79,337	72,989	481,635	424,083

1 Includes net interest income.

2 Non-current assets refers to assets that are expected to be recovered more than 12 months after balance date. They do not include financial instruments, deferred tax assets, post-employment benefits assets or rights under insurance contracts.

NOTES TO THE FINANCIAL STATEMENTS (continued)

9: Notes to the Cash Flow Statement

a) Reconciliation of net profit after income tax to net cash provided by operating activities

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Operating profit after income tax attributable to shareholders of the Company	7,493	7,271	7,306	6,436
Adjustment to reconcile operating profit after income tax to net cash provided by operating activities				
Provision for credit impairment	1,179	986	969	974
Depreciation and amortisation	955	839	735	597
Profit on sale of businesses	–	(146)	–	(136)
Net loss on disposal of premises and equipment	6	40	12	14
Net derivatives/foreign exchange adjustment	14,395	(1,257)	11,976	80
Equity settled share-based payments expense ¹	18	27	(13)	(5)
Other non-cash movements	(499)	(501)	(429)	(312)
Net (increase)/decrease in operating assets				
Collateral paid	(3,585)	1,271	(2,427)	957
Trading securities	2,870	(8,600)	2,161	(7,131)
Loans and advances	(32,280)	(35,154)	(21,759)	(29,408)
Investments backing policy liabilities	(1,787)	(1,802)	–	–
Net intra-group loans and advances	–	–	(992)	1,856
Interest receivable	106	(162)	54	(108)
Accrued income	(44)	9	(46)	28
Net tax assets	(56)	(182)	(443)	(644)
Net (decrease)/increase in operating liabilities				
Deposits and other borrowings	30,050	36,592	22,210	31,798
Settlement balances owed by ANZ	781	1,358	1,422	668
Collateral received	1,073	1,435	854	1,103
Life insurance contract policy liabilities	1,507	2,147	–	–
Payables and other liabilities	(974)	910	(1,491)	1,417
Interest payable	452	828	435	828
Accrued expenses	(148)	(136)	(186)	(124)
Provisions including employee entitlements	(36)	(130)	32	(131)
Total adjustments	13,983	(1,628)	13,074	2,321
Net cash provided by operating activities	21,476	5,643	20,380	8,757

¹ The equity settled share-based payments expense is net of on-market share purchases of \$198 million (2014: \$188 million) in the Group and the Company used to satisfy the obligation.

b) Reconciliation of cash and cash equivalents

Cash and cash equivalents at the end of the period as shown in the Cash Flow Statement is reflected in the related items in the Balance Sheet as follows:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	53,903	32,559	51,217	30,655
Settlement balances owed to ANZ	15,375	15,670	13,619	14,393
	69,278	48,229	64,836	45,048

c) Acquisitions and disposals

Cash (outflows) from acquisitions and investments (net of cash acquired)

Investments in controlled entities	–	–	(1,375)	(21)
	–	–	(1,375)	(21)

Cash inflows from disposals (net of cash disposed)

Disposals of controlled entities	–	148	–	156
Disposals of associates	4	103	–	93
	4	251	–	249

d) Non-cash financing activities

Dividends satisfied by share issue	1,122	851	1,122	851
Dividends satisfied by bonus share issue	92	81	92	81
	1,214	932	1,214	932

10: Cash

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Coins, notes and cash at bank	1,716	1,487	1,045	1,005
Money at call, bills receivable and remittances in transit	1	6	1	1
Securities purchased under agreements to resell in less than three months	12,053	9,851	11,757	9,631
Balances with Central Banks	40,133	21,215	38,414	20,018
Total cash	53,903	32,559	51,217	30,655

11: Trading Securities

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Government securities	24,702	24,867	18,515	18,337
Corporate and financial institution securities	18,389	20,618	12,947	15,559
Equity and other securities	5,909	4,207	5,911	4,153
Total trading securities	49,000	49,692	37,373	38,049

12: Derivative Financial Instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying variables or indices defined in the contract, require little or no initial net investment and are settled at a future date. Derivatives include contracts traded on registered exchanges and contracts agreed between counterparties. The use of derivatives and their sale to customers as risk management products is an integral part of the Group's trading and sales activities. Derivatives are also used to manage the Group's own exposure to fluctuations in foreign exchange and interest rates as part of its asset and liability management activities (balance sheet risk management).

Derivative financial instruments are subject to market and credit risk, and these risks are managed in a manner consistent with the risks arising on other financial instruments.

The Group's objectives and policies on managing risks that arise in connection with derivatives, including the policies for hedging, are outlined in note 19.

TYPES OF DERIVATIVE FINANCIAL INSTRUMENTS

The Group transacts principally in foreign exchange, interest rate, commodity and credit derivative contracts. The principal types of derivative contracts include swaps, forwards, futures and options contracts and agreements.

Derivatives, except for those that are specifically designated as effective hedging instruments, are classified as held for trading. The held for trading classification includes two categories of derivative financial instruments: those held as trading positions and those used in the Group's balance sheet risk management activities.

TRADING POSITIONS

Trading positions arise from both sales to customers and market making activities. Sales to customers include the structuring and marketing of derivative products which enable customers to manage their own risks. Market making activities consist of derivatives entered into principally for the purpose of generating profits from short-term fluctuations in prices or margins. Positions may be traded actively or held over a period of time to benefit from expected changes in market rates.

Trading derivatives are managed within the Group's market risk management policies, which are outlined in note 19.

Gains or losses, including any current period interest, from the change in fair value of trading positions are recognised in the income statement as 'other income' in the period in which they occur.

BALANCE SHEET RISK MANAGEMENT

The Group designates balance sheet risk management derivatives into hedging relationships in order to minimise income statement volatility. This volatility is created by differences in the timing of recognition of gains and losses between the derivative and the hedged item. Hedge accounting is not applied to all balance sheet risk management positions.

Gains or losses from the change in fair value of balance sheet risk management derivatives that form part of an effective hedging relationship are recognised in the income statement based on the hedging relationship. Any ineffectiveness is recognised in the income statement as 'other income' in the period in which it occurs.

Gains or losses, excluding any current period interest, from the change in fair value of balance sheet risk management positions that are not designated into hedging relationships are recognised in the income statement as 'other income' in the period in which they occur. Current period interest is included in interest income and expense.

The tables on the following pages provide an overview of the foreign exchange, interest rate, commodity and credit derivatives and include all trading and balance sheet risk management contracts. The derivative instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in market rates relative to the terms of the derivative. Further information on netting of derivative financial instruments is included in note 23. Notional principal amounts measure the amount of the underlying physical or financial commodity and represent the volume of outstanding transactions. They are not a measure of the risk associated with a derivative and are not recorded on the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS (continued)

12: Derivative Financial Instruments (continued)

Consolidated at 30 September 2015	Notional Principal Amount \$m	Fair Value									
		Trading		Hedging						Total	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m
		Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m
Foreign exchange contracts											
Spot and forward contracts	1,267,164	15,200	(13,964)	–	–	–	–	8	–	15,208	(13,964)
Swap agreements	652,681	20,965	(20,257)	2	(4)	–	–	–	(9)	20,967	(20,270)
Options purchased	92,330	2,441	–	–	–	–	–	–	–	2,441	–
Options sold	110,956	–	(2,081)	–	–	–	–	–	–	–	(2,081)
	2,123,131	38,606	(36,302)	2	(4)	–	–	8	(9)	38,616	(36,315)
Commodity contracts											
Derivative contracts	43,869	2,750	(2,207)	–	–	–	–	–	–	2,750	(2,207)
Interest rate contracts											
Forward rate agreements	343,457	37	(51)	–	–	–	–	–	–	37	(51)
Swap agreements	3,665,593	39,278	(38,004)	2,329	(1,770)	1,360	(973)	–	–	42,967	(40,747)
Futures contracts	158,579	27	(79)	1	(17)	–	–	–	–	28	(96)
Options purchased	93,055	944	–	–	–	–	–	–	–	944	–
Options sold	72,462	–	(1,573)	–	–	–	–	–	–	–	(1,573)
	4,333,146	40,286	(39,707)	2,330	(1,787)	1,360	(973)	–	–	43,976	(42,467)
Credit default swaps											
Structured credit derivatives purchased	728	52	–	–	–	–	–	–	–	52	–
Other credit derivatives purchased	22,284	205	(194)	–	–	–	–	–	–	205	(194)
Total credit derivatives purchased	23,012	257	(194)	–	–	–	–	–	–	257	(194)
Structured credit derivatives sold	728	–	(67)	–	–	–	–	–	–	–	(67)
Other credit derivatives sold	21,474	26	(20)	–	–	–	–	–	–	26	(20)
Total credit derivatives sold	22,202	26	(87)	–	–	–	–	–	–	26	(87)
	45,214	283	(281)	–	–	–	–	–	–	283	(281)
Total	6,545,360	81,925	(78,497)	2,332	(1,791)	1,360	(973)	8	(9)	85,625	(81,270)

12: Derivative Financial Instruments (continued)

Consolidated at 30 September 2014	Notional Principal Amount \$m	Fair Value									
		Trading		Hedging						Total	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m
		Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m
Foreign exchange contracts											
Spot and forward contracts	746,023	10,264	(9,324)	–	–	–	–	–	(4)	10,264	(9,328)
Swap agreements	640,600	19,191	(19,003)	66	(40)	–	–	–	–	19,257	(19,043)
Options purchased	105,985	2,079	–	–	–	–	–	–	–	2,079	–
Options sold	139,062	–	(1,923)	–	–	–	–	–	–	–	(1,923)
	1,631,670	31,534	(30,250)	66	(40)	–	–	–	(4)	31,600	(30,294)
Commodity contracts											
Derivative contracts	33,886	1,612	(946)	–	–	–	–	–	–	1,612	(946)
Interest rate contracts											
Forward rate agreements	65,754	4	(10)	–	–	–	(1)	–	–	4	(11)
Swap agreements	2,837,264	19,768	(19,049)	1,808	(888)	765	(499)	–	–	22,341	(20,436)
Futures contracts	128,208	33	(75)	–	(14)	–	(4)	–	–	33	(93)
Options purchased	56,573	505	–	–	–	–	–	–	–	505	–
Options sold	47,827	–	(823)	–	–	–	–	–	–	–	(823)
	3,135,626	20,310	(19,957)	1,808	(902)	765	(504)	–	–	22,883	(21,363)
Credit default swaps											
Structured credit derivatives purchased	1,171	58	–	–	–	–	–	–	–	58	–
Other credit derivatives purchased	17,060	162	(224)	–	–	–	–	–	–	162	(224)
Total credit derivatives purchased	18,231	220	(224)	–	–	–	–	–	–	220	(224)
Structured credit derivatives sold	1,171	–	(80)	–	–	–	–	–	–	–	(80)
Other credit derivatives sold	17,359	54	(18)	–	–	–	–	–	–	54	(18)
Total credit derivatives sold	18,530	54	(98)	–	–	–	–	–	–	54	(98)
	36,761	274	(322)	–	–	–	–	–	–	274	(322)
Total	4,837,943	53,730	(51,475)	1,874	(942)	765	(504)	–	(4)	56,369	(52,925)

NOTES TO THE FINANCIAL STATEMENTS (continued)

12: Derivative Financial Instruments (continued)

The Company at 30 September 2015	Notional Principal Amount \$m	Fair Value									
		Trading		Hedging						Total	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m
				Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m		
Foreign exchange contracts											
Spot and forward contracts	1,267,837	14,206	(13,352)	–	–	–	–	1	–	14,207	(13,352)
Swap agreements	630,805	20,554	(19,225)	2	(4)	–	–	–	(9)	20,556	(19,238)
Options purchased	90,683	2,392	–	–	–	–	–	–	–	2,392	–
Options sold	109,805	–	(2,066)	–	–	–	–	–	–	–	(2,066)
	2,099,130	37,152	(34,643)	2	(4)	–	–	1	(9)	37,155	(34,656)
Commodity contracts											
Derivative contracts	43,697	2,743	(2,205)	–	–	–	–	–	–	2,743	(2,205)
Interest rate contracts											
Forward rate agreements	334,992	45	(50)	–	–	–	–	–	–	45	(50)
Swap agreements	3,263,084	31,361	(30,833)	2,120	(1,526)	1,028	(640)	–	–	34,509	(32,999)
Futures contracts	117,310	16	(63)	1	(17)	–	–	–	–	17	(80)
Options purchased	93,515	942	–	–	–	–	–	–	–	942	–
Options sold	73,187	–	(1,574)	–	–	–	–	–	–	–	(1,574)
	3,882,088	32,364	(32,520)	2,121	(1,543)	1,028	(640)	–	–	35,513	(34,703)
Credit default swaps											
Structured credit derivatives purchased	728	52	–	–	–	–	–	–	–	52	–
Other credit derivatives purchased	22,284	205	(194)	–	–	–	–	–	–	205	(194)
Total credit derivatives purchased	23,012	257	(194)	–	–	–	–	–	–	257	(194)
Structured credit derivatives sold	728	–	(67)	–	–	–	–	–	–	–	(67)
Other credit derivatives sold	21,474	26	(19)	–	–	–	–	–	–	26	(19)
Total credit derivatives sold	22,202	26	(86)	–	–	–	–	–	–	26	(86)
	45,214	283	(280)	–	–	–	–	–	–	283	(280)
Total	6,070,129	72,542	(69,648)	2,123	(1,547)	1,028	(640)	1	(9)	75,694	(71,844)

12: Derivative Financial Instruments (continued)

The Company at 30 September 2014	Notional Principal Amount \$m	Fair Value									
		Trading		Hedging						Total	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m
		Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m
Foreign exchange contracts											
Spot and forward contracts	723,896	9,664	(8,880)	–	–	–	–	–	(4)	9,664	(8,884)
Swap agreements	636,477	18,552	(18,694)	66	(40)	–	–	–	–	18,618	(18,734)
Options purchased	104,919	2,061	–	–	–	–	–	–	–	2,061	–
Options sold	138,285	–	(1,915)	–	–	–	–	–	–	–	(1,915)
	1,603,577	30,277	(29,489)	66	(40)	–	–	–	(4)	30,343	(29,533)
Commodity contracts											
Derivative contracts	33,486	1,606	(925)	–	–	–	–	–	–	1,606	(925)
Interest rate contracts											
Forward rate agreements	61,699	4	(10)	–	–	–	(1)	–	–	4	(11)
Swap agreements	2,590,629	17,851	(17,561)	1,587	(807)	680	(403)	–	–	20,118	(18,771)
Futures contracts	112,227	31	(72)	–	(14)	–	(4)	–	–	31	(90)
Options purchased	55,969	506	–	–	–	–	–	–	–	506	–
Options sold	47,382	–	(822)	–	–	–	–	–	–	–	(822)
	2,867,906	18,392	(18,465)	1,587	(821)	680	(408)	–	–	20,659	(19,694)
Credit default swaps											
Structured credit derivatives purchased	1,171	58	–	–	–	–	–	–	–	58	–
Other credit derivatives purchased	17,060	162	(224)	–	–	–	–	–	–	162	(224)
Total credit derivatives purchased	18,231	220	(224)	–	–	–	–	–	–	220	(224)
Structured credit derivatives sold	1,171	–	(80)	–	–	–	–	–	–	–	(80)
Other credit derivatives sold	17,359	54	(18)	–	–	–	–	–	–	54	(18)
Total credit derivatives sold	18,530	54	(98)	–	–	–	–	–	–	54	(98)
	36,761	274	(322)	–	–	–	–	–	–	274	(322)
Total	4,541,730	50,549	(49,201)	1,653	(861)	680	(408)	–	(4)	52,882	(50,474)

HEDGING ACCOUNTING

There are three types of hedging accounting relationships: fair value hedges, cash flow hedges and hedges of a net investment in a foreign operation. Each type of hedging has specific requirements when accounting for the fair value changes in the hedging relationship. For details on the accounting treatment of each type of hedging relationship refer to note 1(E)(ii).

FAIR VALUE HEDGE ACCOUNTING

The risk being hedged in a fair value hedge is a change in the fair value of an asset or liability or unrecognised firm commitment that may affect the income statement. Changes in fair value might arise through changes in interest rates or foreign exchange rates. The Group's fair value hedges consist principally of interest rate swaps and cross currency swaps that are used to protect against changes in the fair value of fixed-rate long-term financial instruments due to movements in market interest rates and exchange rates.

The application of fair value hedge accounting results in the fair value adjustment on the hedged item attributable to the hedged risk being recognised in the income statement at the same time the hedging instrument impacts the income statement. If hedge relationships no longer meet the criteria for hedge accounting, hedge accounting is discontinued. The fair value adjustment to the hedged item continues to be recognised as part of the carrying amount of the item or group of items and is amortised to the income statement as a part of the effective yield over the period to maturity. Where the hedged item is derecognised from the Group's balance sheet, the fair value adjustment is included in the income statement as 'other income' as a part of the gain or loss on disposal.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Gain/(loss) arising from fair value hedges				
Hedged item	158	(434)	14	(370)
Hedging Instrument	(146)	429	(2)	369

NOTES TO THE FINANCIAL STATEMENTS (continued)

12: Derivative Financial Instruments (continued)

CASH FLOW HEDGE ACCOUNTING

The risk being hedged in a cash flow hedge is the potential variability in future cash flows that may affect the income statement. Variability in the future cash flows may result from changes in interest rates or exchange rates affecting recognised financial assets and liabilities and highly probable forecast transactions. The Group's cash flow hedges consist principally of interest rate swaps, forward rate agreements and cross currency swaps that are used to protect against exposures to variability in future cash flows on non-trading assets and liabilities which bear interest at variable rates or which are expected to be refunded or reinvested in the future. The Group primarily applies cash flow hedge accounting to its variable rate loan assets, variable rate liabilities and short-term re-issuances of fixed rate customer and wholesale deposit liabilities. The amounts and timing of future cash flows, representing both principal and interest flows, are projected for each portfolio of financial assets and liabilities on the basis of their forecast repricing profile. This forms the basis for identifying gains and losses on the effective portions of derivatives designated as cash flow hedges.

The effective portion of changes in the fair value of derivatives qualifying and designated as cash flow hedges is recognised initially in other comprehensive income. These are recognised in the income statement in the period during which the hedged forecast transactions take place. The ineffective portion of a designated cash flow hedge relationship is recognised immediately as other income in the income statement. The schedule below shows the movements in the hedging reserve:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Opening	169	75	174	51
Item recorded in net interest income	(15)	(30)	–	8
Tax effect on items recorded in net interest income	4	8	–	(2)
Valuation gain taken to other comprehensive income	160	165	149	168
Tax effect on net gain on cash flow hedges	(49)	(49)	(46)	(51)
Closing Balance	269	169	277	174

The table below shows the breakdown of the hedging reserve attributable to each type of cash flow hedging relationship:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Variable rate assets	799	407	628	433
Variable rate liabilities	(255)	(114)	(191)	(119)
Re-issuances of short term fixed rate liabilities	(275)	(124)	(160)	(140)
Total hedging reserve	269	169	277	174

All underlying hedged cash flows are expected to be recognised in the income statement in the period in which they occur which is anticipated to take place over the next 0–10 years (2014: 0–10 years).

All gains and losses associated with the ineffective portion of the hedging derivatives are recognised immediately as 'other income' in the income statement. Ineffectiveness recognised in the income statement in respect of cash flow hedges amounted to nil for the Group (2014: \$10 million gain) and a \$1 million gain for the Company (2014: \$9 million gain).

HEDGES OF NET INVESTMENTS IN FOREIGN OPERATIONS

In a hedge of a net investment in a foreign operation, the risk being hedged is the exposure to exchange rate differences arising on consolidation of foreign operations with a functional currency other than the Australian Dollar. Hedging is undertaken using foreign exchange derivative contracts or by financing with borrowings in the same currency as the applicable foreign functional currency.

Ineffectiveness arising from hedges of net investments in foreign operations and recognised as 'other income' in the income statement amounted to nil (2014: nil).

13: Available-for-sale Assets

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Government securities	25,012	15,063	20,419	12,310
Corporate and Financial institution securities	14,506	11,341	13,381	10,267
Equity and other securities	4,149	4,513	3,812	3,574
Total available-for-sale assets	43,667	30,917	37,612	26,151

During the year net gains (before tax) recognised in the income statement in respect of available-for-sale assets amounted to \$71 million for the Group (2014: \$47 million net gain before tax) and \$49 million for the Company (2014: \$40 million net gain before tax).

AVAILABLE-FOR-SALE ASSETS BY MATURITY AT 30 SEPTEMBER 2015

	Less than 3 months \$m	Between 3 and 12 months \$m	Between 1 and 5 years \$m	Between 5 and 10 years \$m	After 10 years \$m	No maturity specified \$m	Total fair value \$m
Government securities	4,878	2,712	6,238	10,248	936	–	25,012
Corporate and Financial institution securities	932	1,793	10,281	1,429	71	–	14,506
Equity and other securities	–	38	1,200	2,739	121	51	4,149
Total available-for-sale assets	5,810	4,543	17,719	14,416	1,128	51	43,667

AVAILABLE-FOR-SALE BY MATURITIES AT 30 SEPTEMBER 2014

	Less than 3 months \$m	Between 3 and 12 months \$m	Between 1 and 5 years \$m	Between 5 and 10 years \$m	After 10 years \$m	No maturity specified \$m	Total fair value \$m
Government securities	3,106	2,541	4,299	3,686	1,431	–	15,063
Corporate and Financial institution securities	523	2,563	7,923	327	5	–	11,341
Other securities and equity securities	–	86	205	1,165	3,014	43	4,513
Total available-for-sale assets	3,629	5,190	12,427	5,178	4,450	43	30,917

NOTES TO THE FINANCIAL STATEMENTS (continued)

14: Net Loans and Advances

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Overdrafts	8,955	8,629	7,472	7,078
Credit card outstandings	11,930	11,440	9,446	9,244
Term loans – housing	300,468	271,388	242,949	221,576
Term loans – non-housing	232,693	213,324	174,277	161,913
Hire purchase	1,971	2,238	1,048	1,409
Lease receivables	1,901	1,905	1,166	1,190
Commercial bills	14,201	15,027	13,982	14,766
Other	251	432	34	4
Total gross loans and advances	572,370	524,383	450,374	417,180
Less: Provision for credit impairment (refer to note 15)	(4,017)	(3,933)	(3,081)	(3,011)
Less: Unearned income	(739)	(892)	(438)	(657)
Add: Capitalised brokerage/mortgage origination fees ¹	1,253	1,043	944	837
Add: Customer liability for acceptances	1,371	1,151	649	717
Adjustments to gross loans and advances	(2,132)	(2,631)	(1,926)	(2,114)
Net loans and advances (including assets classified as held for sale)	570,238	521,752	448,448	415,066
Esanda dealer finance assets held for sale	(8,065)	–	(8,065)	–
Net loans and advances	562,173	521,752	440,383	415,066

¹ Capitalised brokerage/mortgage origination fees are amortised over the term of the loan.

ASSETS CLASSIFIED AS HELD FOR SALE

On 4 May 2015, the Group announced its intention to sell the Esanda Dealer Finance business within the Australia Division. The assets classified as held for sale includes lending assets comprising retail point-of-sale finance and wholesale bailment facilities and other Esanda branded finance offered to motor vehicle dealers along with associated provisions and deferred acquisition costs. No impairment losses were recognised on reclassification as held for sale.

On 8 October the Group entered into an agreement to sell the Esanda Dealer Finance business to Macquarie Group Limited. The sale is expected to complete during the first half of 2016. The estimated sale price is \$8.2 billion.

14: Net Loans and Advances (continued)

LEASE RECEIVABLES

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Lease receivables				
a) Finance lease receivables				
Gross finance lease receivables				
Less than 1 year	276	370	117	225
1 to 5 years	912	527	590	350
Later than 5 years	196	387	17	63
Total finance lease receivables	1,384	1,284	724	638
b) Operating lease receivables				
Gross operating lease receivables				
Less than 1 year	22	55	19	51
1 to 5 years	495	566	423	501
Later than 5 years	–	–	–	–
Total operating lease receivables	517	621	442	552
Total lease receivables	1,901	1,905	1,166	1,190
Less: unearned future finance income on finance leases	(142)	(154)	(36)	(98)
Net lease receivables	1,759	1,751	1,130	1,092
 Present value of net investment in finance lease receivables				
Less than 1 year	248	332	112	206
1 to 5 years	830	480	560	285
Later than 5 years	164	318	16	49
Total net investment in finance lease receivables	1,242	1,130	688	540
Add back: unearned future finance income on finance leases	142	154	36	98
Total finance lease receivables	1,384	1,284	724	638
 HIRE PURCHASE				
Hire purchase				
Less than 1 year	678	758	310	456
1 to 5 years	1,282	1,466	727	939
Later than 5 years	11	14	11	14
Total hire purchase	1,971	2,238	1,048	1,409

NOTES TO THE FINANCIAL STATEMENTS (continued)

15: Provision for Credit Impairment

Credit impairment charge analysis	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
New and increased provisions				
Australia	1,203	1,292	1,190	1,275
New Zealand	211	274	13	16
Asia Pacific, Europe & America	343	246	117	156
	1,757	1,812	1,320	1,447
Write-backs	(434)	(447)	(245)	(253)
	1,323	1,365	1,075	1,194
Recoveries of amounts previously written off	(239)	(224)	(193)	(174)
Individual credit impairment charge	1,084	1,141	882	1,020
Collective credit impairment charge/(release)	95	(155)	87	(46)
Credit impairment charge	1,179	986	969	974

MOVEMENT IN PROVISION FOR CREDIT IMPAIRMENT BY FINANCIAL ASSET CLASS

Consolidated	Net loans and advances		Credit related commitments		Total provision	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Individual provision						
Balance at start of year	1,130	1,440	46	27	1,176	1,467
New and increased provisions	1,757	1,794	–	18	1,757	1,812
Adjustment for exchange rate fluctuations and transfers	63	7	(23)	1	40	8
Write-backs	(434)	(447)	–	–	(434)	(447)
Discount unwind	(54)	(65)	–	–	(54)	(65)
Bad debts written off	(1,424)	(1,599)	–	–	(1,424)	(1,599)
Total individual provision	1,038	1,130	23	46	1,061	1,176
Collective provision						
Balance at start of year	2,144	2,292	613	595	2,757	2,887
Adjustment for exchange rate fluctuations	67	8	37	17	104	25
Charge/(release) to income statement	68	(156)	27	1	95	(155)
Total collective provision	2,279	2,144	677	613	2,956	2,757
Total provision for credit impairment	3,317	3,274	700	659	4,017	3,933

	Consolidated	
	2015 %	2014 %
Ratios (as a percentage of total gross loans and advances)		
Individual provision	0.18	0.22
Collective provision	0.51	0.53
Bad debts written off	0.25	0.30

The table below contains a detailed analysis of the movements in individual provisions for net loans and advances by division.

Consolidated	Australia		International and Institutional Banking		New Zealand		Other ¹		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Individual provision										
Balance at start of year	630	747	310	417	187	242	3	34	1,130	1,440
New and increased provisions	1,103	1,114	463	418	190	260	1	2	1,757	1,794
Adjustment for exchange rate fluctuations and transfers	–	(2)	53	7	6	2	4	–	63	7
Write-backs	(194)	(202)	(128)	(79)	(110)	(163)	(2)	(3)	(434)	(447)
Discount unwind	(32)	(33)	(17)	(35)	(4)	3	(1)	–	(54)	(65)
Bad debts written off	(918)	(994)	(371)	(418)	(131)	(157)	(4)	(30)	(1,424)	(1,599)
Total individual provision	589	630	310	310	138	187	1	3	1,038	1,130

¹ Other contains Global Wealth and GTSO and Group Centre.

15: Provision for Credit Impairment (continued)

The Company	Net loans and advances		Credit related commitments		Total provision	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Individual provision						
Balance at start of year	814	1,046	40	10	854	1,056
New and increased provisions	1,319	1,417	–	30	1,319	1,447
Adjustment for exchange rate fluctuations	45	4	(21)	–	24	4
Write-backs	(245)	(253)	–	–	(245)	(253)
Discount unwind	(45)	(60)	–	–	(45)	(60)
Bad debts written off	(1,148)	(1,340)	–	–	(1,148)	(1,340)
Total individual provision	740	814	19	40	759	854
Collective provision						
Balance at start of year	1,669	1,729	488	457	2,157	2,186
Adjustment for exchange rate fluctuations	43	5	35	12	78	17
Charge/(credit) to income statement	53	(65)	34	19	87	(46)
Total collective provision	1,765	1,669	557	488	2,322	2,157
Total provision for credit impairment	2,505	2,483	576	528	3,081	3,011

	The Company	
	2015 %	2014 %
Ratios (as a percentage of total gross loans and advances)		
Individual provision	0.17	0.20
Collective provision	0.52	0.52
Bad debts written off	0.25	0.32

IMPAIRED ASSETS

Presented below is a summary of impaired financial assets that are measured on the balance sheet at amortised cost. For these items, impairment losses are recorded through the provision for credit impairment. This contrasts to financial assets measured at fair value, for which any impairment loss is recognised as a component of the instrument's overall fair value.

Detailed information on impaired financial assets is provided in note 19.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Summary of impaired financial assets				
Impaired loans	2,441	2,682	1,574	1,923
Restructured items ¹	184	67	94	26
Non-performing commitments and contingencies ²	94	140	80	105
Gross impaired financial assets	2,719	2,889	1,748	2,054
Individual provisions				
Impaired loans	(1,038)	(1,130)	(740)	(814)
Non-performing commitments and contingencies	(23)	(46)	(19)	(40)
Net impaired financial assets	1,658	1,713	989	1,200

Accruing loans past due 90 days or more³

These amounts are not classified as impaired assets as they are either 90 days or more past due and well secured, or are portfolio managed facilities that can be held on a productive basis for up to 180 days past due

2,378 1,982 2,127 1,778

¹ Restructured items are facilities in which the original contractual terms have been modified for reasons related to the financial difficulties of the customer. Restructuring may consist of a reduction of interest, principal or other payments legally due, or an extension in maturity materially beyond those typically offered to new facilities with similar risk.

² Includes impaired derivative financial instruments.

³ Includes unsecured credit card and personal loans 90 days past due accounts which are retained on a performing basis for up to 180 days past due amounting to \$180 million (2014: \$154 million) for the Group and \$126 million (2014: \$111 million) for the Company.

NOTES TO THE FINANCIAL STATEMENTS (continued)

16: Deposits and Other Borrowings

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Certificates of deposit	63,446	52,755	62,980	51,634
Term Deposits	194,676	192,716	154,485	154,763
On demand and short term deposits	229,330	193,203	187,327	160,867
Deposits not bearing interest	19,013	16,404	9,970	8,688
Deposits from banks	38,985	38,193	38,448	37,339
Commercial Paper	22,988	15,152	18,477	9,753
Securities sold under repurchase agreements	778	256	344	128
Borrowing corporations ¹	1,578	1,400	–	–
Deposits and other borrowings	570,794	510,079	472,031	423,172

1 Included in this balance is debenture stock of nil (September 2014: \$1 million) of Esanda Finance Corporation Limited (Esanda), together with accrued interest thereon, which is secured by a trust deed and collateral debentures, giving floating charges upon the undertaking and all the assets of the entity amounting to \$42 million (September 2014: \$43 million) other than land and buildings. All controlled entities of Esanda have guaranteed the payment of principal, interest and other monies in relation to all debenture stock and unsecured notes issued by Esanda. The only loans pledged as collateral are those in Esanda and its subsidiaries. Effective from 18 March 2009, Esanda ceased to write new debentures and since September 2009 stopped writing new loans. In addition, this balance also includes NZD1.7 billion (September 2014: NZD1.6 billion) of secured debenture stock of the consolidated subsidiary UDC Finance Limited (UDC) and the accrued interest thereon which are secured by a floating charge over all assets of UDC NZD2.6 billion (September 2014: NZD2.5 billion).

17: Debt Issuances

ANZ utilises a variety of established and flexible funding programmes to issue medium term notes featuring either senior or subordinated debt status (details of subordinated debt are presented in note 18). All risks associated with originating term funding are closely managed. Refer to description of ANZ risk management practices in note 19 in relation to market risks such as interest rate and foreign currency risks, as well as liquidity risk.

The table below presents debt issuances by currency of issue which broadly is representative of the investor base location.

		Consolidated		The Company	
		2015 \$m	2014 \$m	2015 \$m	2014 \$m
Debt issuances by currency					
USD	United States dollars	42,367	36,549	36,009	31,682
GBP	Great British pounds	6,317	3,068	5,744	2,576
AUD	Australian dollars	7,694	7,796	7,289	7,051
NZD	New Zealand dollars	4,947	4,683	1,639	1,647
JPY	Japanese yen	4,499	4,786	4,412	4,469
EUR	Euro	22,048	15,723	16,356	11,662
HKD	Hong Kong dollars	858	817	858	802
CHF	Swiss francs	3,063	3,882	1,450	1,659
CAD	Canadian dollar	430	984	430	984
NOK	Norwegian krone	465	609	465	609
SGD	Singapore dollars	202	254	70	75
TRY	Turkish lira	265	358	265	358
ZAR	South African rand	151	147	151	147
MXN	Mexico peso	255	255	255	255
CNH	Chinese yuan	186	185	186	185
Total Debt issuances		93,747	80,096	75,579	64,161

18: Subordinated Debt

Subordinated debt comprises perpetual and dated securities as follows (net of issue costs):

			Consolidated		The Company	
			2015 \$m	2014 \$m	2015 \$m	2014 \$m
Subordinated debt comprises perpetual and dated securities as follows (net of issue costs):						
Additional Tier 1 capital (perpetual subordinated securities)						
ANZ Convertible Preference Shares (ANZ CPS) ¹						
AUD	1969m	ANZ CPS2	1,969	1,967	1,969	1,967
AUD	1340m	ANZ CPS3	1,336	1,333	1,336	1,333
ANZ Capital Notes (ANZ CN)						
AUD	1120m	ANZ CN1	1,112	1,109	1,112	1,109
AUD	1610m	ANZ CN2	1,598	1595	1,598	1595
AUD	970m	ANZ CN3	959	–	959	–
ANZ NZ Capital Notes (ANZ NZ CN)						
NZD	500m	ANZ NZ Capital Notes	449	–	–	–
			7,423	6,004	6,974	6,004
Tier 2 capital						
Perpetual subordinated notes						
USD	300m	floating rate notes	429	343	429	343
NZD	835m	fixed rate notes ²	759	744	–	–
			1,188	1,087	429	343
Dated subordinated notes						
EUR	750m	fixed rate notes due 2019	1,355	1,246	1,355	1,247
AUD	500m	floating rate notes due 2022 ³	499	499	500	500
AUD	1509m	floating rate notes due 2022 ³	1,504	1,501	1,506	1,502
USD	750m	fixed rate notes due 2022 ³	1,068	842	1,071	843
AUD	750m	floating rate notes due 2023 ³	748	748	750	749
AUD	750m	floating rate notes due 2024 ^{3,4}	750	750	750	750
USD	800m	fixed rate notes due 2024 ⁴	1,222	930	1,226	932
CNY	2500m	fixed rate notes due 2025 ^{3,4}	562	–	562	–
SGD	500m	fixed rate notes due 2027 ^{3,4}	491	–	491	–
AUD	200m	fixed rate notes due 2027 ^{3,4}	199	–	198	–
			8,398	6,516	8,409	6,523
Total subordinated debt			17,009	13,607	15,812	12,870
Subordinated debt by currency						
AUD	Australian dollars		10,674	9,502	10,678	9,505
NZD	New Zealand dollars		1,208	744	–	–
USD	United States dollars		2,719	2,115	2,726	2,118
CNY	Chinese renminbi		562	–	562	–
SGD	Singapore dollars		491	–	491	–
EUR	Euro		1,355	1,246	1,355	1,247
			17,009	13,607	15,812	12,870

1 Fully franked preference share dividend cash payments on ANZ CPS2 and ANZ CPS3 made during the years ended 30 September 2015 and 30 September 2014 (which are treated as interest expense):

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
ANZ CPS2	77	79	77	79
ANZ CPS3	52	53	52	53

2 Rate reset on 18 April 2013 to the five year swap rate +2.00% until the call date on 18 April 2018, whereupon if not called, reverts to a floating rate at the three month forward rate agreement +3.00% and is callable on any interest payment date thereafter.

3 Callable five years prior to maturity.

4 The convertible subordinated notes convert into ANZ ordinary shares at the average market price of ANZ ordinary shares less a 1% discount subject to a maximum conversion number if the Company receives a notice of non-viability from APRA.

Subordinated debt is subordinated in right of payment to the claims of depositors and other creditors of the Company and its controlled entities which have issued the notes or preference shares.

As defined by APRA for capital adequacy purposes, ANZ CPS, ANZ CN, and ANZ NZ CN constitute Additional Tier 1 capital and all other subordinated notes constitute Tier 2 capital.

The ANZ CN and ANZ NZ CN are Basel 3 compliant instruments. APRA has granted ANZ transitional Basel 3 capital treatment for each of the ANZ CPS until their first conversion date.

The convertible subordinated notes are Basel 3 compliant instruments. APRA has granted transitional Basel 3 capital treatment for:

- ▶ all other term subordinated notes until their first call date;
- ▶ the USD300 million perpetual subordinated notes until the end of the transitional period (December 2021); and
- ▶ the NZD835 million perpetual subordinated notes until the April 2018 call date.

18: Subordinated Debt (continued)

ANZ CONVERTIBLE PREFERENCE SHARES (ANZ CPS)

- ▶ On 17 December 2009, the Company issued 19.7 million convertible preference shares ('ANZ CPS2') at \$100 each, raising \$1,969 million before issue costs.
- ▶ On 28 September 2011, the Company issued 13.4 million convertible preference shares ('ANZ CPS3') at \$100 each raising \$1,340 million before issue costs.

ANZ CPS are fully paid, mandatorily convertible preference shares. ANZ CPS are listed on the Australian Stock Exchange.

Dividends on ANZ CPS are non-cumulative and are payable quarterly in arrears in December, March, June and September (ANZ CPS2) and semi-annually in arrears in March and September (ANZ CPS3) in each year and will be franked in line with the franking applied to ANZ ordinary shares. The dividends will be based on a floating rate equal to the aggregate of the 90 day bank bill rate plus a 310 basis point margin (ANZ CPS2) and the 180 day bank bill rate plus 310 basis point margin (ANZ CPS3), multiplied by one minus the Australian Company tax rate. Should the dividend not be fully franked, the terms of the securities provide for a cash gross-up for the amount of the franking benefit not provided. Dividends are subject to the absolute discretion of the Board of Directors of the Company and certain payment tests (including APRA requirements and distributable profits being available). If dividends are not paid on ANZ CPS, the Company may not pay dividends or distributions, or return capital, on ANZ ordinary shares or (ANZ CPS2 only) any other share capital or security ranking equal or junior to the ANZ CPS for a specified period (subject to certain exceptions).

On 15 December 2016 (ANZ CPS2) or 1 September 2019 (ANZ CPS3) (each a 'conversion date'), or an earlier date under certain circumstances, the relevant ANZ CPS will mandatorily convert into a variable number of ANZ ordinary shares based on the average market price of ANZ ordinary shares less a 1.0% discount, subject to a maximum conversion number.

The mandatory conversion to ANZ ordinary shares is however deferred for a specified period if the conversion tests are not met.

In respect of ANZ CPS3 only, if a common equity capital trigger event occurs the ANZ CPS3 will immediately convert into ANZ ordinary shares, subject to a maximum conversion number. A common equity capital trigger event occurs if ANZ's Common Equity Tier 1 capital ratio is equal to or less than 5.125%.

In respect of ANZ CPS3 only, on 1 September 2017 and each subsequent semi annual Dividend Payment Date, subject to receiving APRA's prior approval and satisfying certain conditions, the Company has the right to redeem or convert into ANZ ordinary shares all or some ANZ CPS3 at its discretion on similar terms as mandatory conversion on a conversion date.

The ANZ CPS rank equally with each other and the ANZ Capital Notes. Except in limited circumstances, holders of ANZ CPS do not have any right to vote in general meetings of the Company.

ANZ CAPITAL NOTES

- ▶ On 7 August 2013, the Company issued 11.2 million convertible notes ('ANZ CN1') at \$100 each, raising \$1,120 million before issue costs.
- ▶ On 31 March 2014, the Company issued 16.1 million convertible notes ('ANZ CN2') at \$100 each, raising \$1,610 million before issue costs.
- ▶ On 5 March 2015, the Company acting through its New Zealand Branch, issued 9.7 million convertible notes ('ANZ CN3') at \$100 each raising \$970 million before issue costs.

The ANZ Capital Notes are fully paid mandatorily convertible subordinated perpetual notes. The notes are listed on the Australian Stock Exchange.

Distributions on the notes are non-cumulative and payable semi annual in arrears in March and September in each year and will be franked in line with the franking applied to ANZ ordinary shares. The distributions will be based on a floating rate equal to the aggregate of the 180 day bank bill rate plus a 340 basis point margin (ANZ CN1), a 325 basis point margin (ANZ CN2) and a 360 basis point margin (ANZCN3) multiplied by one minus the Australian company tax rate. Should the distribution not be fully-franked, the terms of the notes provide for a cash gross-up for the amount of the franking benefit not provided. Distributions are subject to the Company's absolute discretion and certain payment conditions being satisfied (including APRA requirements). If distributions are not paid on the notes, the Company may not pay dividends or distributions, or return capital, on ANZ ordinary shares for a specified period (subject to certain exceptions).

On 1 September 2023 (ANZ CN1), 24 March 2024 (ANZ CN2) or 24 March 2025 (ANZ CN3) (each conversion date), or an earlier date under certain circumstances, the relevant notes will mandatorily convert into a variable number of ANZ ordinary shares based on the average market price of ordinary shares less a 1% discount, subject to a maximum conversion number. The mandatory conversion to ANZ ordinary shares is however deferred for a specified period if the conversion tests are not met.

If a common equity capital trigger event or a non-viability trigger event occurs the notes will immediately convert into ANZ ordinary shares, subject to a maximum conversion number. A common equity capital trigger event occurs if ANZ's Common Equity Tier 1 capital ratio is equal to or less than 5.125%. A non-viability trigger event occurs if APRA notifies the Company that, without the conversion or write-off of certain securities or a public sector injection of capital (or equivalent support), it considers that the Company would become non-viable.

On 1 September 2021 (ANZ CN1), 24 March 2022 (ANZ CN2) or 24 March 2023 (ANZ CN3) subject to receiving APRA's prior approval and satisfying certain conditions, the Company has the right to redeem or convert into ANZ ordinary shares all or some of the notes at its discretion on similar terms as mandatory conversion on a conversion date.

The notes rank equally with each of the ANZ CPS. Holders of the notes do not have any right to vote in general meetings of the Company.

ANZ NZ CAPITAL NOTES

On 31 March 2015, ANZ Bank New Zealand Limited ('ANZ NZ') issued 500 million convertible notes ('ANZ NZ CN') at NZ\$1 each, raising NZ\$500 million before issue costs.

ANZ NZ CNs are fully paid, mandatorily convertible subordinated perpetual notes. In certain circumstances the notes convert into ANZ ordinary shares. The notes are listed on the New Zealand Stock Exchange.

Interest on the notes is non-cumulative and payable quarterly in arrears in February, May, August and November in each year. The interest rate is fixed at 7.2% per annum until 25 May 2020, and thereafter will be based on a floating rate equal to the aggregate of the New Zealand 3 month bank bill rate plus a 350 basis point margin. Interest payments are subject to ANZ NZ's absolute discretion and certain payment conditions being satisfied (including APRA and Reserve Bank of New Zealand ('RBNZ') requirements). If interest is not paid on the notes, ANZ NZ may not pay dividends or return capital on ANZ NZ ordinary shares for a specified period (subject to certain exceptions).

18: Subordinated Debt (continued)

On 25 May 2022 (conversion date), or an earlier date under certain circumstances, the notes will mandatorily convert into a variable number of ANZ ordinary shares based on the average market price of ANZ ordinary shares less a 1% discount, subject to a maximum conversion number. The mandatory conversion to ANZ ordinary shares is however deferred for a specified period if the conversion tests are not met.

If a common equity capital trigger event or an APRA or RBNZ non-viability trigger event occurs the notes will immediately convert into ANZ ordinary shares, subject to a maximum conversion number.

A common equity capital trigger event occurs if ANZ's or ANZ NZ's Common Equity Tier 1 capital ratio is equal to or less than 5.125%.

An APRA non-viability trigger event occurs if APRA notifies the Company that, without the conversion or write-off of certain securities or a public sector injection of capital (or equivalent support), it considers that the Company would become non-viable. An RBNZ non-viability trigger event occurs if the RBNZ directs ANZ NZ to convert or write-off the notes or a statutory manager is appointed to ANZ NZ and decides that ANZ NZ must convert or write-off the notes.

On 25 May 2020, ANZ NZ has the right to, subject to satisfying certain conditions, redeem (subject to receiving APRA's and RBNZ's prior approval), or convert into ANZ ordinary shares, all or some of the notes at its discretion on similar terms as mandatory conversion on a conversion date.

Holders of the notes do not have any right to vote in general meetings of the Company.

CONVERTIBLE SUBORDINATED NOTES

- ▶ On 19 March 2014, the Company issued subordinated notes with a minimum denomination of USD200,000 and any integral multiple of USD1,000 above that raising USD800 million before issue costs. Interest is cumulative and payable semi-annually in arrears in March and September in each year and is based on a fixed rate of 4.5% per annum.
- ▶ On 25 June 2014, the Company issued 750,000 subordinated notes at \$1,000 each raising \$750 million before issue costs. Interest is cumulative and payable quarterly in arrears in March, June, September and December in each year and is based on a floating rate equal to the aggregate of the 90 day bank bill rate plus a 193 basis point margin.
- ▶ On 30 January 2015, the Company issued subordinated notes with a minimum denomination of CNY1,000,000 and any integral multiple of CNY10,000 above that raising CNY2,500 million before issue costs. Interest is cumulative and payable semi-annually in arrears in January and July in each year and is based on a fixed rate of 4.75% per annum.
- ▶ On 23 March 2015, the Company issued subordinated notes with a minimum denomination of SGD 250,000 and any integral multiple of SGD 250,000 above that raising SGD 500 million before issue costs. Interest is cumulative and payable semi-annually in arrears in March and September in each year and is based on a fixed rate of 3.75% per annum.
- ▶ On 13 May 2015, the Company issued subordinated notes with a minimum denomination of \$200,000 and any integral multiple of \$2,000 above that raising \$200 million before issue costs. Interest is cumulative and payable annually in arrears in May each year and is based on a fixed rate of 4.75% per annum.

If APRA notifies the Company that, without the conversion or write-off of certain securities or a public sector injection of capital (or equivalent support), it considers that the Company would become non-viable, the notes will immediately convert into ANZ ordinary shares based on the average market price of ANZ ordinary shares less a 1% discount, subject to a maximum conversion number.

19: Financial Risk Management

STRATEGY IN USING FINANCIAL INSTRUMENTS

Financial instruments are fundamental to the Group's business, constituting the core element of its operations. Accordingly, the risks associated with financial instruments are a significant component of the risks faced by the Group. Financial instruments create, modify or reduce the credit, market (including traded and non-traded interest rate and foreign currency related risks) and liquidity risks of the Group's balance sheet. These risks, and the Group's objectives, policies and processes for managing and measuring such risks are outlined below.

Credit Risk

Credit risk is the risk of financial loss resulting from the failure of ANZ's customers and counterparties to honour or perform fully the terms of a loan or contract. The Group assumes credit risk in a wide range of lending and other activities in diverse markets and in many jurisdictions. Credit risks arise not only from traditional lending to customers, but also from inter-bank, treasury, international trade and capital market activities around the world.

The Group has an overall objective of sound growth for appropriate returns. The credit risk principles of the Group have been set by the Board and are implemented and monitored within a tiered structure of delegated authority designed to oversee multiple facets of credit risk, including business writing strategies, credit policies/controls, portfolio monitoring and risk concentrations.

Credit Risk Management Overview

The credit risk management framework ensures a consistent approach is applied across the Group in measuring, monitoring and managing the credit risk appetite set by the Board.

The Board is assisted and advised by the Board Risk Committee in discharging its duty to oversee credit risk. The Board Risk Committee sets the credit risk appetite and credit strategies, as well as approving credit transactions beyond the discretion of executive management.

Responsibility for the oversight and control of the credit risk framework (including the risk appetite) resides with the Credit and Market Risk Committee (CMRC), which is an executive management committee comprising senior risk, business and Group executives, chaired by the Chief Risk Officer (CRO).

Central to the Group's management of credit risk is the existence of an independent credit risk management function that is staffed by risk specialists. Independence is achieved by having all credit risk staff ultimately report to the CRO, including where they are embedded in business units. The primary responsibility for prudent and profitable management of credit risk and customer relationships rests with the business units.

19: Financial Risk Management (continued)

The authority to make credit decisions is delegated by the Board to the CEO who in turn delegates authority to the CRO. The CRO in turn delegates some of his credit discretion to individuals as part of a 'cascade' of authority from senior to the most junior credit officers. Individuals must be suitably skilled and accredited in order to be granted and retain a credit discretion. Credit discretions are reviewed on an annual basis, and may be varied based on the holder's performance.

The Group has two main approaches to assessing credit risk arising from transactions:

- ▶ the larger and more complex credit transactions are assessed on a judgemental credit basis. Rating models provide a consistent and structured assessment, with judgement required around the use of out-of-model factors. Credit approval for judgemental lending is typically on a dual approval basis, jointly by the business writer in the business unit and an independent credit officer; and
- ▶ programmed credit assessment typically covers retail and some small business lending, and refers to the automated assessment of credit applications using a combination of scoring (application and behavioural), policy rules and external credit reporting information. Where an application does not meet the automated assessment criteria it will be referred out for manual assessment, with assessors considering the decision tool recommendation.

Central and divisional credit risk teams perform key roles in portfolio management such as the development and validation of credit risk measurement systems, loan asset quality reporting, stress testing, and the development of credit policies and requirements. Credit policies and requirements cover all aspects of the credit life cycle such as transaction structuring, risk grading, initial approval, ongoing management and problem debt management, as well as specialist policy topics.

The Group's credit grading system is fundamental to the management of credit risk, seeking to measure the probability of default (PD), the exposure at default (EAD) and the loss in the event of default (LGD) for all transactions.

From an operational perspective, the Group's credit grading system has two separate and distinct dimensions that:

- ▶ measure the PD, which is expressed by a 27-grade Customer Credit Rating (CCR), reflecting the ability to service and repay debt. Within the programmed credit assessment sphere, the CCR is typically expressed as a score which maps back to the PD; and
- ▶ measure the LGD, which is expressed by a Security Indicator (SI) ranging from A to G. The SI is calculated by reference to the percentage of the loan covered by security which can be realised in the event of default. The security-related SIs are supplemented with a range of other SIs to cover situations where ANZ's LGD research indicates certain transaction characteristics have different recovery outcomes. Within the programmed credit assessment sphere, exposures are grouped into large homogenous pools – and the LGD is assigned at the pool level.

The development and regular validation of rating models is undertaken by specialist central risk teams. The outputs from these models drive many day-to-day credit decisions, such as origination, pricing, approval levels, regulatory capital adequacy, economic capital allocation and provisioning. The risk grading process includes monitoring of model-generated results to ensure appropriate judgement is exercised (such as overrides to take into account any out-of-model factors).

Collateral management

Collateral is used to mitigate credit risk, as the secondary source of repayment in case the counterparty cannot meet its contractual repayment obligations.

ANZ credit principles specify to only lend when the counterparty has the capacity and ability to repay, and the Group sets limits on the acceptable level of credit risk. Acceptance of credit risk is firstly based on the counterparty's assessed capacity to meet contractual obligations (such as the scheduled repayment of principal and interest).

In certain cases, such as where the customer risk profile is considered very sound or by the nature of the product (for instance, small limit products such as credit cards), a transaction may not be supported by collateral. For some products, the collateral provided is fundamental to its structuring so is not strictly the secondary source of repayment. For example, lending secured by trade receivables is typically repaid by the collection of those receivables.

The most common types of collateral typically taken by ANZ include:

- ▶ collateral received in respect of derivative trading
- ▶ charges over cash deposits;
- ▶ security over real estate including residential, commercial, industrial or rural property; and
- ▶ other security includes charges over business assets, security over specific plant and equipment, charges over listed shares, bonds or securities and guarantees and pledges.

Credit policy requirements set out the acceptable types of collateral, as well as a process by which additional instruments and/or asset types can be considered for approval. ANZ's credit risk modelling approach uses historical internal loss data and other relevant external data to assist in determining the discount that each type of collateral would be expected to incur in a forced sale. This discounted value is used in the determination of the SI for LGD purposes.

In the event of customer default, any loan security is usually held as mortgagee in possession while the Group is actively seeking to realise it. Therefore the Group does not usually hold any real estate or other assets acquired through the enforcement of security.

The Group generally uses Master Agreements with its counterparties for derivatives activities. Generally, International Swaps and Derivatives Association (ISDA) Master Agreements will be used. Under the ISDA Master Agreement, if a default of a counterparty occurs, all contracts with the counterparty are terminated. They are then settled on a net basis at market levels current at the time of default.

In addition to the terms noted above, ANZ's preferred practice is to use a Credit Support Annex (CSA) to the ISDA Master Agreement. Under a CSA, open derivative positions with the counterparty are aggregated and cash collateral (or other forms of eligible collateral) is exchanged daily. The collateral is provided by the counterparty that is out of the money. Upon termination of the trade, payment is required only for the final daily mark-to-market movement rather than the mark-to-market movement since inception.

19: Financial Risk Management (continued)

Concentrations of credit risk

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The Group monitors its portfolios, to identify and assess risk concentrations. The Group's strategy is to maintain well-diversified credit portfolios focused on achieving an acceptable risk-return balance. Credit risk portfolios are actively monitored and frequently reviewed to identify, assess and guard against unacceptable risk concentrations. Concentration analysis will typically include geography, industry, credit product and risk grade. The Group also applies single customer counterparty limits to protect against unacceptably large exposures to single name risk. These limits are established based on a combination of factors including the nature of counterparty, probability of default and collateral provided.

Concentrations of credit risk analysis

Composition of financial instruments that give rise to credit risk by industry:

Consolidated	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Australia														
Agriculture, forestry, fishing and mining	–	21	60	21	691	225	15,192	13,970	119	95	9,713	10,753	25,775	25,085
Business services	4	12	–	3	108	46	6,254	5,658	49	38	3,365	3,679	9,780	9,436
Construction	–	–	23	3	20	94	5,516	5,688	43	38	4,568	4,353	10,170	10,176
Electricity, gas and water supply	–	–	99	237	837	692	3,462	4,000	27	27	2,388	2,895	6,813	7,851
Entertainment, leisure and tourism	–	–	37	1	323	89	8,908	8,087	70	55	2,494	2,751	11,832	10,983
Financial, investment and insurance	21,885	18,927	18,722	19,115	49,733	38,387	22,061	14,351	174	98	6,757	7,521	119,332	98,399
Government and official institutions	130	135	32,305	25,595	685	241	707	541	6	4	2,081	298	35,914	26,814
Manufacturing	4	4	1,382	1,528	2,535	1,057	6,844	7,129	54	48	7,815	7,537	18,634	17,303
Personal lending	–	–	–	–	–	–	252,242	231,807	1,983	1,569	48,282	44,950	302,507	278,326
Property services	–	–	79	48	677	433	27,034	26,234	212	178	10,199	11,774	38,201	38,667
Retail trade	2	2	50	6	221	153	11,273	10,225	89	69	3,639	4,645	15,274	15,100
Transport and storage	2	–	181	70	951	368	7,052	7,386	55	50	4,145	3,943	12,386	11,817
Wholesale trade	354	183	12	7	1,520	702	6,287	6,320	49	42	8,212	4,867	16,434	12,121
Other	30	21	251	208	453	258	10,397	9,426	82	64	5,878	5,501	17,091	15,478
	22,411	19,305	53,201	46,842	58,754	42,745	383,229	350,822	3,012	2,375	119,536	115,467	640,143	577,556
New Zealand														
Agriculture, forestry, fishing and mining	–	–	–	–	61	15	17,554	16,475	108	88	1,749	1,831	19,472	18,409
Business services	–	–	–	–	5	4	996	1,010	6	5	380	383	1,387	1,402
Construction	–	–	–	–	11	–	1,222	1,085	7	6	713	659	1,953	1,750
Electricity, gas and water supply	–	–	37	30	430	317	1,122	945	7	5	1,079	1,179	2,675	2,476
Entertainment, leisure and tourism	–	–	–	–	43	22	972	916	6	5	243	219	1,264	1,162
Financial, investment and insurance	2,217	1,444	6,322	4,925	10,118	5,627	1,132	865	9	4	874	688	20,672	13,553
Government and official institutions	1,679	1,167	5,884	6,111	1,216	562	1,052	1,120	6	6	664	665	10,501	9,631
Manufacturing	–	–	28	22	379	158	3,155	2,702	19	14	1,597	1,635	5,178	4,531
Personal lending	–	–	–	–	–	–	63,067	56,993	387	304	12,534	10,499	75,988	67,796
Property services	–	–	1	–	16	11	8,836	7,464	54	40	1,399	1,354	10,306	8,869
Retail trade	–	–	–	–	16	18	1,827	1,810	11	10	827	808	2,681	2,646
Transport and storage	–	–	5	11	55	28	1,489	1,323	9	7	688	670	2,246	2,039
Wholesale trade	–	–	–	–	15	13	1,334	1,233	8	7	1,132	1,160	2,489	2,413
Other	–	–	52	61	40	49	670	692	4	4	1,042	911	1,808	1,717
	3,896	2,611	12,329	11,160	12,405	6,824	104,428	94,633	641	505	24,921	22,661	158,620	138,394

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments, and includes Esanda dealer finance assets classified as held for sale.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

Consolidated	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Overseas Markets														
Agriculture, forestry, fishing and mining	3	1	43	10	94	137	5,659	4,385	166	118	9,326	6,883	15,291	11,534
Business services	5	5	–	–	15	5	1,331	955	39	26	4,988	3,251	6,378	4,242
Construction	2	3	1	–	27	17	716	623	21	17	3,637	3,355	4,404	4,015
Electricity, gas and water supply	35	–	60	128	56	57	3,520	2,732	103	74	2,600	2,595	6,374	5,586
Entertainment, leisure and tourism	–	3	–	–	16	7	1,382	1,107	40	30	853	337	2,291	1,484
Financial, investment and insurance	54,079	34,741	17,666	14,717	12,661	5,926	13,534	19,658	397	530	13,703	10,986	112,040	86,558
Government and official institutions	1	4	8,083	6,445	281	59	475	524	14	14	928	869	9,782	7,915
Manufacturing	230	60	107	204	611	220	18,831	16,004	553	432	43,000	34,211	63,332	51,131
Personal lending	2	5	–	–	–	–	12,867	10,070	377	269	8,782	7,448	22,028	17,792
Property services	1	1	8	90	112	97	5,303	4,550	155	123	2,495	2,117	8,074	6,978
Retail trade	1	–	26	42	21	18	2,344	1,475	69	40	3,597	1,330	6,058	2,905
Transport and storage	–	1	87	107	81	31	4,679	3,796	137	102	2,575	1,506	7,559	5,543
Wholesale trade	64	28	60	30	437	186	12,084	11,332	354	306	27,006	18,786	40,005	30,668
Other	20	4	945	797	54	40	3,359	2,868	98	77	3,182	2,257	7,658	6,043
	54,443	34,856	27,086	22,570	14,466	6,800	86,084	80,079	2,523	2,158	126,672	95,931	311,274	242,394
Consolidated – aggregate														
Agriculture, forestry, fishing and mining	3	22	103	31	846	377	38,405	34,830	393	301	20,788	19,467	60,538	55,028
Business services	9	17	–	3	128	55	8,581	7,623	94	69	8,733	7,313	17,545	15,080
Construction	2	3	24	3	58	111	7,454	7,396	71	61	8,918	8,367	16,527	15,941
Electricity, gas and water supply	35	–	196	395	1,323	1,066	8,104	7,677	137	106	6,067	6,669	15,862	15,913
Entertainment, leisure and tourism	–	3	37	1	382	118	11,262	10,110	116	90	3,590	3,307	15,387	13,629
Financial, investment and insurance	78,181	55,112	42,710	38,757	72,512	49,940	36,727	34,874	580	632	21,334	19,195	252,044	198,510
Government and official institutions	1,810	1,306	46,272	38,151	2,182	862	2,234	2,185	26	24	3,673	1,832	56,197	44,360
Manufacturing	234	64	1,517	1,754	3,525	1,435	28,830	25,835	626	494	52,412	43,383	87,144	72,965
Personal lending	2	5	–	–	–	–	328,176	298,870	2,747	2,142	69,598	62,897	400,523	363,914
Property services	1	1	88	138	805	541	41,173	38,248	421	341	14,093	15,245	56,581	54,514
Retail trade	3	2	76	48	258	189	15,444	13,510	169	119	8,063	6,783	24,013	20,651
Transport and storage	2	1	273	188	1,087	427	13,220	12,505	201	159	7,408	6,119	22,191	19,399
Wholesale trade	418	211	72	37	1,972	901	19,705	18,885	411	355	36,350	24,813	58,928	45,202
Other	50	25	1,248	1,066	547	347	14,426	12,986	184	145	10,102	8,669	26,557	23,238
Gross Total	80,750	56,772	92,616	80,572	85,625	56,369	573,741	525,534	6,176	5,038	271,129	234,059	1,110,037	958,344
Individual provision for credit impairment	–	–	–	–	–	–	(1,038)	(1,130)	–	–	(23)	(46)	(1,061)	(1,176)
Collective provision for credit impairment	–	–	–	–	–	–	(2,279)	(2,144)	–	–	(677)	(613)	(2,956)	(2,757)
	80,750	56,772	92,616	80,572	85,625	56,369	570,424	522,260	6,176	5,038	270,429	233,400	1,106,020	954,411
Unearned income	–	–	–	–	–	–	(739)	(892)	–	–	–	–	(739)	(892)
Capitalised brokerage/ mortgage origination fees	–	–	–	–	–	–	1,253	1,043	–	–	–	–	1,253	1,043
	80,750	56,772	92,616	80,572	85,625	56,369	570,938	522,411	6,176	5,038	270,429	233,400	1,106,534	954,562
Excluded from analysis above ⁵	1,716	1,487	51	37	–	–	–	–	34,820	33,579	–	–	36,587	35,103
Net Total	82,466	58,259	92,667	80,609	85,625	56,369	570,938	522,411	40,996	38,617	270,429	233,400	1,143,121	989,665

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments, and includes Esanda dealer finance assets classified as held for sale.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Comprises bank notes and cash at bank within cash, equity instruments within available-for-sale financial assets and investments relating to the insurance business where the credit risk is passed on to the policy holder.

19: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

The Company	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Australia														
Agriculture, forestry, fishing and mining	–	21	59	21	691	225	15,185	13,854	79	56	9,573	10,525	25,587	24,702
Business services	4	12	–	3	108	46	6,254	5,654	32	23	3,340	3,625	9,738	9,363
Construction	–	–	23	3	20	94	5,516	5,688	29	23	4,537	4,266	10,125	10,074
Electricity, gas and water supply	–	–	99	132	837	692	3,455	3,988	18	16	2,266	2,836	6,675	7,664
Entertainment, leisure and tourism	–	–	37	1	323	89	8,888	8,061	46	33	2,494	2,695	11,788	10,879
Financial, investment and insurance ⁵	22,601	20,481	18,547	20,577	59,663	44,627	22,086	14,464	115	58	6,499	9,671	129,511	109,878
Government and official institutions	130	135	32,008	25,599	685	241	706	539	4	2	2,081	292	35,614	26,808
Manufacturing	4	4	1,369	1,528	2,535	1,057	6,844	7,129	36	29	7,333	7,387	18,121	17,134
Personal lending	–	–	–	–	–	–	251,707	231,114	1,306	931	48,282	44,038	301,295	276,083
Property services	–	–	78	48	677	433	26,991	26,171	140	106	10,194	11,535	38,080	38,293
Retail trade	2	2	50	6	221	153	11,269	10,211	59	41	3,567	4,559	15,168	14,972
Transport and storage	2	–	180	70	951	368	7,052	7,386	37	30	4,114	3,871	12,336	11,725
Wholesale trade	354	183	12	7	1,520	702	6,287	6,320	33	25	7,544	4,770	15,750	12,007
Other	30	21	248	208	453	258	10,374	9,396	54	38	5,693	5,389	16,852	15,310
	23,127	20,859	52,710	48,203	68,684	48,985	382,614	349,975	1,988	1,411	117,517	115,459	646,640	584,892
New Zealand														
Agriculture, forestry, fishing and mining	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Business services	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Construction	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Electricity, gas and water supply	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Entertainment, leisure and tourism	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Financial, investment and insurance ⁵	–	–	–	–	64	9	–	–	–	–	–	–	64	9
Government and official institutions	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Manufacturing	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Personal lending	–	–	–	–	–	–	7,289	8,193	–	–	19	29	7,308	8,222
Property services	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Retail trade	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Transport and storage	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Wholesale trade	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other	–	–	–	–	–	–	–	–	–	–	1	–	1	–
	–	–	–	–	64	9	7,289	8,193	–	–	20	29	7,373	8,231

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments, and includes Esanda dealer finance assets classified as held for sale.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Includes amounts due from other Group entities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

The Company	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Overseas Markets														
Agriculture, forestry, fishing and mining	–	1	42	8	47	83	4,839	3,829	84	50	8,174	6,025	13,186	9,996
Business services	5	2	–	–	7	3	1,073	770	19	10	4,436	2,697	5,540	3,482
Construction	2	3	1	–	14	10	519	432	9	6	3,047	3,147	3,592	3,598
Electricity, gas and water supply	34	–	28	83	20	28	2,948	2,309	51	30	2,170	2,250	5,251	4,700
Entertainment, leisure and tourism	–	–	–	–	8	4	1,165	874	20	11	677	243	1,870	1,132
Financial, investment and insurance ⁵	51,586	31,770	15,566	11,427	6,216	3,455	9,687	16,616	168	219	11,785	9,050	95,008	72,537
Government and official institutions	1	1	5,586	3,474	145	36	446	417	8	5	919	820	7,105	4,753
Manufacturing	193	21	17	95	216	91	11,050	9,597	191	125	31,817	24,736	43,484	34,665
Personal lending	1	–	–	–	–	–	7,581	5,876	131	77	4,351	3,764	12,064	9,717
Property services	–	1	7	79	58	54	4,519	3,636	78	48	2,142	1,726	6,804	5,544
Retail trade	1	–	7	18	10	11	1,570	855	27	11	1,216	769	2,831	1,664
Transport and storage	–	1	84	93	27	18	3,832	3,008	66	39	1,947	1,036	5,956	4,195
Wholesale trade	37	11	24	3	155	73	9,505	9,366	165	122	22,672	15,402	32,558	24,977
Other	20	3	883	695	23	22	2,386	2,144	41	28	2,650	1,748	6,003	4,640
	51,880	31,814	22,245	15,975	6,946	3,888	61,120	59,729	1,058	781	98,003	73,413	241,252	185,560
The Company – aggregate														
Agriculture, forestry, fishing and mining	–	22	101	29	738	308	20,024	17,683	163	106	17,747	16,550	38,773	34,698
Business services	9	14	–	3	115	49	7,327	6,424	51	33	7,776	6,322	15,278	12,845
Construction	2	3	24	3	34	104	6,035	6,120	38	29	7,584	7,413	13,717	13,672
Electricity, gas and water supply	34	–	127	215	857	720	6,403	6,297	69	46	4,436	5,086	11,926	12,364
Entertainment, leisure and tourism	–	–	37	1	331	93	10,053	8,935	66	44	3,171	2,938	13,658	12,011
Financial, investment and insurance ⁵	74,187	52,251	34,113	32,004	65,943	48,091	31,773	31,080	283	277	18,284	18,721	224,583	182,424
Government and official institutions	131	136	37,594	29,073	830	277	1,152	956	12	7	3,000	1,112	42,719	31,561
Manufacturing	197	25	1,386	1,623	2,751	1,148	17,894	16,726	227	154	39,150	32,123	61,605	51,799
Personal lending	1	–	–	–	–	–	266,577	245,183	1,437	1,008	52,652	47,831	320,667	294,022
Property services	–	1	85	127	735	487	31,510	29,807	218	154	12,336	13,261	44,884	43,837
Retail trade	3	2	57	24	231	164	12,839	11,066	86	52	4,783	5,328	17,999	16,636
Transport and storage	2	1	264	163	978	386	10,884	10,394	103	69	6,061	4,907	18,292	15,920
Wholesale trade	391	194	36	10	1,675	775	15,792	15,686	198	147	30,216	20,172	48,308	36,984
Other	50	24	1,131	903	476	280	12,760	11,540	95	66	8,344	7,137	22,856	19,950
Gross Total	75,007	52,673	74,955	64,178	75,694	52,882	451,023	417,897	3,046	2,192	215,540	188,901	895,265	778,723
Individual provision for credit impairment	–	–	–	–	–	–	(740)	(814)	–	–	(19)	(40)	(759)	(854)
Collective provision for credit impairment	–	–	–	–	–	–	(1,765)	(1,669)	–	–	(557)	(488)	(2,322)	(2,157)
	75,007	52,673	74,955	64,178	75,694	52,882	448,518	415,414	3,046	2,192	214,964	188,373	892,184	775,712
Unearned income	–	–	–	–	–	–	(438)	(657)	–	–	–	–	(438)	(657)
Capitalised brokerage/ mortgage origination fees	–	–	–	–	–	–	944	837	–	–	–	–	944	837
	75,007	52,673	74,955	64,178	75,694	52,882	449,024	415,594	3,046	2,192	214,964	188,373	892,690	775,892
Excluded from analysis above ⁶	1,045	1,005	30	22	–	–	–	–	–	–	–	–	1,075	1,027
Net total	76,052	53,678	74,985	64,200	75,694	52,882	449,024	415,594	3,046	2,192	214,964	188,373	893,765	776,919

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments, and includes Esanda dealer finance assets classified as held for sale.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Includes amounts due from other Group entities.

6 Comprises bank notes and cash at bank within cash and equity instruments within available-for-sale financial assets.

19: Financial Risk Management (continued)

Credit quality

Maximum exposure to credit risk

For financial assets recognised on the balance sheet, the maximum exposure to credit risk is the carrying amount. In certain circumstances, there may be differences between the carrying amounts reported on the balance sheet and the amounts reported in the tables below. Principally, these differences arise in respect of financial assets that are subject to risks other than credit risk, such as equity investments which are primarily subject to market risk, or bank notes and coins. For contingent exposures, the maximum exposure to credit risk is the maximum amount the Group would have to pay if the instrument is called upon. For undrawn facilities, the maximum exposure to credit risk is the full amount of the committed facilities.

The following tables present the maximum exposure to credit risk of on-balance sheet and off-balance sheet financial assets before taking account of any collateral held or other credit enhancements.

	Reported on Balance Sheet		Excluded ¹		Maximum exposure to credit risk	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Consolidated						
On-balance sheet positions						
Cash	53,903	32,559	1,716	1,487	52,187	31,072
Settlement balances owed to ANZ	18,596	20,241	–	–	18,596	20,241
Collateral paid	9,967	5,459	–	–	9,967	5,459
Trading securities	49,000	49,692	–	–	49,000	49,692
Derivative financial instruments ²	85,625	56,369	–	–	85,625	56,369
Available-for-sale assets	43,667	30,917	51	37	43,616	30,880
Net loans and advances ³						
– Australia	313,164	287,350	–	–	313,164	287,350
– International and Institutional Banking	154,741	141,986	–	–	154,741	141,986
– New Zealand	95,211	86,063	–	–	95,211	86,063
– Global Wealth	7,122	6,353	–	–	7,122	6,353
Regulatory deposits	1,773	1,565	–	–	1,773	1,565
Investments backing policy liabilities	34,820	33,579	34,820	33,579	–	–
Other financial assets ⁴	4,403	3,473	–	–	4,403	3,473
	871,992	755,606	36,587	35,103	835,405	720,103
Off-balance sheet positions						
Undrawn facilities	230,794	193,984	–	–	230,794	193,984
Contingent facilities	40,335	40,075	–	–	40,335	40,075
	271,129	234,059	–	–	271,129	234,059
Total	1,143,121	989,665	36,587	35,103	1,106,534	954,162
	Reported on balance Sheet		Excluded ¹		Maximum exposure to credit risk	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
The Company						
On-balance sheet positions						
Cash	51,217	30,655	1,045	1,005	50,172	29,650
Settlement balances owed to ANZ	16,601	18,150	–	–	16,601	18,150
Collateral paid	8,234	4,873	–	–	8,234	4,873
Trading securities	37,373	38,049	–	–	37,373	38,049
Derivative financial instruments ²	75,694	52,882	–	–	75,694	52,882
Available-for-sale assets	37,612	26,151	30	22	37,582	26,129
Net loans and advances ³	448,448	415,066	–	–	448,448	415,066
Regulatory deposits	557	434	–	–	557	434
Other financial assets ⁴	2,489	1,758	–	–	2,489	1,758
	678,225	588,018	1,075	1,027	677,150	586,991
Off-balance sheet positions						
Undrawn facilities	180,847	153,985	–	–	180,847	153,985
Contingent facilities	34,693	34,916	–	–	34,693	34,916
	215,540	188,901	–	–	215,540	188,901
Total	893,765	776,919	1,075	1,027	892,690	775,892

1 Includes bank notes and coins and cash at bank within cash, equity instruments within available-for-sale financial assets and investments relating to the insurance business where the credit risk is passed onto the policy holder.

2 Derivative financial instruments are net of credit valuation adjustments.

3 Includes individual and collective provisions for credit impairment held in respect of credit related commitments, and includes Esanda dealer finance assets classified as held for sale.

4 Mainly comprises accrued interest.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

Distribution of financial assets by credit quality

The Group has a comprehensive rating system that is used to quantify credit risk. The use of masterscales ensures consistency across exposure types at the Group, providing a consistent framework for reporting and analysis.

All customers with whom ANZ has a credit relationship, including guarantors, are assigned a Customer Credit Rating (CCR) or score at origination either by programmed credit assessment or by judgemental assessment. In addition, the CCR or score is reviewed on an ongoing basis to ensure it accurately reflects the credit risk of the customer and the prevailing economic conditions.

The Group's risk grade profile therefore changes dynamically through new lending, repayment and/or existing counterparty movements in either risk or volume.

Restructured items

Restructured items are facilities in which the original contractual terms have been modified for reasons related to the financial difficulties of the customer. Restructuring may consist of reduction of interest, principal or other payments legally due or an extension in maturity materially beyond those typically offered to new facilities with similar risk.

Consolidated	Neither past due nor impaired		Past due but not impaired		Restructured		Impaired		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	52,187	31,072	–	–	–	–	–	–	52,187	31,072
Settlement balances owed to ANZ	18,596	20,241	–	–	–	–	–	–	18,596	20,241
Collateral paid	9,967	5,459	–	–	–	–	–	–	9,967	5,459
Trading securities	49,000	49,692	–	–	–	–	–	–	49,000	49,692
Derivative financial instruments ¹	85,588	56,332	–	–	–	–	37	37	85,625	56,369
Available-for-sale assets	43,616	30,880	–	–	–	–	–	–	43,616	30,880
Net loans and advances ²										
– Australia	302,307	277,325	10,485	9,626	5	–	586	607	313,383	287,558
– International and Institutional Banking	153,735	141,071	623	623	166	53	631	624	155,155	142,371
– New Zealand	93,342	83,885	1,739	1,912	13	14	182	315	95,276	86,126
– Global Wealth	7,009	6,259	111	91	–	–	4	6	7,124	6,356
Regulatory deposits	1,773	1,565	–	–	–	–	–	–	1,773	1,565
Other financial assets ³	4,403	3,473	–	–	–	–	–	–	4,403	3,473
Credit related commitments ⁴	270,395	233,343	–	–	–	–	34	57	270,429	233,400
Total	1,091,918	940,597	12,958	12,252	184	67	1,474	1,646	1,106,534	954,562

The Company	Neither past due nor impaired		Past due but not impaired		Restructured		Impaired		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	50,172	29,650	–	–	–	–	–	–	50,172	29,650
Settlement balances owed to ANZ	16,601	18,150	–	–	–	–	–	–	16,601	18,150
Collateral paid	8,234	4,873	–	–	–	–	–	–	8,234	4,873
Trading securities	37,373	38,049	–	–	–	–	–	–	37,373	38,049
Derivative financial instruments ¹	75,657	52,845	–	–	–	–	37	37	75,694	52,882
Available-for-sale assets	37,582	26,129	–	–	–	–	–	–	37,582	26,129
Net loans and advances ²	437,153	404,611	10,943	9,849	94	26	834	1,108	449,024	415,594
Regulatory deposits	557	434	–	–	–	–	–	–	557	434
Other financial assets ³	2,489	1,758	–	–	–	–	–	–	2,489	1,758
Credit related commitments ⁴	214,940	188,344	–	–	–	–	24	29	214,964	188,373
Total	880,758	764,843	10,943	9,849	94	26	895	1,174	892,690	775,892

¹ Derivative financial instruments are net of credit valuation adjustments.

² Includes Esanda dealer finance assets classified as held for sale. Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

³ Mainly comprises accrued interest.

⁴ Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

19: Financial Risk Management (continued)

Credit quality of financial assets neither past due nor impaired

The credit quality of financial assets is managed by the Group using internal CCRs based on their current probability of default. The Group's masterscales are mapped to external rating agency scales, to enable wider comparisons.

Internal rating

Strong credit profile	Customers that have demonstrated superior stability in their operating and financial performance over the long-term, and whose debt servicing capacity is not significantly vulnerable to foreseeable events. This rating broadly corresponds to ratings 'Aaa' to 'Baa3' and 'AAA' to 'BBB-' of Moody's and Standard & Poor's respectively.
Satisfactory risk	Customers that have consistently demonstrated sound operational and financial stability over the medium to long-term, even though some may be susceptible to cyclical trends or variability in earnings. This rating broadly corresponds to ratings 'Ba2' to 'Ba3' and 'BB' to 'BB-' of Moody's and Standard & Poor's respectively.
Sub-standard but not past due or impaired	Customers that have demonstrated some operational and financial instability, with variability and uncertainty in profitability and liquidity projected to continue over the short and possibly medium term. This rating broadly corresponds to ratings 'B1' to 'Caa' and 'B+' to 'CCC' of Moody's and Standard & Poor's respectively.

Consolidated	Strong credit profile		Satisfactory risk		Sub-standard but not past due or impaired		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	52,139	30,907	48	148	–	17	52,187	31,072
Settlement balances owed to ANZ	17,845	19,671	665	422	86	148	18,596	20,241
Collateral paid	9,957	5,417	6	42	4	–	9,967	5,459
Trading securities	48,898	49,372	79	296	23	24	49,000	49,692
Derivative financial instruments ¹	84,074	55,390	1,351	831	163	111	85,588	56,332
Available-for-sale assets	42,097	29,319	1,519	1,530	–	31	43,616	30,880
Net loans and advances ²								
– Australia	227,465	208,070	60,154	55,771	14,688	13,484	302,307	277,325
– International and Institutional Banking	125,603	115,138	25,163	23,875	2,969	2,058	153,735	141,071
– New Zealand	65,563	58,167	25,602	23,857	2,177	1,861	93,342	83,885
– Global Wealth	4,941	4,112	1,903	2,122	165	25	7,009	6,259
Regulatory deposits	1,083	1,010	657	509	33	46	1,773	1,565
Other financial assets ³	3,948	3,104	404	319	51	50	4,403	3,473
Credit related commitments ⁴	220,815	196,558	46,681	34,425	2,899	2,360	270,395	233,343
Total	904,428	776,235	164,232	144,147	23,258	20,215	1,091,918	940,597

The Company	Strong credit profile		Satisfactory risk		Sub-standard but not past due or impaired		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	50,126	29,612	46	38	–	–	50,172	29,650
Settlement balances owed to ANZ	16,253	17,937	277	90	71	123	16,601	18,150
Collateral paid	8,224	4,831	6	42	4	–	8,234	4,873
Trading securities	37,322	37,928	28	98	23	23	37,373	38,049
Derivative financial instruments ¹	74,394	52,741	1,114	73	149	31	75,657	52,845
Available-for-sale assets	37,567	25,331	15	692	–	106	37,582	26,129
Net loans and advances ²	339,549	313,681	80,488	75,964	17,116	14,966	437,153	404,611
Regulatory deposits	393	300	145	118	19	16	557	434
Other financial assets ³	2,159	1,520	293	201	37	37	2,489	1,758
Credit related commitments ⁴	177,997	162,260	35,132	24,159	2,485	1,925	215,614	188,344
Total	743,984	646,141	117,544	101,475	19,904	17,227	881,432	764,843

1 Derivative financial instruments are net of credit valuation adjustments.

2 Includes Esanda dealer finance assets classified as held for sale. Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

3 Mainly comprises accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

Ageing analysis of financial assets that are past due but not impaired

Ageing analysis of past due loans is used by the Group to measure and manage emerging credit risks. Financial assets that are past due but not impaired include those which are assessed, approved and managed on a portfolio basis within a centralised environment (for example credit cards and personal loans) that can be held on a productive basis until they are 180 days past due, as well as those which are managed on an individual basis.

A large portion of retail credit exposures, such as residential mortgages, are generally well secured. That is, the value of associated security is sufficient to cover amounts outstanding.

	Consolidated						The Company					
	1–5 days \$m	6–29 days \$m	30–59 days \$m	60–89 days \$m	>90 days \$m	Total \$m	1–5 days \$m	6–29 days \$m	30–59 days \$m	60–89 days \$m	>90 days \$m	Total \$m
As at 30 Sep 15												
Net loans and advances ¹												
– Australia	1,813	4,359	1,426	813	2,074	10,485	1,831	4,646	1,461	878	2,127	10,943
– International and Institutional Banking	14	387	8	117	97	623	–	–	–	–	–	–
– New Zealand	781	407	235	115	201	1,739	–	–	–	–	–	–
– Global Wealth	13	82	5	5	6	111	–	–	–	–	–	–
Total	2,621	5,235	1,674	1,050	2,378	12,958	1,831	4,646	1,461	878	2,127	10,943

	Consolidated						The Company					
	1–5 days \$m	6–29 days \$m	30–59 days \$m	60–89 days \$m	>90 days \$m	Total \$m	1–5 days \$m	6–29 days \$m	30–59 days \$m	60–89 days \$m	>90 days \$m	Total \$m
As at 30 Sep 14												
Net loans and advances ¹												
– Australia	2,119	3,701	1,335	743	1,728	9,626	2,141	3,805	1,366	759	1,778	9,849
– International and Institutional Banking	52	383	1	91	96	623	–	–	–	–	–	–
– New Zealand	893	442	287	136	154	1,912	–	–	–	–	–	–
– Global Wealth	18	33	1	35	4	91	–	–	–	–	–	–
Total	3,082	4,559	1,624	1,005	1,982	12,252	2,141	3,805	1,366	759	1,778	9,849

1 Includes Esanda dealer finance assets classified as held for sale. Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

Estimated value of collateral for all financial assets

	Total value of collateral		Credit exposure		Unsecured portion of credit exposure	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Consolidated						
Cash	11,770	13,711	52,187	31,072	40,417	17,361
Settlement balances owed to ANZ	300	184	18,596	20,241	18,296	20,057
Collateral paid	–	–	9,967	5,459	9,967	5,459
Trading securities	1,081	991	49,000	49,692	47,919	48,701
Derivative financial instruments	7,829	5,599	85,625	56,369	77,796	50,770
Available-for-sale assets	1,603	887	43,616	30,880	42,013	29,993
Net loans and advances ^{1,2}						
– Australia	283,392	258,854	313,383	287,558	29,991	28,704
– International and Institutional Banking	53,887	46,162	155,155	142,371	101,268	96,209
– New Zealand	89,033	80,323	95,276	86,126	6,243	5,803
– Global Wealth	6,421	5,415	7,124	6,356	703	941
Regulatory deposits	–	–	1,773	1,565	1,773	1,565
Other financial assets ³	1,351	1,308	4,403	3,473	3,052	2,165
Credit related commitments ⁴	50,401	49,014	270,429	233,400	220,028	184,386
Total	507,068	462,448	1,106,534	954,562	599,466	492,114

1 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

2 Includes Esanda dealer finance assets classified as held for sale. Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

3 Mainly comprises accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

19: Financial Risk Management (continued)

Estimated value of collateral for all financial assets

The Company	Total value of collateral		Credit exposure		Unsecured portion of credit exposure	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash	11,479	13,349	50,172	29,650	38,693	16,301
Settlement balances owed to ANZ	271	163	16,601	18,150	16,330	17,987
Collateral paid	–	–	8,234	4,873	8,234	4,873
Trading securities	838	660	37,373	38,049	36,535	37,389
Derivative financial instruments	6,886	4,886	75,694	52,882	68,808	47,996
Available-for-sale assets	1,603	778	37,582	26,129	35,979	25,351
Net loans and advances ¹	340,139	309,407	449,024	415,594	108,885	106,187
Regulatory deposits	–	–	557	434	557	434
Other financial assets ²	1,000	930	2,489	1,758	1,489	828
Credit related commitments ³	35,414	32,965	214,964	188,373	179,550	155,408
Total	397,630	363,138	892,690	775,892	495,060	412,754

1 Includes Esanda dealer finance assets classified as held for sale. Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

2 Mainly comprises accrued interest.

3 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

Financial assets that are individually impaired

	Consolidated				The Company			
	Impaired assets ¹		Individual provision balance		Impaired assets ¹		Individual provision balance	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Australia								
Derivative financial instruments	33	29	–	–	33	29	–	–
Loans and advances	1,446	1,632	679	700	1,356	1,572	667	671
Credit related commitments ²	44	70	19	40	43	70	19	40
Subtotal	1,523	1,731	698	740	1,432	1,671	686	711
New Zealand								
Derivative financial instruments	–	2	–	–	–	–	–	–
Loans and advances	354	582	143	194	20	30	7	9
Credit related commitments ²	13	33	4	6	–	–	–	–
Subtotal	367	617	147	200	20	30	7	9
Asia Pacific, Europe & America								
Derivative financial instruments	4	6	–	–	4	6	–	–
Loans and advances	641	468	216	236	198	321	66	134
Credit related commitments ²	–	–	–	–	–	–	–	–
Subtotal	645	474	216	236	202	327	66	134
Aggregate								
Derivative financial instruments	37	37	–	–	37	35	–	–
Loans and advances	2,441	2,682	1,038	1,130	1,574	1,923	740	814
Credit related commitments ²	57	103	23	46	43	70	19	40
Total	2,535	2,822	1,061	1,176	1,654	2,028	759	854

1 Excludes restructured items.

2 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

19: Financial Risk Management (continued)

Market risk (excludes insurance and funds management)

Market risk is the risk to the Group's earnings arising from changes in interest rates, currency exchange rates, credit spreads, or from fluctuations in bond, commodity or equity prices.

Market risk arises when changes in market rates, prices and volatilities lead to a decline in the value of assets and liabilities, including financial derivatives. Market risk is generated through both trading and banking book activities.

ANZ conducts trading operations in interest rates, foreign exchange, commodities and securities.

ANZ has a detailed risk management and control framework to support its trading and balance sheet activities. The framework incorporates a risk measurement approach to quantify the magnitude of market risk within trading and balance sheet portfolios. This approach and related analysis identifies the range of possible outcomes that can be expected over a given period of time, establishes the relative likelihood of those outcomes and allocates an appropriate amount of capital to support these activities.

Group-wide responsibility for the strategies and policies relating to the management of market risk lies with the Board Risk Committee. Responsibility for day to day management of both market risks and compliance with market risk policy is delegated by the Risk Committee to the Credit and Market Risk Committee (CMRC) and the Group Asset & Liability Committee (GALCO). The CMRC, chaired by the Chief Risk Officer, is responsible for the oversight of market risk. All committees receive regular reporting on the range of trading and balance sheet market risks that ANZ incurs.

Within overall strategies and policies, the control of market risk at the Group level is the joint responsibility of Business Units and Risk Management, with the delegation of market risk limits from the Board and CMRC allocated to both Risk Management and the Business Units.

The management of Risk Management is supported by a comprehensive limit and policy framework to control the amount of risk that the Group will accept. Market risk limits are allocated at various levels and are reported and monitored by Market Risk on a daily basis. The detailed limit framework allocates individual limits to manage and control asset classes (e.g. interest rates, equities), risk factors (e.g. interest rates, volatilities) and profit and loss limits (to monitor and manage the performance of the trading portfolios).

Market risk management and control responsibilities

To facilitate the management, measurement and reporting of market risk, ANZ has grouped market risk into two broad categories:

a) Traded market risk

This is the risk of loss from changes in the value of financial instruments due to movements in price factors for both physical and derivative trading positions. Trading positions arise from transactions where ANZ acts as principal with customers, financial exchanges or interbank counterparties.

The principal risk categories monitored are:

- ▶ Currency risk is the potential loss arising from the decline in the value of a financial instrument due to changes in foreign exchange rates or their implied volatilities.
- ▶ Interest rate risk is the potential loss arising from the change in the value of a financial instrument due to changes in market interest rates or their implied volatilities.
- ▶ Credit spread risk is the potential loss arising from a change in value of an instrument due to a movement of its margin or spread relative to a benchmark.
- ▶ Commodity risk is the potential loss arising from the decline in the value of a financial instrument due to changes in commodity prices or their implied volatilities.
- ▶ Equity risk is the potential loss arising from the decline in the value of a financial instrument due to changes in equity prices or their implied volatilities.

b) Non-traded market risk (or balance sheet risk)

This comprises the management of non-traded interest rate risk, liquidity, and the risk to the Australian dollar denominated value of the Group's capital and earnings as a result of foreign exchange rate movements.

Some instruments do not fall into either category that also expose ANZ to market risk. These include equity securities classified as available-for-sale financial assets.

Value at Risk (VaR) measure

A key measure of market risk is Value at Risk (VaR). VaR is a statistical estimate of the possible daily loss and is based on historical market movements.

ANZ measures VaR at a 99% confidence interval. This means that there is a 99% chance that the loss will not exceed the VaR estimate on any given day.

The Group's standard VaR approach for both traded and non-traded risk is historical simulation. The Group calculates VaR using historical changes in market rates, prices and volatilities over the previous 500 business days. Traded and non-traded VaR is calculated using a one-day holding period.

It should be noted that because VaR is driven by actual historical observations, it is not an estimate of the maximum loss that the Group could experience from an extreme market event. As a result of this limitation, the Group utilises a number of other risk measures (e.g. stress testing) and risk sensitivity limits to measure and manage market risk.

19: Financial Risk Management (continued)

Traded Market Risk

Below are the aggregate Value at Risk (VaR) exposures at a 99% confidence level covering both physical and derivatives trading positions for the Bank's principal trading centres.

	30 September 2015				30 September 2014			
	As at \$m	High for year \$m	Low for year \$m	Average for year \$m	As at \$m	High for year \$m	Low for year \$m	Average for year \$m
Consolidated								
Value at risk at 99% confidence								
Foreign exchange	5.0	18.2	2.8	7.9	11.9	18.5	1.7	8.9
Interest rate	10.1	20.2	4.8	9.3	10.4	16.6	3.8	8.1
Credit	3.5	5.4	2.9	3.8	5.8	5.8	2.7	3.8
Commodity	1.6	3.6	1.3	2.4	2.0	2.8	0.9	1.4
Equity	2.5	6.3	0.1	1.1	1.3	2.5	0.4	1.0
Diversification benefit	(6)	n/a	n/a	(13.2)	(18.6)	n/a	n/a	(10.5)
	16.7	19.7	6.9	11.3	12.8	22.9	5.5	12.7
	30 September 2015				30 September 2014			
	As at \$m	High for year \$m	Low for year \$m	Average for year \$m	As at \$m	High for year \$m	Low for year \$m	Average for year \$m
The Company								
Value at risk at 99% confidence								
Foreign exchange	5.2	18.3	2.8	8.0	12.0	18.3	1.7	8.8
Interest rate	8.5	19.7	4.7	8.8	10.0	15.4	3.8	7.7
Credit	3.1	4.7	2.6	3.6	6.0	6.0	2.5	3.6
Commodity	1.6	3.6	1.3	2.4	2.0	2.8	0.9	1.4
Equity	2.5	6.3	0.1	1.1	1.3	2.5	0.4	1.0
Diversification benefit	(5.8)	n/a	n/a	(12.8)	(18.9)	n/a	n/a	(10.3)
	15.1	19.3	6.7	11.1	12.4	21.0	5.3	12.2

VaR is calculated separately for foreign exchange, interest rate, credit, commodity and equities and for the Group. The diversification benefit reflects the historical correlation between these products. Electricity commodities risk is measured under the standard approach for regulatory purposes.

To supplement the VaR methodology, ANZ applies a wide range of stress tests, both on individual portfolios and at a Group level. ANZ's stress-testing regime provides senior management with an assessment of the financial impact of identified extreme events on market risk exposures of ANZ. Standard stress tests are applied on a daily basis and measure the potential loss arising from applying extreme market movements to individual and groups of individual price factors. Extraordinary stress tests are applied monthly and measure the potential loss arising as a result of scenarios generated from major financial market events.

Non-traded Market Risk (Balance Sheet Risk)

The principal objectives of balance sheet management are to maintain acceptable levels of interest rate and liquidity risk to mitigate the negative impact of movements in interest rates on the earnings and market value of the Group's banking book, while ensuring the Group maintains sufficient liquidity to meet its obligations as they fall due.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

Interest rate risk

The objective of balance sheet interest rate risk management is to secure stable and optimal net interest income over both the short (next 12 months) and long-term. Non-traded interest rate risk relates to the potential adverse impact of changes in market interest rates on the Group's future net interest income. This risk arises from two principal sources: mismatches between the repricing dates of interest bearing assets and liabilities; and the investment of capital and other non-interest bearing liabilities in interest bearing assets. Interest rate risk is reported using various techniques including: VaR and scenario analysis (to a 1% shock).

a) VaR non-traded interest rate risk

The repricing assumptions used to determine the VaR and 1% rate shock have been independently validated. Below are aggregate VaR figures covering non-traded interest rate risk.

	30 September 2015				30 September 2014			
	As at \$m	High for year \$m	Low for year \$m	Avg for year \$m	As at \$m	High for year \$m	Low for year \$m	Avg for year \$m
Consolidated								
Value at risk at 99% confidence								
Australia	25.4	38.5	21.2	27.2	41.8	64.5	39.1	50.1
New Zealand	9.7	11.4	8.9	10.2	8.9	11.4	8.9	10.4
Asia Pacific, Europe & America	14.4	14.4	7.9	10.4	9.1	10.6	8.9	9.8
Diversification benefit	(16.8)	n/a	n/a	(14.8)	(13.4)	n/a	n/a	(13.7)
	32.7	37.4	28.6	33.0	46.4	76.3	43.3	56.6
	30 September 2015				30 September 2014			
	As at \$m	High for year \$m	Low for year \$m	Avg for year \$m	As at \$m	High for year \$m	Low for year \$m	Avg for year \$m
The Company								
Value at risk at 99% confidence								
Australia	25.4	38.5	21.2	27.2	41.8	64.5	39.1	50.1
New Zealand	0.0	0.2	0.0	0.1	0.1	0.3	0.0	0.1
Asia Pacific, Europe & America	13.9	13.9	6.8	9.9	8.3	10.0	8.3	9.2
Diversification benefit	(11.2)	n/a	n/a	(7.9)	(4.2)	n/a	n/a	(0.9)
	28.1	39.2	21.3	29.3	46.0	71.6	42.0	58.5

VaR is calculated separately for the Australia, New Zealand and APEA geographies, as well as for the Group.

To supplement the VaR methodology, ANZ applies a wide range of stress tests, both on individual portfolios and at Group level. ANZ's stress testing regime provides senior management with an assessment of the financial impact of identified extreme events on market risk exposures of ANZ.

b) Scenario Analysis – a 1% shock on the next 12 months' net interest income

A 1% overnight parallel positive shift in the yield curve is modelled to determine the potential impact on net interest income over the succeeding 12 months. This is a standard risk measure which assumes the parallel shift is reflected in all wholesale and customer rates.

The figures in the table below indicate the outcome of this risk measure for the current and previous financial years – expressed as a percentage of reported net interest income. The sign indicates the nature of the rate sensitivity with a positive number signifying that a rate increase is positive for net interest income over the next 12 months.

	Consolidated		The Company	
	2015	2014	2015	2014
Impact of 1% rate shock				
As at period end	0.61%	0.97%	0.86%	1.06%
Maximum exposure	1.36%	1.48%	1.74%	1.68%
Minimum exposure	0.45%	0.74%	0.86%	0.68%
Average exposure (in absolute terms)	0.93%	1.12%	1.19%	1.22%

The extent of mismatching between the repricing characteristics and timing of interest bearing assets and liabilities at any point has implications for future net interest income. On a global basis, the Group quantifies the potential variation in future net interest income as a result of these repricing mismatches.

The repricing gaps themselves are constructed based on contractual repricing information. However, for those assets and liabilities where the contractual term to repricing is not considered to be reflective of the actual interest rate sensitivity (for example, products priced at the Group's discretion), a profile based on historically observed and/or anticipated rate sensitivity is used. This treatment excludes the effect of basis risk between customer pricing and wholesale market pricing.

19: Financial Risk Management (continued)

Equity securities classified as available-for-sale

The portfolio of financial assets, classified as available-for-sale for measurement and financial reporting purposes, also contains equity investment holdings which predominantly comprise investments held for longer term strategic intentions. These equity investments are also subject to market risk which is not captured by the VaR measures for traded and non-traded market risks. Regular reviews are performed to substantiate valuation of the investments within the portfolio and the equity investments are regularly reviewed by management for impairment. The fair value of the equity securities can fluctuate.

The balance of available-for-sale equity securities for the Group amounts to \$51 million (2014: \$37 million) and \$30 million (2014: \$22 million) for the Company. Consequently any variation in value is unlikely to have a material impact on the Group.

Foreign currency risk – structural exposures

The investment of capital in foreign operations, such as branches, subsidiaries or associates with functional currencies other than the Australian dollar, exposes the Group to the risk of changes in foreign exchange rates.

The main operating (or functional) currencies of Group entities are the Australian dollar, the New Zealand dollar and the US dollar, with a number of overseas undertakings operating in various other currencies. The Group presents its consolidated financial statements in Australian dollars, as the Australian dollar is the dominant currency. The Group's consolidated balance sheet is therefore affected by exchange differences between the Australian dollar and functional currencies of foreign operations. Variations in the value of these overseas operations arising as a result of exchange differences are reflected in the foreign currency translation reserve in equity.

The Group routinely monitors this risk and conducts hedging, where it is expected to add shareholder value, in accordance with approved policies. The Group's exposures to structural foreign currency risks are managed with the primary objective of ensuring, where practical, that the consolidated capital ratios are neutral to the effect of changes in exchange rates.

Selective hedges were in place during the 2015 and 2014 financial years. For details on the hedging instruments used and effectiveness of hedges of net investments in foreign operations, refer to note 12 to these financial statements. The Group's economic hedges against New Zealand Dollar and US Dollar revenue streams are included within 'Trading derivatives' at note 12.

Liquidity Risk (Excludes Insurance and Funds Management)

Liquidity risk is the risk that the Group is unable to meet its payment obligations as they fall due, including repaying depositors or maturing wholesale debt, or that the Group has insufficient capacity to fund increases in assets. The timing mismatch of cash flows and the related liquidity risk is inherent in all banking operations and is closely monitored by the Group.

The Group's liquidity and funding risks are governed by a set of principles which are approved by the ANZ Board Risk Committee. In response to the impact of the global financial crisis, the framework has been reviewed and updated. The following key components underpin the overall framework:

- ▶ Maintaining the ability to meet all payment obligations in the immediate term;
- ▶ Ensuring that the Group has the ability to meet 'survival horizons' under a range of ANZ specific and general market liquidity stress scenarios, at the site and Group-wide level, to meet cash flow obligations over the short to medium term;
- ▶ Maintaining strength in the Group's balance sheet structure to ensure long term resilience in the liquidity and funding risk profile;
- ▶ Limiting the potential earnings at risk implications associated with unexpected increases in funding costs or the liquidation of assets under stress;
- ▶ Ensuring the liquidity management framework is compatible with local regulatory requirements;
- ▶ Preparation of daily liquidity reports and scenario analysis, quantifying the Group's positions;
- ▶ Targeting a diversified funding base, avoiding undue concentrations by investor type, maturity, market source and currency;
- ▶ Holding a portfolio of high quality liquid assets to protect against adverse funding conditions and to support day-to-day operations; and
- ▶ Establishing detailed contingency plans to cover different liquidity crisis events.

Management of liquidity and funding risks are overseen by the Group Asset and Liability Committee (GALCO).

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

The Group's approach to liquidity risk management incorporates two key components:

Scenario Modelling

ANZ's liquidity risk appetite is defined by the ability to meet a range of regulatory and internal liquidity metrics mandated by the Board. The metrics cover a range of scenarios of varying duration and level of severity. This framework:

- ▶ Provides protection against shorter-term but more extreme market dislocations and stresses.
- ▶ Maintains structural strength in the balance sheet by ensuring an appropriate amount of longer-term assets are funded with longer-term funding.
- ▶ Ensures no undue timing concentrations exist in the Group's funding profile.

A key component of this framework is the Liquidity Coverage Ratio (LCR) which was implemented in Australia on 1 January 2015. The LCR is a severe short term liquidity stress scenario, introduced as part of the Basel 3 international framework for liquidity risk measurement, standards and monitoring. As part of meeting the LCR requirements, ANZ has a Committed Liquidity Facility (CLF) with the Reserve Bank of Australia (RBA). The CLF has been established as a solution to a High Quality Liquid Asset (HQLA) shortfall in the Australian marketplace and provides an alternative form of RBA-qualifying liquid assets. The total amount of the CLF available to a qualifying ADI is set annually by APRA.

Liquid Assets

The Group holds a portfolio of high quality unencumbered liquid assets in order to protect the Group's liquidity position in a severely stressed environment, as well as to meet regulatory requirements. High quality liquid assets comprise three categories, with the definitions consistent with Basel 3 LCR:

- ▶ Highest-quality liquid assets (HQLA1): Cash, highest credit quality government, central bank or public sector securities eligible for repurchase with central banks to provide same-day liquidity.
- ▶ High-quality liquid assets (HQLA2): High credit quality government, central bank or public sector securities, high quality corporate debt securities and high quality covered bonds eligible for repurchase with central banks to provide same-day liquidity.
- ▶ Alternative liquid assets (ALA): Assets qualifying as collateral for the CLF and eligible securities listed by the Reserve Bank of New Zealand (RBNZ).

The Group monitors and manages the composition of liquid assets to ensure diversification by asset class, counterparty, currency and tenor. Minimum levels of liquid assets held are set annually based on a range of ANZ specific and general market liquidity stress scenarios such that potential cash flow obligations can be met over the short to medium term, and holdings are appropriate to existing and future business activities, regulatory requirements and in line with the approved risk appetite.

	2015 \$b	2014 \$b
Market Values Post Discount¹		
HQLA1 ²	115.4	81.0
HQLA2	3.2	2.7
Internal Residential Mortgage Backed Securities (Australia)	43.5	43.5
Internal Residential Mortgage Backed Securities (New Zealand)	5.5	5.1
Other ALA ³	16.9	17.3
Total Liquid Assets	184.5	149.6
Cash flows modelled under stress scenario		
Cash outflows ^{2,4}	175.2	157.1
Cash inflows ⁴	24.4	22.4
Net cash outflows	150.8	134.7
Liquidity Coverage Ratio (%)⁵	122%	111%

1 Market value post discount as defined in APRA Prudential Standard APS 210 Liquidity.

2 RBA open-repo arrangement netted down by exchange settlement account cash balance.

3 Comprises assets qualifying as collateral for the Committed Liquidity Facility (CLF), excluding internal RMBS, up to approved facility limit; and any liquid assets contained in the RBNZ's Liquidity Policy – Annex: Liquidity Assets – Prudential Supervision Department Document BS13A12.

4 Derivative cash flows are included on a net basis.

5 All currency Group LCR.

19: Financial Risk Management (continued)

Liquidity Crisis Contingency Planning

The Group maintains APRA-endorsed liquidity crisis contingency plans defining an approach for analysing and responding to a liquidity threatening event at a country and Group-wide level. To align with the enhanced liquidity scenario analysis framework, crisis management strategies are assessed against the Group's crisis stress scenarios.

The framework is compliant with APRA's key liquidity contingency crisis planning requirements and guidelines and includes:

- ▶ The establishment of crisis severity/stress levels;
- ▶ Clearly assigned crisis roles and responsibilities;
- ▶ Early warning signals indicative of an approaching crisis, and mechanisms to monitor and report these signals;
- ▶ Crisis Declaration Assessment processes, and related escalation triggers set against early warning signals;
- ▶ Outlined action plans, and courses of action for altering asset and liability behaviour;
- ▶ Procedures for crisis management reporting, and making up cash-flow shortfalls;
- ▶ Guidelines determining the priority of customer relationships in the event of liquidity problems; and
- ▶ Assigned responsibilities for internal and external communications.

Regulatory Change

The Basel 3 Liquidity changes include the introduction of two liquidity ratios to measure liquidity risk; (i) the Liquidity Coverage Ratio (LCR) which went live on 1st January 2015 and (ii) the Net Stable Funding Ratio (NSFR).

The final Basel 3 revised NSFR standard was released in October 2014, and is broadly consistent with the previous version. It will become the minimum Basel standard on 1st January 2018, and it is expected APRA will adopt the same timeline. As part of managing future liquidity requirements, ANZ monitors the NSFR ratio in its internal reporting and is well placed to meet this requirement.

Group Funding

ANZ manages its funding profile using a range of funding metrics and balance sheet disciplines. This approach is designed to ensure that an appropriate proportion of the Group's assets are funded by stable funding sources including core customer deposits, longer-dated wholesale funding (with a remaining term exceeding one year) and equity.

The Group's global wholesale funding strategy is designed to deliver a sustainable portfolio of wholesale funds that balances cost efficiency against prudent diversification and duration.

Funding plans and performance relative to those plans are reported regularly to senior management via the Group Asset and Liability Committee (GALCO). These plans address customer balance sheet growth and changes in wholesale funding including, targeted funding volumes, markets, investors, tenors and currencies for senior, secured, subordinated and hybrid transactions. Plans are supplemented with a monthly forecasting process which reviews the funding position to-date in light of market conditions and balance sheet requirements.

Funding plans are generated through the three-year strategic planning process and further refined by the annual funding plan and approved by the Board. Asset and deposit plans are submitted at the business segment level with the wholesale funding requirements then derived at the geographic level. To the extent that asset growth exceeds funding generated from customer deposits, additional wholesale funds are sourced.

Short-term wholesale funding requirements, with a contractual maturity of less than one year, are managed through Group Treasury and local Markets operations. Long-term wholesale funding is managed and executed through Group Treasury operations in Australia and New Zealand.

Funding Position 2015

ANZ targets a diversified funding base, avoiding undue concentrations by investor type, maturity, market source and currency.

\$18.8 billion of term wholesale debt (with a remaining term greater than one year as at 30 September 2015) was issued during the financial year ending 30 September 2015 (2014: \$23.9 billion). The weighted average tenor of new term debt was 4.9 years (2014: 4.9 years). Furthermore, a \$3.2 billion institutional share placement and retail share purchase plan and \$1.4 billion of Additional Tier 1 Capital issuance took place during the financial year.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

The following tables show the Group's funding composition:

Funding composition	2015 \$m	2014 \$m
Customer deposits and other liabilities¹		
Australia	169,280	160,683
International & Institutional Banking	202,495	183,126
New Zealand	59,703	51,360
Global Wealth	18,467	13,844
GTSO and Group Centre	(5,361)	(5,294)
Customer deposits	444,584	403,719
Other Funding liabilities ²	14,346	14,502
Total customer liabilities (funding)	458,930	418,221
Wholesale funding³		
Debt issuances ⁴	93,347	79,291
Subordinated debt	17,009	13,607
Certificates of deposit	63,446	52,754
Commercial paper	22,989	15,152
Other wholesale borrowings ^{5,6}	44,556	42,460
Total wholesale funding	241,347	203,264
Shareholders' equity (excl preference shares)	57,353	48,413
Total Funding	757,630	669,898
	2015 \$m	2014 \$m
Funded Assets		
Other short term assets & trade finance assets ⁷	78,879	74,925
Liquids ⁶	135,496	100,951
Short term funded assets	214,375	175,876
Lending & fixed assets ⁸	543,255	494,022
Total Funded Assets	757,630	669,898
Funding Liabilities^{3,4,6}		
Other short term liabilities	27,863	22,676
Short term funding	59,850	46,466
Term funding < 12 months	41,549	23,888
Other customer deposits ^{1,9}	88,288	89,825
Total short term funding liabilities	217,550	182,855
Stable customer deposits ^{1,10}	387,988	347,237
Term funding > 12 months	87,316	84,519
Shareholders' equity and hybrid debt	64,776	55,287
Total Stable Funding	540,080	487,043
Total Funding	757,630	669,898

1 Includes term deposits, other deposits and an adjustment recognised in Group Centre to eliminate Global Wealth investments in ANZ deposit products.

2 Includes interest accruals, payables and other liabilities, provisions and net tax provisions, excluding other liabilities in Global Wealth.

3 Excludes liability for acceptances as they do not provide net funding.

4 Excludes term debt issued externally by Global Wealth.

5 Includes borrowings from banks, net derivative balances, special purpose vehicles, other borrowings and Euro Trust securities (preference shares). The Euro Trust Securities were bought back by ANZ for cash at face value and cancelled on 15 December 2014.

6 RBA open-repo arrangement netted down by the exchange settlement account cash balance.

7 Includes short-dated assets such as trading securities, available-for-sale securities, trade dated assets and trade finance loans.

8 Excludes trade finance loans.

9 Total customer liabilities (funding) plus Central Bank deposits less Stable customer deposits.

10 Stable customer deposits represent operational type deposits or those sourced from retail / business / corporate customers and the stable component of Other funding liabilities.

19: Financial Risk Management (continued)

Contractual maturity analysis of the Group's liabilities

The table below analyses the Group and Company's contractual liabilities, within relevant maturity groupings based on the earliest date on which the Group or Company may be required to pay. The amounts represent principal and interest cash flows and hence may differ compared to the amounts reported on the balance sheet.

It should be noted that this is not how the Group manages its liquidity risk. The management of this risk is detailed above.

Contractual maturity analysis of financial liabilities at 30 September:

	Less than 3 months ¹ \$m	3 to 12 months \$m	1 to 5 years \$m	After 5 years \$m	No maturity specified ² \$m	Total \$m
Consolidated at 30 September 2015						
Collateral received	7,829	–	–	–	–	7,829
Settlement balances owed by ANZ	11,250	–	–	–	–	11,250
Deposits and other borrowings						
Deposits from banks	35,422	3,591	36	–	–	39,049
Certificates of deposit	31,333	16,515	16,551	95	–	64,494
Term deposits	142,342	47,843	7,105	48	–	197,338
Other deposits interest bearing	227,685	404	1,246	–	–	229,335
Deposits not bearing interest	19,014	–	–	–	–	19,014
Commercial paper	13,130	9,868	–	–	–	22,998
Borrowing corporations' debt	571	782	300	–	–	1,653
Other borrowing	790	–	–	–	–	790
Liability for acceptances	1,371	–	–	–	–	1,371
Debt issuances ³	8,119	22,796	57,936	10,653	–	99,504
Subordinated debt ^{3,4}	70	296	8,456	9,064	1,188	19,074
Policyholder liabilities	34,965	3	40	21	372	35,401
External unit holder liabilities (life insurance funds)	3,291	–	–	–	–	3,291
Derivative liabilities (trading) ⁵	68,309	–	–	–	–	68,309
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(24,585)	(35,207)	(95,440)	(19,556)	–	(174,788)
Pay leg	22,439	31,710	85,900	18,179	–	158,228
– other balance sheet management						
Receive leg	(8,445)	(8,456)	(11,667)	(4,654)	–	(33,222)
Pay leg	8,512	8,882	12,944	5,956	–	36,294
Consolidated at 30 September 2014						
Collateral received	5,599	–	–	–	–	5,599
Settlement balances owed by ANZ	10,114	–	–	–	–	10,114
Deposits and other borrowings						
Deposits from banks	35,483	2,715	32	–	–	38,230
Certificates of deposit	29,775	9,478	14,972	100	–	54,325
Term deposits	139,549	47,877	6,919	130	–	194,475
Other deposits interest bearing	193,220	–	–	–	–	193,220
Deposits not bearing interest	16,404	–	–	–	–	16,404
Commercial paper	5,803	9,351	–	–	–	15,154
Borrowing corporations' debt	521	572	306	–	–	1,399
Other borrowing	260	–	–	–	–	260
Liability for acceptances	1,151	–	–	–	–	1,151
Debt issuances ³	4,585	12,268	55,049	12,989	–	84,891
Subordinated debt ^{3,4}	45	228	6,868	7,129	1,087	15,357
Policyholder liabilities	34,038	–	–	–	516	34,554
External unit holder liabilities (life insurance funds)	3,181	–	–	–	–	3,181
Derivative liabilities (trading) ⁵	46,831	–	–	–	–	46,831
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(21,655)	(23,313)	(81,464)	(26,370)	–	(152,802)
Pay leg	21,433	23,696	80,951	24,976	–	151,056
– other balance sheet management						
Receive leg	(10,663)	(10,793)	(16,258)	(7,041)	–	(44,755)
Pay leg	10,691	10,994	16,337	7,270	–	45,292

¹ Includes at call instruments.

² Includes perpetual investments brought in at face value only.

³ Any callable wholesale debt instruments have been included at their next call date.

⁴ Includes instruments that may be settled in cash or in equity, at the option of the Company.

⁵ The full mark-to-market of derivative liabilities held for trading purposes has been included in the 'less than 3 months' category.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19: Financial Risk Management (continued)

	Less than 3 months ¹ \$m	3 to 12 months \$m	1 to 5 years \$m	After 5 years \$m	No maturity specified ² \$m	Total \$m
The Company at 30 September 2015						
Collateral received	6,886	–	–	–	–	6,886
Settlement balances owed by ANZ	9,901	–	–	–	–	9,901
Deposits and other borrowings						
Deposits from banks	34,981	3,506	23	–	–	38,510
Certificates of deposit	30,967	16,395	16,576	95	–	64,033
Term deposits	122,123	29,927	3,640	49	–	155,739
Other deposits interest bearing	186,387	311	644	–	–	187,342
Deposits not bearing interest	9,971	–	–	–	–	9,971
Commercial paper	10,419	8,063	–	–	–	18,482
Other borrowing	344	–	–	–	–	344
Liability for acceptances	649	–	–	–	–	649
Debt issuances ³	5,457	19,871	45,619	9,385	–	80,332
Subordinated debt ^{3,4}	42	210	7,604	8,946	429	17,231
Derivative liabilities (trading) ⁵	61,853	–	–	–	–	61,853
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(16,618)	(25,127)	(66,311)	(15,707)	–	(123,763)
Pay leg	14,935	22,118	58,353	14,527	–	109,933
– other balance sheet management						
Receive leg	(6,820)	(4,962)	(6,673)	(3,876)	–	(22,331)
Pay leg	6,885	5,204	7,611	5,163	–	24,863
The Company at 30 September 2014						
Collateral received	4,886	–	–	–	–	4,886
Settlement balances owed by ANZ	8,189	–	–	–	–	8,189
Deposits and other borrowings						
Deposits from banks	34,637	2,715	21	–	–	37,373
Certificates of deposit	28,801	9,331	14,972	100	–	53,204
Term deposits	120,289	32,237	3,781	71	–	156,378
Other deposits interest bearing	160,889	–	–	–	–	160,889
Deposits not bearing interest	8,688	–	–	–	–	8,688
Commercial paper	3,669	6,086	–	–	–	9,755
Other borrowing	128	–	–	–	–	128
Liability for acceptances	717	–	–	–	–	717
Debt issuances ³	2,903	9,671	43,935	12,447	–	68,956
Subordinated debt ^{3,4}	45	228	6,868	7,139	343	14,623
Derivative liabilities (trading) ⁵	45,598	–	–	–	–	45,598
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(14,664)	(15,732)	(65,771)	(25,616)	–	(121,783)
Pay leg	14,883	15,585	64,875	24,219	–	119,562
– other balance sheet management						
Receive leg	(9,182)	(8,001)	(10,517)	(6,274)	–	(33,974)
Pay leg	9,227	8,174	10,573	6,503	–	34,477

1 Includes at call instruments.

2 Includes perpetual investments brought in at face value only.

3 Any callable wholesale debt instruments have been included at their next call date.

4 Includes instruments that may be settled in cash or in equity, at the option of the Company.

5 The full mark-to-market of derivative liabilities held for trading purposes has been included in the 'less than 3 months' category.

Credit related contingencies

Undrawn facilities and issued guarantees comprise the nominal principal amounts of commitments, contingencies and other undrawn facilities and represents the maximum liquidity at risk position should all facilities extended be drawn.

The majority of undrawn facilities are subject to customers maintaining specific credit and other requirements or conditions. Many of these facilities are expected to be partially used, whereas others may never be required to be drawn upon. As such, the total of the nominal principal amounts is not necessarily representative of future liquidity risks or future cash requirements.

19: Financial Risk Management (continued)

The tables below analyse the Group's and Company's undrawn facilities and issued guarantees into relevant maturity groupings based on the earliest date on which ANZ may be required to pay.

	Consolidated			The Company		
	Less than 1 year \$m	More than 1 year \$m	Total \$m	Less than 1 year \$m	More than 1 year \$m	Total \$m
30 September 2015						
Undrawn facilities	230,794	–	230,794	180,847	–	180,847
Issued guarantees	40,335	–	40,335	34,693	–	34,693

	Consolidated			The Company		
	Less than 1 year \$m	More than 1 year \$m	Total \$m	Less than 1 year \$m	More than 1 year \$m	Total \$m
30 September 2014						
Undrawn facilities	193,984	–	193,984	153,985	–	153,985
Issued guarantees	40,075	–	40,075	34,916	–	34,916

Life insurance risk

Although not a significant contributor to the Group's balance sheet, the Group's insurance businesses give rise to unique risks which are managed separately from the Group's banking businesses. The nature of these risks and the manner in which they are managed is set out in note 38.

Operational risk management

Within ANZ, operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal risk, and the risk of reputational loss or damage arising from inadequate or failed internal processes, people and systems, but excludes strategic risk.

The ANZ Board has delegated its powers to the Risk Committee to approve the ANZ Operational Risk Framework which is in accordance with Australian Prudential Standard APS 115 Capital Adequacy: Advanced Measurement Approaches to Operational Risk. OREC is the primary senior executive management forum responsible for the oversight of operational risk and the compliance risk control environment. OREC supports the Risk Committee in relation to the carrying out of its role in connection with operational risk and compliance.

OREC monitors the state of operational risk and compliance management and will instigate any necessary corrective actions. Key responsibilities of OREC include:

- ▶ Ensuring the execution of ANZ's Operational Risk Measurement and Management Framework and Compliance Framework
- ▶ Ensuring the execution of Board approved Operational Risk and Compliance Policies
- ▶ Monitor and approve the treatment plans for Extreme rated risks
- ▶ Review material (actual, potential and near miss) operational risk and compliance events

Membership of OREC comprises senior executives and the committee is chaired by the Chief Risk Officer.

ANZ's Operational Risk Measurement and Management Framework (ORMMF) outlines the approach to managing operational risk. It specifically covers the minimum requirements that divisions/business units must undertake to identify, assess, measure, monitor, control and manage operational risk in accordance to the Board approved risk appetite. ANZ does not expect to eliminate all risks, but to ensure that the residual risk exposure is managed as low as reasonably practical based on a sound risk/reward analysis in the context of an international financial institution. ANZ's ORMMF is supported by specific policies and procedures with the effectiveness of the framework assessed through a series of governance and assurance reviews. This is supplemented by an independent review programme by Internal Audit.

Divisional Risk Committees and Business Unit Risk Forums manage and maintain oversight of operational and compliance risks supported by thresholds for escalation and monitoring which is used to inform and support senior management strategic business decision making. Day to day management of operational and compliance risk is the accountability of every employee. Business Units undertake operational risk activities as part of this accountability. Divisional risk personnel provide oversight of operational risk undertaken in the Business Units.

Enterprise Operational Risk is responsible for exercising governance over operational risk through the management of the operational risk frameworks, policy development, framework assurance, operational risk measurement and capital allocations and reporting of operational risk issues to executive committees.

Group Compliance has global oversight responsibility for the ANZ Compliance Framework, and each division has responsibility for embedding the framework into its business operations, identifying applicable regulatory compliance obligations, and escalating when breaches occur. The Compliance Framework fosters an integrated approach where staff are responsible and accountable for compliance, either within their job role, or within their area of influence.

The integration of the Operational Risk Measurement and Management and Compliance Frameworks, supported by common policies, procedures and tools allows for a simple and consistent way to identify, assess, measure and monitor risks across ANZ.

In line with industry practice, ANZ obtains insurance cover from third party and captive providers to cover those operational risks where cost-effective premiums can be obtained. In conducting their business, Business Units are advised to act as if uninsured and not to use insurance as a guaranteed mitigation for operational risk. Business disruption is a critical risk to a bank's ability to operate, so ANZ has comprehensive business continuity, recovery and crisis management plans. The intention of the business continuity and recovery plans is to ensure critical business functions can be maintained, or restored in a timely fashion, in the event of material disruptions arising from internal or external events.

Enterprise Operational Risk is responsible for maintaining ANZ's Advanced Measurement Approach (AMA) for operational risk. Operational risk capital is held to protect depositors and shareholders of the bank from rare and severe unexpected losses. ANZ maintains and calculates operational risk capital (including regulatory and economic capital), on at least a six monthly basis. The capital is calculated using scaled external loss data, internal loss data and scenarios as a direct input and risk registers as an indirect input.

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Fair value of financial assets and financial liabilities

A significant number of financial instruments are carried on the balance sheet at fair value. The following disclosures set out the classification of financial assets and financial liabilities and in respect of the fair value either recognised or disclosed, the various levels within which fair value measurements are categorised, and the valuation methodologies and techniques used. The fair value disclosure does not cover those instruments that are not considered financial instruments from an accounting perspective, such as intangible assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The determination of the fair value of financial instruments is fundamental to the financial reporting framework as all financial instruments are recognised initially at fair value and, with the exception of those financial instruments carried at amortised cost, are remeasured at fair value in subsequent periods.

On initial recognition, the best evidence of a financial instrument's fair value is the transaction price. However, in certain circumstances the initial fair value may be based on other observable current market transactions in the same instrument, without modification or repackaging, or on a valuation technique whose variables include only data from observable markets. For those financial instruments where the fair value at initial recognition would be based on unobservable inputs, the difference between the transaction price and the amount which would have been determined using a valuation technique (being the day one gain or loss) is not immediately recognised in the income statement.

Subsequent to initial recognition, the fair value of financial instruments measured at fair value is based on quoted market prices, where available. In cases where quoted market prices are not available, fair value is determined using market accepted valuation techniques that employ observable data. In limited cases where observable market data is not available, the input is estimated based on other observable market data, historical trends and other factors that may be relevant.

In the tables below, financial instruments have been allocated based on their accounting classification. The significant accounting policies in note 1 describe how the categories of financial assets and financial liabilities are measured and how income and expenses, including fair value gains and losses, are recognised.

(i) CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following tables set out the classification of financial asset and liability categories according to measurement bases together with their carrying amounts as reported on the balance sheet.

	At amortised cost	At fair value through profit or loss			Hedging	Available-for- sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
Consolidated 30 September 2015	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	53,903	–	–	–	–	–	53,903
Settlement balances owed to ANZ	18,596	–	–	–	–	–	18,596
Collateral paid	9,967	–	–	–	–	–	9,967
Trading securities	–	–	49,000	49,000	–	–	49,000
Derivative financial instruments ¹	–	–	81,925	81,925	3,700	–	85,625
Available-for-sale assets	–	–	–	–	–	43,667	43,667
Net loans and advances ^{2,3}	569,539	683	16	699	–	–	570,238
Regulatory deposits	1,773	–	–	–	–	–	1,773
Investments backing policy liabilities	–	34,820	–	34,820	–	–	34,820
Other financial assets	5,137	–	–	–	–	–	5,137
	658,915	35,503	130,941	166,444	3,700	43,667	872,726
Financial liabilities							
Settlement balances owed by ANZ	11,250	–	–	–	–	n/a	11,250
Collateral received	7,829	–	–	–	–	n/a	7,829
Deposits and other borrowings	566,218	4,576	–	4,576	–	n/a	570,794
Derivative financial instruments ¹	–	–	78,497	78,497	2,773	n/a	81,270
Policy liabilities ⁴	372	35,029	–	35,029	–	n/a	35,401
External unit holder liabilities (life insurance funds)	–	3,291	–	3,291	–	n/a	3,291
Payables and other liabilities	7,798	–	2,568	2,568	–	n/a	10,366
Debt issuances	90,582	3,165	–	3,165	–	n/a	93,747
Subordinated debt	17,009	–	–	–	–	n/a	17,009
	701,058	46,061	81,065	127,126	2,773	n/a	830,957

¹ Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

² Fair value hedging is applied to financial assets within net loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

³ Net loans and advances includes Easanda dealer finance assets classified as held for sale (refer note 14).

⁴ Includes life insurance contract liabilities of \$372 million (2014: \$516 million) measured in accordance with AASB 1038 and life investment contract liabilities of \$35,029 million (2014: \$34,038 million) which have been designated at fair value through profit or loss under AASB 139. None of the fair value is attributable to changes in the credit risk of the life investment contract liabilities.

20: Fair value of financial assets and financial liabilities (continued)

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
Consolidated 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	32,559	–	–	–	–	–	32,559
Settlement balances owed to ANZ	20,241	–	–	–	–	–	20,241
Collateral paid	5,459	–	–	–	–	–	5,459
Trading securities	–	–	49,692	49,692	–	–	49,692
Derivative financial instruments ¹	–	–	53,730	53,730	2,639	–	56,369
Available-for-sale assets	–	–	–	–	–	30,917	30,917
Net loans and advances ²	521,384	368	–	368	–	–	521,752
Regulatory deposits	1,565	–	–	–	–	–	1,565
Investments backing policy liabilities	–	33,579	–	33,579	–	–	33,579
Other assets	3,473	–	–	–	–	–	3,473
	584,681	33,947	103,422	137,369	2,639	30,917	755,606
Financial liabilities							
Settlement balances owed by ANZ	10,114	–	–	–	–	n/a	10,114
Collateral received	5,599	–	–	–	–	n/a	5,599
Deposits and other borrowings	504,585	5,494	–	5,494	–	n/a	510,079
Derivative financial instruments ¹	–	–	51,475	51,475	1,450	n/a	52,925
Policy liabilities ³	516	34,038	–	34,038	–	n/a	34,554
External unit holder liabilities (life insurance funds)	–	3,181	–	3,181	–	n/a	3,181
Payables and other liabilities	7,075	–	3,870	3,870	–	n/a	10,945
Debt issuances	76,655	3,441	–	3,441	–	n/a	80,096
Subordinated debt	13,607	–	–	–	–	n/a	13,607
	618,151	46,154	55,345	101,499	1,450	n/a	721,100

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within net loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

3 Includes life insurance contract liabilities of \$372 million (2014: \$516 million) measured in accordance with AASB 1038 and life investment contract liabilities of \$35,029 million (2014: \$34,038 million) which have been designated at fair value through profit or loss under AASB 139. None of the fair value is attributable to changes in the credit risk of the life investment contract liabilities.

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
The Company 30 September 2015	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	51,217	–	–	–	–	–	51,217
Settlement balances owed to ANZ	16,601	–	–	–	–	–	16,601
Collateral paid	8,234	–	–	–	–	–	8,234
Trading securities	–	–	37,373	37,373	–	–	37,373
Derivative financial instruments ¹	–	–	72,542	72,542	3,152	–	75,694
Available-for-sale assets	–	–	–	–	–	37,612	37,612
Net loans and advances ^{2,3}	448,288	144	16	160	–	–	448,448
Regulatory deposits	557	–	–	–	–	–	557
Due from controlled entities	109,920	–	–	–	–	–	109,920
Other financial assets	2,489	–	–	–	–	–	2,489
	637,306	144	109,931	110,075	3,152	37,612	788,145
Financial liabilities							
Settlement balances owed by ANZ	9,901	–	–	–	–	n/a	9,901
Collateral received	6,886	–	–	–	–	n/a	6,886
Deposits and other borrowings	471,966	65	–	65	–	n/a	472,031
Derivative financial instruments ¹	–	–	69,648	69,648	2,196	n/a	71,844
Due to controlled entities	105,079	–	–	–	–	n/a	105,079
Payables and other liabilities	4,316	–	1,978	1,978	–	n/a	6,294
Debt issuances	72,414	3,165	–	3,165	–	n/a	75,579
Subordinated debt	15,812	–	–	–	–	n/a	15,812
	686,374	3,230	71,626	74,856	2,196	n/a	763,426

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within net loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

3 Net loans and advances includes Esanda dealer finance assets classified as held for sale (refer note 14).

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Fair value of financial assets and financial liabilities (continued)

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
	\$m	Designated on initial recognition \$m	Held for trading \$m	Sub-total \$m	\$m	\$m	\$m
The Company 30 September 2014							
Financial assets							
Cash	30,655	–	–	–	–	–	30,655
Settlement balances owed to ANZ	18,150	–	–	–	–	–	18,150
Collateral paid	4,873	–	–	–	–	–	4,873
Trading securities	–	–	38,049	38,049	–	–	38,049
Derivative financial instruments ¹	–	–	50,549	50,549	2,333	–	52,882
Available-for-sale assets	–	–	–	–	–	26,151	26,151
Net loans and advances ²	414,989	77	–	77	–	–	415,066
Regulatory deposits	434	–	–	–	–	–	434
Due from controlled entities	99,194	–	–	–	–	–	99,194
Other financial assets	1,758	–	–	–	–	–	1,758
	570,053	77	88,598	88,675	2,333	26,151	687,212
Financial liabilities							
Settlement balances owed by ANZ	8,189	–	–	–	–	n/a	8,189
Collateral received	4,886	–	–	–	–	n/a	4,886
Deposits and other borrowings	423,076	96	–	96	–	n/a	423,172
Derivative financial instruments ¹	–	–	49,201	49,201	1,273	n/a	50,474
Due to controlled entities	93,796	–	–	–	–	n/a	93,796
Payables and other liabilities	4,111	–	3,556	3,556	–	n/a	7,667
Debt issuances	61,531	2,630	–	2,630	–	n/a	64,161
Subordinated debt	12,870	–	–	–	–	n/a	12,870
	608,459	2,726	52,757	55,483	1,273	n/a	665,215

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within net loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

(ii) MEASUREMENT OF FAIR VALUE

(a) Valuation methodologies

ANZ has an established control framework that ensures fair value is either determined or validated by a function independent of the party that undertakes the transaction. The control framework ensures that all models are calibrated periodically to test that outputs reflect prices from observable current market transactions in the same instrument or other available observable market data.

Where quoted market prices are used, prices are independently verified from other sources. For fair values determined using a valuation model, the control framework may include, as applicable, independent development or validation of valuation models, any inputs to those models, any adjustments required outside of the valuation model and, where possible, independent validation of model outputs. In this way, continued appropriateness of the valuations is ensured.

In instances where the Group holds offsetting risk positions, the Group uses the portfolio exemption in AASB 13 to measure the fair value of such groups of financial assets and financial liabilities on the basis of the price that would be received to sell a net long position (that is, an asset) for a particular risk exposure or to transfer a net short position (that is, a liability) for a particular risk exposure.

The Group categorises its fair value measurements on the basis of inputs used in measuring fair value using the fair value hierarchy below:

- ▶ Level 1 – Financial instruments that have been valued by reference to unadjusted quoted prices in active markets for identical financial instruments. This category includes financial instruments valued using quoted yields where available for specific debt securities.
- ▶ Level 2 – Financial instruments that have been valued through valuation techniques incorporating inputs other than quoted prices within Level 1 that are observable for a similar financial asset or liability, either directly or indirectly.
- ▶ Level 3 – Financial instruments that have been valued using valuation techniques which incorporate significant inputs that are not based on observable market data (unobservable inputs).

20: Fair value of financial assets and financial liabilities (continued)

(b) Valuation techniques and inputs used

In the event that there is no quoted market price for the instrument, fair value is based on valuation techniques. The valuation models incorporate the impact of bid/ask spreads, counterparty credit spreads, funding costs and other factors that would influence the fair value determined by market participants.

The majority of valuation techniques employ only observable market data. However, for certain financial instruments the valuation technique may employ some data (valuation inputs or components) which is not readily observable in the current market. In these cases valuation inputs (or components of the overall value) are derived and extrapolated from other relevant market data and tested against historic transactions and observed market trends. To the extent that valuation is based on models or inputs that are not observable in the market, the determination of fair value can be more subjective, dependent on the significance of the unobservable input to the overall valuation.

The following valuation techniques have been applied to determine the fair values of financial instruments where there is no quoted price for the instrument:

- ▶ For instruments classified as Trading security assets and Securities short sold, Derivative financial assets and liabilities, Available-for-sale financial assets, and Investments backing policy liabilities, fair value measurements are derived by using modelled valuations techniques (including discounted cash flow models) that incorporate market prices/yields for securities with similar credit risk, maturity and yield characteristics; and/or current market yields for similar instruments.
- ▶ For Net loans and advances, Deposits and other borrowings and Debt issuances, discounted cash flow techniques are used where contractual future cash flows of the instrument are discounted using discount rates incorporating wholesale market rates or market borrowing rates of debt with similar maturities or a yield curve appropriate for the remaining term to maturity.
- ▶ The fair value of external unit holder liabilities (life insurance funds) represents the external unit holder's share of the net assets of the consolidated investment funds, which are carried at fair value. The fair value of policy liabilities being liabilities of the insurance business is directly linked to the performance and value of the assets backing the liabilities. These liabilities are carried at fair value using observable inputs.

Further details of valuation techniques and significant unobservable inputs used in measuring fair values are described in (iii)(a) below.

There have been no substantial changes in the valuation techniques applied to different classes of financial instruments during the year.

(iii) FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE IN THE BALANCE SHEET

The table below provides an analysis of financial instruments carried at fair value at reporting date categorised according to the lowest level input into a valuation model or a valuation component that is significant to the reported fair value. The significance of the input is assessed against the reported fair value of the financial instrument and considers various factors specific to the financial instrument. The fair value has been allocated in full to the category in the fair value hierarchy which most appropriately reflects the determination of the fair value.

	Fair value measurements							
	Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Consolidated								
Financial assets								
Trading securities ¹	45,227	45,857	3,769	3,835	4	–	49,000	49,692
Derivative financial instruments	388	472	85,155	55,791	82	106	85,625	56,369
Available-for-sale assets ¹	37,086	25,147	6,347	5,730	234	40	43,667	30,917
Net loans and advances (designated at fair value)	–	–	683	368	16	–	699	368
Investments backing policy liabilities ¹	17,983	18,850	16,298	14,184	539	545	34,820	33,579
	100,684	90,326	112,252	79,908	875	691	213,811	170,925
Financial liabilities								
Deposits and other borrowings (designated at fair value)	–	–	4,576	5,494	–	–	4,576	5,494
Derivative financial instruments	782	376	80,387	52,444	101	105	81,270	52,925
Policy liabilities ²	–	–	35,029	34,038	–	–	35,029	34,038
External unit holder liabilities (life insurance funds)	–	–	3,291	3,181	–	–	3,291	3,181
Payables and other liabilities ³	2,443	3,851	125	19	–	–	2,568	3,870
Debt issuances (designated at fair value)	–	–	3,165	3,441	–	–	3,165	3,441
Total	3,225	4,227	126,573	98,617	101	105	129,899	102,949

1 During the period there were transfers from Level 1 to Level 2 of \$190 million (2014: \$357 million) for the Group following a reassessment of available pricing information causing the classification to be assessed as level 2. During the period there were also transfers from Level 2 to Level 1 of \$114 million (2014: \$33 million) for the Group following increased trading activity to support the quoted prices. Transfers into and out of Level 1 and Level 2 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

2 Policy liabilities relate to life investment contract liabilities only as these are designated at fair value through profit or loss.

3 Represents securities short sold.

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Fair value of financial assets and financial liabilities (continued)

The Company	Fair value measurements							
	Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)		Total	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Financial assets								
Trading securities	33,912	34,356	3,456	3,693	4	–	37,372	38,049
Derivative financial instruments	378	470	75,242	52,316	73	96	75,693	52,882
Available-for-sale assets ¹	33,452	22,265	4,110	3,864	50	22	37,612	26,151
Net loans and advances (measured at fair value)	–	–	144	77	16	–	160	77
	67,742	57,091	82,952	59,950	143	118	150,837	117,159
Financial liabilities								
Deposits and other borrowings (designated at fair value)	–	–	65	96	–	–	65	96
Derivative financial instruments	766	373	70,991	49,998	91	103	71,848	50,474
Payables and other liabilities ²	1,854	3,537	125	19	–	–	1,979	3,556
Debt issuances (designated at fair value)	–	–	3,165	2,630	–	–	3,165	2,630
Total	2,620	3,910	74,346	52,743	91	103	77,057	56,756

1 During the period there were transfers from Level 1 to Level 2 of \$136 million (2014: \$357 million) for the Company following a reassessment of available pricing information causing the classification to be assessed as level 2. During the period there were also transfers from Level 2 to Level 1 of \$104 million (2014: \$33 million) for the Group following increased trading activity to support the quoted prices. Transfers into and out of Level 1 and Level 2 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

2 Represents securities short sold.

(iv) DETAILS OF FAIR VALUE MEASUREMENTS THAT INCORPORATE UNOBSERVABLE MARKET DATA

(a) Composition of Level 3 fair value measurements

The following table presents the composition of financial instruments measured at fair value with significant unobservable inputs (Level 3 fair value measurements).

Consolidated	Financial assets										Financial liabilities	
	Trading securities		Derivatives		Available-for-sale		Net loans and advances		Investments backing policy liabilities		Derivatives	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Asset backed securities	–	–	–	–	2	1	–	–	188	–	–	–
Illiquid corporate bonds	4	–	–	–	198	12	16	–	–	–	–	–
Structured credit products	–	–	52	58	–	–	–	–	–	–	(67)	(80)
Managed funds (suspended)	–	–	–	–	–	–	–	–	–	12	–	–
Alternative assets	–	–	–	–	34	27	–	–	351	533	–	–
Other derivatives	–	–	30	48	–	–	–	–	–	–	(34)	(25)
Total	4	–	82	106	234	40	16	–	539	545	(101)	(105)

The Company	Financial assets										Financial liabilities	
	Trading securities		Derivatives		Available-for-sale		Net loans and advances		Investments backing policy liabilities		Derivatives	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Asset backed securities	–	–	–	–	–	–	–	–	n/a	n/a	–	–
Illiquid corporate bonds	4	–	–	–	20	–	16	–	n/a	n/a	–	–
Structured credit products	–	–	52	58	–	–	–	–	n/a	n/a	(67)	(80)
Managed funds (suspended)	–	–	–	–	–	–	–	–	n/a	n/a	–	–
Alternative assets	–	–	–	–	30	22	–	–	n/a	n/a	–	–
Other derivatives	–	–	21	38	–	–	–	–	n/a	n/a	(24)	(23)
Total	4	–	73	96	50	22	16	–	n/a	n/a	(91)	(103)

Structured credit products comprise the structured credit intermediation trades that the Group entered into from 2004 to 2007 whereby it sold protection using credit default swaps over certain structures, and mitigated risk by purchasing protection via credit default swaps from US financial guarantors over the same structures. These trades are valued using complex models with certain inputs relating to the reference assets and derivative counterparties not being observable in the market. Such unobservable inputs include credit spreads and default probabilities contributing from 13% to 57% of the valuation. The assets underlying the structured credit products are diverse instruments with a wide range of credit spreads and default probabilities relevant to the valuation.

20: Fair value of financial assets and financial liabilities (continued)

The remaining Level 3 balances include Asset backed securities and Illiquid corporate bonds where the effect on fair value of issuer credit cannot be directly or indirectly observed in the market; managed funds (suspended) comprising of fixed income and mortgage investments in managed funds that are illiquid and are not currently redeemable; Alternative assets that largely comprise investments in funds which are illiquid and are not currently redeemable, as well as various investments in unlisted equity securities for which no active market exists; and Other derivatives which predominantly include reverse mortgage swaps where the mortality rate cannot be observed and options over emissions certificates where the volatility input cannot be observed.

(b) Movements in Level 3 fair value measurements

The following table sets out movements in Level 3 fair value measurements. Derivatives are categorised on a portfolio basis and classified as either financial assets or financial liabilities based on whether the closing balance is an unrealised gain or loss. This could be different to the opening balance.

	Financial assets						Financial liabilities					
	Trading securities		Derivatives		Available-for-sale		Net loans and advances		Investments backing policy liabilities		Derivatives	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Consolidated												
Opening balance	–	–	106	200	40	36	–	–	545	105	(105)	(437)
New purchases	–	–	–	–	8	4	21	–	161	447	–	–
Disposals (sales)	–	–	(8)	(9)	(20)	(12)	–	–	(266)	(34)	–	–
Cash settlements	–	–	–	–	–	–	–	–	–	–	7	19
– Transfers into Level 3 category ¹	10	–	2	14	198	8	–	–	161	–	(2)	(13)
– Transfers out of Level 3 category ¹	–	–	(17)	(32)	–	–	–	–	(148)	(2)	9	254
Fair value gain/(loss) recorded in other operating income in the income statement ²	(6)	–	(1)	(67)	5	–	(5)	–	86	29	(10)	72
Fair value gain/(loss) recognised in reserves in equity	–	–	–	–	3	4	–	–	–	–	–	–
Closing balance	4	–	82	106	234	40	16	–	539	545	(101)	(105)

	Financial assets						Financial liabilities					
	Trading securities		Derivatives		Available-for-sale		Net loans and advances		Investments backing policy liabilities		Derivatives	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
The Company												
Opening balance	–	–	96	200	22	29	–	–	n/a	n/a	(103)	(437)
New purchases	–	–	–	–	8	4	21	–	n/a	n/a	–	–
Disposals (sales)	–	–	(8)	(9)	(14)	(11)	–	–	n/a	n/a	–	–
Cash settlements	–	–	–	–	–	–	–	–	n/a	n/a	7	19
– Transfers into Level 3 category	10	–	–	6	30	–	–	–	n/a	n/a	–	(9)
– Transfers out of Level 3 category	–	–	(14)	(31)	–	–	–	–	n/a	n/a	8	254
Fair value gain/(loss) recorded in other operating income in the income statement ²	(6)	–	1	(70)	4	1	(5)	–	n/a	n/a	(3)	70
Fair value gain/(loss) recognised in reserves in equity	–	–	–	–	–	(1)	–	–	n/a	n/a	–	–
Closing balance	4	–	75	96	50	22	16	–	n/a	n/a	(91)	(103)

1 Transfers into Level 3 for the Group relate principally to illiquid corporate bonds and asset backed securities where market activity has reduced resulting in pricing to no longer be observable. Transfers out of Level 3 for the Group relate principally to managed funds (suspended) where the commencement of previously unavailable regular redemption windows has provided observable pricing. Transfers into and out of Level 3 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

2 Relating to assets and liabilities held at the end of the period.

(c) Sensitivity to Level 3 data inputs

Where valuation techniques are employed and assumptions are required due to significant data inputs not being directly observable in the market place (Level 3 inputs), changing these assumptions changes the resultant estimate of fair value. The majority of transactions in this category are 'back-to-back' in nature where ANZ either acts as a financial intermediary or hedges the market risks. Similarly, the valuation of Investments backing policy liabilities directly impacts the associated life investment contracts they relate to. In these circumstances, changes in the assumptions generally have minimal impact on the income statement and net assets of ANZ. An exception to this is the 'back-to-back' structured credit intermediation trades which create significant exposure to credit risk.

Principal inputs used in the determination of fair value of financial instruments included in the structured credit portfolio include counterparty credit spreads, market-quoted CDS prices, recovery rates, default probabilities, correlation curves and other inputs, some of which may not be directly observable in the market. The potential effect of changing prevailing unobservable inputs to reasonably possible alternative assumptions for valuing those financial instruments could result in less than a (+/-) \$5 million (2014: (+/-) \$10 million) impact on profit. The ranges of reasonably possible alternative assumptions are established by application of professional judgement and analysis of the data available to support each assumption.

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Fair value of financial assets and financial liabilities (continued)

(d) Deferred fair value gains and losses

Where the fair value of a financial instrument at initial recognition is determined using unobservable data that is significant to the valuation of the instrument, the difference between the transaction price and the amount determined based on the valuation technique (day one gain or loss) is not immediately recognised in the income statement. Subsequently, the day one gain or loss is recognised in the income statement over the life of the transaction on a straight line basis or over the period until all inputs become observable.

The table below summarises the aggregate amount of day one gains not yet recognised in the income statement and amounts which have been subsequently recognised.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Opening balance	3	4	2	2
Deferral on new transactions	–	1	–	1
Amounts recognised in income statement during the period	(1)	(2)	(1)	(1)
Closing balance	2	3	1	2

The closing balance of unrecognised gains is predominantly related to derivative financial instruments.

(v) ADDITIONAL INFORMATION FOR FINANCIAL INSTRUMENTS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

(a) Financial assets designated at fair value through profit or loss

The category loans and advances includes certain loans designated at fair value through profit or loss in order to eliminate an accounting mismatch which would arise if the asset were otherwise carried at amortised cost. This mismatch arises as the derivative financial instruments which were acquired to mitigate interest rate risk of the loans and advances, are measured at fair value through profit or loss. By designating the economically hedged loans, the movements in the fair value attributable to changes in interest rate risk will be recognised in the income statement in the same periods.

At balance date, the credit exposure of the Group on these assets was \$683 million (2014: \$368 million) and for the Company was \$144 million (2014: \$77 million). For the Group \$509 million (2014: \$195 million) and the Company \$144 million (2014: \$77 million) was mitigated by collateral held.

For the Group, the cumulative change in fair value attributable to change in credit risk was a reduction to the assets of \$1 million (2014: reduction to the assets of \$2 million). For the Company the cumulative change to the assets was \$nil (2014: \$nil). The amount recognised in the income statement attributable to changes in credit risk for the Group was \$1 million (2014: \$nil) and for the Company \$nil (2014: \$nil).

The change in fair value of the designated financial assets attributable to changes in credit risk has been calculated by determining the change in credit rating and credit spread implicit in the loans and advances issued by entities with similar credit characteristics.

(b) Financial liabilities designated at fair value through profit or loss

Parts of Subordinated debt, Debt issuances and Deposits and other borrowings have been designated as financial liabilities at fair value through profit or loss in order to eliminate an accounting mismatch which would arise if the liabilities were otherwise carried at amortised cost. This mismatch arises as the derivatives acquired to mitigate interest rate risk within the financial liabilities are measured at fair value through profit or loss. Policy liabilities are designated at fair value through profit or loss in accordance with AASB 1038. External unitholder liabilities which are not included in the table below, represent the external unitholder share of the 'Investments backing policy liabilities' which are designated at fair value through profit or loss.

The table below compares the carrying amount of financial liabilities carried at full fair value, to the contractual amount payable at maturity and fair value gains and losses recognised during the period on liabilities carried at full fair value that are attributable to changes in ANZ's own credit rating.

Consolidated	Policy liabilities		Deposits and other borrowings		Debt issuances		Subordinated debt	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Carrying amount	35,029	34,038	4,576	5,494	3,165	3,441	–	–
Amount by which the consideration payable at maturity is greater/(less) than the carrying value	–	–	6	4	(15)	(62)	–	–
Cumulative change in liability value attributable to own credit risk:								
– opening cumulative increase/(decrease)	–	–	–	–	34	(13)	–	12
– increase/(decrease) recognised during the year	–	–	–	–	(52)	47	–	(12)
– closing cumulative increase/(decrease)	–	–	–	–	(18)	34	–	–

20: Fair value of financial assets and financial liabilities (continued)

	Deposits and other borrowings		Debt issuances		Subordinated debt	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
The Company						
Carrying amount	65	96	3,165	2,630	–	–
Amount by which the consideration payable at maturity is greater/(less) than the carrying value	6	4	(15)	(66)	–	–
Cumulative change in liability value attributable to own credit risk:						
– opening cumulative increase/(decrease)	–	–	34	(13)	–	12
– increase/(decrease) recognised during the year	–	–	(52)	47	–	(12)
– closing cumulative increase/(decrease)	–	–	(18)	34	–	–

For each of Subordinated debt, Debt issuances and Deposits and other borrowings, the change in fair value attributable to changes in credit risk has been determined as the amount of change in fair value that is not attributable to changes in market conditions that give rise to market risks (benchmark interest rate and foreign exchange rates). This approach is deemed appropriate as the changes in fair value arising from factors other than changes in own credit risk or changes in observed (benchmark) interest rates and foreign exchange rates are considered to be insignificant.

(vi) FINANCIAL ASSETS AND FINANCIAL LIABILITIES NOT MEASURED AT FAIR VALUE

The table below reflects the carrying amounts of financial instruments not measured at fair value on the Group's balance sheet and where the carrying amount is not considered a close approximation of fair value. The table also provides a comparison of the carrying amount of these financial instruments to the Group's estimate of their fair value. The categorisation of the fair value into the levels within the fair value hierarchy is determined in accordance with the methodology set out on page 126 (section ii).

	Carrying amount		Categorised into fair value hierarchy						Fair value (total)	
			Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)			
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Consolidated										
Financial assets										
Net loans and advances ¹	569,539	521,384	–	–	545,538	498,545	25,402	23,339	570,940	521,884
	569,539	521,384	–	–	545,538	498,545	25,402	23,339	570,940	521,884
Financial liabilities										
Deposits and other borrowings	566,218	504,585	–	–	566,636	504,760	–	–	566,636	504,760
Debt issuances	90,582	76,655	37,880	29,893	52,826	47,821	–	–	90,706	77,714
Subordinated debt	17,009	13,607	13,842	10,805	3,241	2,959	–	–	17,083	13,764
Total	673,809	594,847	51,722	40,698	622,703	555,540	–	–	674,425	596,238

1 Included within Net loans and advances (Level 2) is \$8,065m of lending assets of the Esanda dealer finance business classified as held for sale (refer note 14).

	Carrying amount		Categorised into fair value hierarchy						Fair value (total)	
			Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)			
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
The Company										
Financial assets										
Net loans and advances ¹	448,288	414,989	–	–	428,949	396,264	20,276	19,127	449,225	415,391
	448,288	414,989	–	–	428,949	396,264	20,276	19,127	449,225	415,391
Financial liabilities										
Deposits and other borrowings	471,966	423,076	–	–	472,235	423,222	–	–	472,235	423,222
Debt issuances	72,414	61,531	24,428	18,861	48,008	43,558	–	–	72,436	62,419
Subordinated debt	15,812	12,870	11,357	10,072	3,249	2,964	–	–	14,606	13,036
Total	560,192	497,477	35,785	28,933	523,492	469,744	–	–	559,277	498,677

1 Included within Net loans and advances (Level 2) is \$8,065m of lending assets of the Esanda dealer finance business classified as held for sale (refer note 14).

The following sets out the Group's basis of establishing fair value of financial instruments not measured at fair value on the balance sheet. The valuation techniques employed are consistent with those used to calculate fair values of financial instruments carried at fair value. Certain Net loans and advances, Deposits and other borrowings and Debt issuances have been designated at fair value and are therefore excluded from the tables above.

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Fair value of financial assets and financial liabilities (continued)

Net loans and advances

The fair value has been determined through discounting future cash flows.

For Net loans and advances to banks, the fair value is derived by discounting cash flows using prevailing market rates for lending with similar credit quality.

For Net loans and advances to customers, the fair value is the present value of future cash flows, discounted using a curve which incorporates changes in wholesale market rates, the Group's cost of wholesale funding and the customer margin, as appropriate.

Deposits and other borrowings

For interest bearing fixed maturity deposits and other borrowings and acceptances with quoted market prices, market borrowing rates of interest for debt with a similar maturity are used to discount contractual cash flows to derive the fair value. The fair value of a deposit liability without a specified maturity or at call is deemed to be the amount payable on demand at the reporting date. The fair value is not adjusted for any value expected to be derived from retaining the deposit for a future period of time.

Debt issuances and Subordinated debt

The aggregate fair value of Debt issuances and Subordinated debt is calculated based on quoted market prices or observable inputs where applicable. For those debt issuances where quoted market prices were not available, a discounted cash flow model using a yield curve appropriate for the remaining term to maturity of the debt instrument used. The fair value includes the effects of the appropriate credit spreads applicable to ANZ for that instrument.

21: Maturity Analysis of Assets and Liabilities

The following is an analysis of asset and liability line items in the balance sheet that combine amounts expected to be realised or due to be settled within one year and after more than one year.¹

	2015			2014		
	Within one year \$m	After more than one year \$m	Total \$m	Within one year \$m	After more than one year \$m	Total \$m
Consolidated						
Available-for-sale assets	10,353	33,314	43,667	8,819	22,098	30,917
Net loans and advances ²	128,771	441,467	570,238	124,985	396,767	521,752
Investments backing policy liabilities	27,966	6,854	34,820	28,361	5,218	33,579
Deposits and other borrowings	546,626	24,168	570,794	488,862	21,217	510,079
Policy liabilities ³	35,340	61	35,401	34,554	–	34,554
Debt issuances	29,327	62,420	93,747	15,720	64,376	80,096
Subordinated debt ⁴	–	17,009	17,009	–	13,607	13,607

¹ Excludes asset and liability line items where the entire amount is considered as "within one year", "after more than one year" or having no specific maturities.

² Includes Esanda dealer finance assets classified as held for sale (refer note 14).

³ Includes \$372 million (2014: \$516 million) that relates to life insurance contract liabilities classified as "within one year".

⁴ Includes \$1,188 million (2014: \$1,087 million) that relates to perpetual notes.

22: Assets Charged as Security for Liabilities and Collateral Accepted as Security for Assets

ASSETS CHARGED AS SECURITY FOR LIABILITIES¹

The following assets are pledged as collateral:

- ▶ Mandatory reserve deposits with local central banks in accordance with statutory requirements. These deposits are not available to finance the Group's day to day operations.
- ▶ Securities provided as collateral for repurchase transactions. These transactions are governed by standard industry agreements.
- ▶ Debenture undertakings covering the assets of Esanda Finance Corporation Limited (Esanda), and its subsidiaries, and UDC Finance Limited (UDC). The debenture stock of Esanda, and its subsidiaries, and UDC is secured by a trust deed and collateral debentures, giving floating charges over the undertakings and all the tangible assets of the entity, other than land and buildings (of Esanda only). All controlled entities of Esanda and UDC have guaranteed the payment of principal, interest and other monies in relation to all debenture stock and unsecured notes issued by Esanda and UDC respectively. The only loans pledged as collateral are those in Esanda, and its subsidiaries, and UDC.
- ▶ Specified residential mortgages provided as security for notes and bonds issued to investors as part of ANZ's covered bond programs.
- ▶ Collateral provided to central banks.
- ▶ Collateral provided to clearing houses.

The carrying amounts of assets pledged as security are as follows:

	Consolidated				The Company			
	Carrying Amount		Related Liability		Carrying Amount		Related Liability	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Regulatory deposits	1,773	1,565	n/a	n/a	557	434	n/a	n/a
Securities sold under arrangements to repurchase	13,975	8,736	13,731	8,641	13,476	8,568	13,255	8,473
Assets pledged as collateral under debenture undertakings	2,218	2,141	1,578	1,400	–	–	–	–
Covered bonds ¹	30,368	27,241	27,013	20,561	23,508	20,738	23,508	20,738
Other	225	219	222	208	179	170	178	170

¹ The consolidated related liability represents covered bonds issued to external investors and the related liability for the Company represents the liability to the covered bond structured entities.

COLLATERAL ACCEPTED AS SECURITY FOR ASSETS¹

ANZ has received collateral in relation to reverse repurchase agreements. These transactions are governed by standard industry agreements.

The fair value of collateral received and sold or repledged is as follows:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Collateral received on standard reverse repurchase agreements				
Fair value of assets which can be sold	17,506	14,354	16,738	13,878
Fair value of assets sold or repledged	2,475	4,201	1,933	4,090

¹ Excludes the amounts disclosed as collateral paid and received in the balance sheet that relate to derivative liabilities and derivative assets respectively. The terms and conditions of the collateral agreements are included in the standard Credit Support Annex that forms part of the International Swaps and Derivatives Association Master Agreement.

NOTES TO THE FINANCIAL STATEMENTS (continued)

23: Offsetting

The following tables identify financial assets and liabilities which have been offset in the balance sheet (in accordance with AASB 132 – Financial Instruments: Presentation (AASB 132)) and those which have not been offset in the balance sheet but are subject to enforceable master netting agreements (or similar arrangements) with our trading counterparties. The effect of over collateralisation has not been taken into account. A description of the rights of set-off associated with financial assets and financial liabilities subject to master netting agreements or similar, including the nature of those rights, are described in note 19.

	Amount subject to master netting agreement or similar					
				Related amounts not offset in the statement of financial position		
	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Financial instruments	Financial collateral (received)/pledged	Net amount
Consolidated 30 September 2015	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	85,625	(6,846)	78,779	(62,782)	(7,165)	8,832
Reverse repurchase, securities borrowing and similar agreements ²	17,308	(7,470)	9,838	(265)	(9,573)	–
Total financial assets	102,933	(14,316)	88,617	(63,047)	(16,738)	8,832
Derivative liabilities	(81,270)	5,566	(75,704)	62,782	8,517	(4,405)
Repurchase, securities lending and similar agreements ³	(13,731)	12,674	(1,057)	265	792	–
Total financial liabilities	(95,001)	18,240	(76,761)	63,047	9,309	(4,405)

	Amount subject to master netting agreement or similar					
				Related amounts not offset in the statement of financial position		
	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Financial instruments	Financial collateral (received)/pledged	Net amount
Consolidated 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	56,369	(5,236)	51,133	(41,871)	(5,048)	4,214
Reverse repurchase, securities borrowing and similar agreements ²	13,384	(5,928)	7,456	(20)	(7,436)	–
Total financial assets	69,753	(11,164)	58,589	(41,891)	(12,484)	4,214
Derivative liabilities	(52,925)	4,148	(48,777)	41,871	4,586	(2,320)
Repurchase, securities lending and similar agreements ³	(8,641)	8,588	(53)	20	33	–
Total financial liabilities	(61,566)	12,736	(48,830)	41,891	4,619	(2,320)

1 The Group/Company does not have any arrangements that satisfy the conditions of AASB 132 to offset within the balance sheet.

2 Reverse repurchase agreements are presented in the balance sheet within cash if duration is less than 90 days. If maturity is greater than 90 days they are presented in net loans and advances.

3 Repurchase agreements are presented in the balance sheet within deposits and other borrowings.

23: Offsetting (continued)

	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Amount subject to master netting agreement or similar		
				Related amounts not offset in the statement of financial position		
				Financial instruments	Financial collateral (received)/ pledged	Net amount
The Company 30 September 2015	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	75,694	(5,140)	70,554	(55,881)	(6,435)	8,238
Reverse repurchase, securities borrowing and similar agreements ²	16,604	(6,766)	9,838	(265)	(9,573)	–
Total financial assets	92,298	(11,906)	80,392	(56,146)	(16,008)	8,238
Derivative liabilities	(71,844)	4,247	(67,597)	55,881	7,681	(4,035)
Repurchase, securities lending and similar agreements ³	(13,255)	12,198	(1,057)	265	792	–
Total financial liabilities	(85,099)	16,445	(68,654)	56,146	8,473	(4,035)

	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Amount subject to master netting agreement or similar		
				Related amounts not offset in the statement of financial position		
				Financial instruments	Financial collateral (received)/ pledged	Net amount
The Company 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	52,882	(4,230)	48,652	(40,541)	(4,458)	3,653
Reverse repurchase, securities borrowing and similar agreements ²	12,907	(5,451)	7,456	(20)	(7,436)	–
Total financial assets	65,789	(9,681)	56,108	(40,561)	(11,894)	3,653
Derivative liabilities	(50,474)	3,615	(46,859)	40,541	4,247	(2,071)
Repurchase, securities lending and similar agreements ³	(8,473)	8,420	(53)	20	33	–
Total financial liabilities	(58,947)	12,035	(46,912)	40,561	4,280	(2,071)

1 The Group/Company does not have any arrangements that satisfy the conditions of AASB 132 to offset within the balance sheet.

2 Reverse repurchase agreements are presented in the balance sheet within cash if duration is less than 90 days. If maturity is greater than 90 days they are presented in net loans and advances.

3 Repurchase agreements are presented in the balance sheet within deposits and other borrowings.

NOTES TO THE FINANCIAL STATEMENTS (continued)

24: Credit Related Commitments, Guarantees and Contingent Liabilities

Credit related commitments – facilities provided

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Contract amount of: Undrawn facilities	230,794	193,984	180,847	153,985
Australia	101,898	97,781	99,880	97,773
New Zealand	22,960	20,870	20	29
Overseas markets	105,936	75,333	80,947	56,183
Total	230,794	193,984	180,847	153,985

Guarantees and contingent liabilities

These guarantees and contingent liabilities relate to transactions that the Group has entered into as principal, including guarantees, standby letters of credit and documentary letters of credit.

Documentary letters of credit involve the issue of letters of credit guaranteeing payment in favour of an exporter secured against an underlying shipment of goods or backed by a confirmatory letter of credit from another bank.

Performance related contingencies are liabilities that oblige the Group to make payments to a third party should the customer fail to fulfil the non-monetary terms of the contract.

To reflect the risk associated with these transactions, they are subjected to the same credit origination, portfolio management and collateral requirements as customers that apply for loans. The contract amount represents the maximum potential amount that could be lost if the counterparty fails to meet its financial obligations. As the facilities may expire without being drawn upon, the notional amounts do not necessarily reflect future cash requirements.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Contract amount of:				
Guarantees and letters of credit	18,809	17,235	16,101	14,142
Performance related contingencies	21,526	22,840	18,592	20,774
Total	40,335	40,075	34,693	34,916
Australia	17,638	17,686	17,637	17,686
New Zealand	1,961	1,790	–	–
Asia Pacific, Europe & America	20,736	20,599	17,056	17,230
Total	40,335	40,075	34,693	34,916

25: Goodwill and Other Intangible Assets

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Goodwill¹				
Gross carrying amount				
Balances at start of the year	4,511	4,499	90	77
Reclassifications	–	–	–	9
Impairment/write off expense	(1)	–	–	–
Foreign currency exchange differences	87	12	19	4
Balance at end of year	4,597	4,511	109	90
Software				
Balances at start of the year	2,533	2,170	2,336	2,007
Software capitalisation during the period	807	777	782	683
Amortisation expense	(542)	(426)	(500)	(368)
Impairment expense/write-offs	(17)	(15)	(12)	(11)
Foreign currency exchange differences	112	27	105	25
Balance at end of year	2,893	2,533	2,711	2,336
Cost	5,860	5,005	5,620	4,568
Accumulated amortisation	(2,763)	(2,263)	(2,710)	(2,031)
Accumulated impairment	(204)	(209)	(199)	(201)
Carrying amount	2,893	2,533	2,711	2,336
Acquired Portfolio of Insurance and Investment Business				
Balances at start of the year	784	856	–	–
Amortisation expense	(70)	(71)	–	–
Foreign currency exchange differences	1	(1)	–	–
Balance at end of year	715	784	–	–
Cost	1,188	1,187	–	–
Accumulated amortisation	(473)	(403)	–	–
Carrying amount	715	784	–	–
Other intangible assets²				
Balances at start of the year	122	165	25	40
Other additions	(1)	3	–	–
Reclassification	–	–	(7)	(9)
Amortisation expense	(18)	(18)	(9)	(8)
Impairment expense	–	(28)	–	–
Foreign currency exchange differences	4	–	1	2
Balance at end of year	107	122	10	25
Cost	207	227	68	68
Accumulated amortisation/impairment	(100)	(105)	(58)	(43)
Carrying amount	107	122	10	25
Goodwill and other intangible assets				
Net book value				
Balances at start of the year	7,950	7,690	2,451	2,124
Balance at end of year	8,312	7,950	2,830	2,451

1 Excludes notional goodwill in equity accounted investments.

2 The consolidated other intangible assets comprises aligned advisor relationships, distribution agreements and management fee rights, credit card relationships and other intangibles. The Company other intangible assets comprises distribution agreements and management fee rights, credit card relationships and other intangibles.

NOTES TO THE FINANCIAL STATEMENTS (continued)

25: Goodwill and Other Intangible Assets (continued)

GOODWILL ALLOCATED TO CASH-GENERATING UNITS

The goodwill balance above largely comprises the goodwill purchased on acquisition of NBNZ Holdings Limited in December 2003 and ANZ Wealth Australia Limited (formerly OnePath Australia Limited) on 30 November 2009. Refer to note 8 for Divisional allocation.

The recoverable amount of the CGU to which each goodwill component is allocated is estimated using a market multiple approach as representative of the fair value less costs of disposal of each CGU. The price earnings multiples are based on observable multiples reflecting the businesses and markets in which each CGU operates. The earnings are based on the current forecast earnings of the divisions. The aggregate fair value less costs of disposal across the Group is compared to the Group's market capitalisation to validate the conclusion that goodwill is not impaired.

Key assumptions on which management has based its determination of fair value less costs of disposal include assumptions as to the market multiples being reflective of the segment's businesses, costs of disposal estimates and the ability to achieve forecast earnings. Changes in assumptions upon which the valuation is based could materially impact the assessment of the recoverable amount of each CGU. As at 30 September 2015, the impairment testing performed did not result in any material impairment being identified.

26: Premises and Equipment

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
At cost ¹	4,769	4,280	2,694	2,325
Accumulated depreciation ¹	(2,548)	(2,099)	(1,704)	(1,324)
	2,221	2,181	990	1,001
Carrying amount at beginning of year	2,181	2,164	1,001	983
Additions ²	361	375	232	247
Disposals	(43)	(44)	(38)	(17)
Amortisation and depreciation ³	(325)	(324)	(227)	(221)
Foreign currency exchange difference	47	10	22	9
Carrying amount at end of year	2,221	2,181	990	1,001
Net book value				
Freehold and leasehold land and buildings	901	878	59	50
Integrals and equipment	1,183	1,162	856	904
Capital works in progress	137	141	75	47
	2,221	2,181	990	1,001

1 The current year cost and accumulated depreciation was reduced to remove assets with a nil net book value that are no longer in use. Comparative information was not adjusted.

2 Includes Transfers.

3 Includes Freehold and leasehold land and buildings, Leasehold improvements, Furniture and equipment and Technology equipment.

COMMITMENTS

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Property capital expenditure				
Contracts for outstanding capital expenditure	109	88	92	68
Total capital expenditure commitments for property	109	88	92	68
Lease rentals				
Land and buildings	2,251	2,163	2,283	2,345
Furniture and equipment	276	216	190	168
Total lease rental commitments¹	2,527	2,379	2,473	2,513
Due within one year	485	475	438	413
Due later than one year but not later than five years	1,273	1,130	1,083	1,103
Due later than five years	769	774	952	997
Total lease rental commitments¹	2,527	2,379	2,473	2,513

1 Total future minimum sublease payments expected to be received under non-cancellable subleases at 30 September is \$90 million (2014: \$90 million) for the Group and \$80 million (2014: \$78 million) for the Company. During the year, sublease payments received amounted to \$22 million (2014: \$19 million) for the Group and \$19 million (2014: \$16 million) for the Company and were netted against rent expense.

27: Other Assets

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Accrued interest/prepaid discounts	1,405	1,472	944	998
Accrued commissions	137	129	76	75
Prepaid expenses	427	356	178	152
Insurance contract liabilities ceded	699	591	–	–
Outstanding premiums	228	200	–	–
Defined benefit superannuation plan surplus	144	47	144	47
Operating leases residual value	282	334	282	334
Other	2,524	1,662	1,325	637
Total other assets	5,846	4,791	2,949	2,243

28: Provisions

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Employee entitlements ¹	554	526	411	404
Restructuring costs and surplus leased space ²	23	56	15	48
Non-lending losses, frauds and forgeries	169	134	141	104
Other	328	384	164	139
Total provisions	1,074	1,100	731	695
Provisions, excluding employee entitlements				
Carrying amount at beginning of the year	574	695	291	422
Provisions made during the year	307	572	164	185
Payments made during the year	(206)	(514)	(72)	(172)
Transfer/release of provision	(155)	(179)	(63)	(144)
Carrying amount at the end of the year	520	574	320	291

1 The aggregate liability for employee entitlements largely comprises provisions for annual leave and long service leave.

2 Restructuring costs and surplus leased space provisions arise from activities related to material changes in the scope of business undertaken by the Group or the manner in which that business is undertaken and includes termination benefits. Costs relating to on-going activities are not provided for. Provision is made when the Group is demonstrably committed, it is probable that the costs will be incurred, though their timing is uncertain, and the costs can be reliably estimated.

3 Other provisions comprise various other provisions including loyalty programs, workers' compensation, make-good provisions on leased premises and contingent liabilities recognised as part of a business combination.

29: Payables and Other Liabilities

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Creditors	1,661	1,335	871	477
Accrued interest and unearned discounts	1,938	2,096	1,448	1,592
Defined benefits plan obligations	59	39	14	15
Accrued expenses	1,368	1,394	889	1,022
Securities sold short (classified as held for trading)	2,568	3,870	1,978	3,556
Liability for acceptances	1,371	1,151	649	717
Other liabilities	1,401	1,099	445	303
Total payables and other liabilities	10,366	10,984	6,294	7,682

30: Share Capital

	The Company	
	2015	2014
Numbers of issued shares		
Ordinary shares each fully paid	2,902,714,361	2,756,627,771
Preference shares each fully paid	–	500,000
Total number of issued shares	2,902,714,361	2,757,127,771

NOTES TO THE FINANCIAL STATEMENTS (continued)

30: Share Capital (continued)

ORDINARY SHARES

Ordinary shares have no par value and entitle holders to receive dividends payable to ordinary shareholders and to participate in the proceeds available to ordinary shareholders on winding up of the Company in proportion to the number of fully paid ordinary shares held.

On a show of hands every holder of fully paid ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll one vote for each share held.

Numbers of issued shares	The Company	
	2015	2014
Balance at start of the year	2,756,627,771	2,743,655,310
Bonus option plan ^{1,2}	2,899,350	2,479,917
Dividend reinvestment plan ^{1,2}	35,105,134	26,209,958
Group share option scheme ³	32,192	171,742
Group employee share acquisition scheme ^{3,4}	–	–
Share placement and share purchase plan ⁵	108,049,914	–
Group share buyback ⁶	–	(15,889,156)
Balance at end of year	2,902,714,361	2,756,627,771

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Ordinary share capital				
Balance at start of the year	24,031	23,641	24,280	23,914
Dividend reinvestment plan ^{1,2}	1,122	851	1,122	851
Group share option scheme ³	2	4	2	4
Group employee share acquisition scheme ^{3,4}	1	11	1	11
Share placement and share purchase plan ⁵	3,206	–	3,206	–
Group share buyback ⁶	–	(500)	–	(500)
Treasury shares in Global Wealth ⁷	5	24	–	–
Balance at end of year	28,367	24,031	28,611	24,280

1 Refer to note 6 for details of plan.

2 The Company issued 28.7 million shares under the dividend reinvestment plan and bonus option plan for the 2015 interim dividend and 9.3 million shares for the 2014 final dividend (Sep 14: 28.7 million shares for the respective interim and final dividends).

3 Refer to note 41 for details of plan.

4 Includes on-market purchase of shares for settlement of amounts due under share-based compensation plans. In addition, nil shares were issued during the year ended 30 September 2015 to the Group's Employee Share Trust for settlement of amounts due under share-based compensation plans (2014: nil). As at 30 September 2015, there were 11,378,648 Treasury Shares outstanding (2014: 13,754,867).

5 The Company issued 80.8 million ordinary shares under the institutional share placement and 27.3 million ordinary shares under the share purchase plan.

6 Following the announcement of the 2013 final dividend the Company repurchased \$500 million of ordinary shares via an on-market share buy-back resulting in 15.9 million ordinary shares being cancelled.

7 Treasury Shares in Global Wealth are shares held in statutory funds as assets backing policyholder liabilities. AWA Treasury Shares outstanding as at 30 September 2015 were 11,623,304 (2014: 11,761,993).

PREFERENCE SHARES

Euro Trust Securities

On 13 December 2004, ANZ issued 500,000 Euro Floating Rate Non-cumulative Trust Securities ('Euro Trust Securities') at €1,000 each, raising \$871 million net of issue costs. All 500,000 Euro Trust Securities on issue were bought back by ANZ for cash at face value (€1,000 per security) and cancelled on 15 December 2014.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Preference share balance at start of year	871	871	871	871
– Euro Trust Securities bought back	(871)	–	(871)	–
Preference share balance at end of the year	–	871	–	871

NON-CONTROLLING INTERESTS

	Consolidated	
	2015 \$m	2014 \$m
Share capital	55	46
Retained earnings	51	31
Total non-controlling interests	106	77

31: Reserves and Retained Earnings

	Consolidated		The Company ¹	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
a) Foreign currency translation reserve				
Balance at beginning of the year	(605)	(1,125)	(290)	(539)
Transferred to income statement	(4)	37	(4)	37
Currency translation adjustments net of hedges	1,728	483	878	212
Total foreign currency translation reserve	1,119	(605)	584	(290)
b) Share option reserve²				
Balance at beginning of the year	60	55	60	55
Share-based payments/(exercises)	16	13	16	13
Transfer of options/rights lapsed to retained earnings ³	(8)	(8)	(8)	(8)
Total share option reserve	68	60	68	60
c) Available-for-sale revaluation reserve				
Balance at beginning of the year	160	121	50	37
Gain/(loss) recognised	27	69	(6)	39
Transferred to income statement	(49)	(30)	(34)	(26)
Total available-for-sale revaluation reserve	138	160	10	50
d) Cash flow hedge reserve				
Balance at beginning of the year	169	75	174	51
Gains/(loss) recognised	111	117	103	117
Transferred to income statement	(11)	(23)	–	6
Total cash flow hedging reserve	269	169	277	174
e) Transactions with non-controlling interests reserve				
Balance at beginning of the year	(23)	(33)	–	–
Transactions with non-controlling interests ⁴	–	10	–	–
Total transactions with non-controlling interests reserve	(23)	(23)	–	–
Total reserves	1,571	(239)	939	(6)

1 Comparatives have changed (refer note 45).

2 Further information about share-based payments to employees is disclosed in note 41.

3 The transfer of balances from the share option reserve to retained earnings represents items of a distributable nature.

4 The premium in excess of the book value paid by an associate to acquire an additional interest in its controlled entity from the non-controlling shareholder recognised in 2013 was released in 2014 as the associate no longer controls that entity.

	Consolidated		The Company ¹	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Retained earnings				
Balance at beginning of the year	24,544	21,936	17,557	15,826
Profit attributable to shareholders of the Company	7,493	7,271	7,306	6,436
Transfer of options/rights lapsed from share option reserve ^{2,3}	8	8	8	8
Remeasurement gain/(loss) on defined benefit plans after tax	(4)	32	20	6
Fair value gain/loss attributable to changes in own credit risk of financial liabilities designated at fair value	37	(25)	37	(25)
Dividend income on Treasury shares held within the Group's life insurance statutory funds	22	22	–	–
Ordinary share dividends paid	(4,906)	(4,694)	(4,906)	(4,694)
Preference share dividends paid	(1)	(6)	–	–
Foreign exchange gains on preference shares bought back ⁴	116	–	116	–
Retained earnings at end of year	27,309	24,544	20,138	17,557
Total reserves and retained earnings	28,880	24,305	21,077	17,551

1 Comparatives have changed (refer note 45).

2 Further information about share-based payments to employees is disclosed in note 41.

3 The balances from the share option reserve to retained earnings represents items of a distributable nature.

4 The Euro Trust Securities were bought back by ANZ for cash at face value and cancelled on 15 December 2014. The foreign exchange gain between the issue date and 15 December 2014 was recognised directly in retained earnings.

32: Capital Management

ANZ pursues an active approach to capital management, which is designed to protect the interests of depositors, creditors and shareholders. This involves the on-going review and Board approval of the level and composition of ANZ's capital base, assessed against the following key policy objectives:

- ▶ regulatory compliance such that capital levels exceed APRA's, ANZ's primary prudential supervisor, minimum Prudential Capital Ratios (PCRs) both at Level 1 (the Company and specified subsidiaries) and Level 2 (ANZ consolidated under Australian prudential standards), along with US Federal Reserve's minimum Level 2 requirements under ANZ's Foreign Holding Company Licence in the United States of America;
- ▶ capital levels are aligned with the risks in the business and to meet strategic and business development plans through ensuring that available capital exceeds the level of Economic Capital required to support the Ratings Agency 'default frequency' confidence level for a 'AA' credit rating category bank. Economic Capital is an internal estimate of capital levels required to support risk and unexpected losses above a desired target solvency level;
- ▶ capital levels are commensurate with ANZ maintaining its preferred 'AA' credit rating category for senior long-term unsecured debt given its risk appetite outlined in its strategic plan; and
- ▶ an appropriate balance between maximising shareholder returns and prudent capital management principles.

ANZ achieves these objectives through an Internal Capital Adequacy Assessment Process (ICAAP) whereby ANZ conducts detailed strategic and capital planning over a medium term time horizon.

Annually, ANZ conducts a detailed strategic planning process over a three year time horizon, the outcomes of which are embodied in the Strategic Plan. This process involves forecasting key economic variables which Divisions use to determine key financial data for their existing business. New strategic initiatives to be undertaken over the planning period and their financial impact are then determined. These processes are used for the following:

- ▶ review capital ratios, targets, and levels of different classes of capital against ANZ's risk profile and risk appetite outlined in the Strategic Plan. ANZ's capital targets reflect the key policy objectives above, and the desire to ensure that under specific stressed economic scenarios that capital levels are sufficient to remain above both Economic Capital and Prudential Capital Ratio (PCR) requirements;
- ▶ stress tests are performed under different economic conditions to ensure a comprehensive review of ANZ's capital position both before and after mitigating actions. The stress tests determine the level of additional capital (i.e. the 'stress capital buffer') needed to absorb losses that may be experienced during an economic downturn; and
- ▶ stress testing is integral to strengthening the predictive approach to risk management and is a key component in managing risks, asset writing strategies and business strategies. It creates greater understanding of the impacts on financial performance through modelling relationships and sensitivities between geographic, industry and Divisional exposures under a range of macroeconomic scenarios. ANZ has a dedicated stress testing team within Risk Management that models and reports to management and the Board's Risk Committee on a range of scenarios and stress tests.

Results are subsequently used to:

- ▶ recalibrate ANZ's management targets for minimum and operating ranges for its respective classes of capital such that ANZ will have sufficient capital to remain above both Economic Capital and regulatory requirements; and

- ▶ identify the level of organic capital generation and hence determine current and future capital issuance requirements for Level 1 and Level 2.

From these processes, a Capital Plan is developed and approved by the Board which identifies the capital issuance requirements, capital securities maturity profile, and options around capital products, timing and markets to execute the Capital Plan under differing market and economic conditions.

The Capital Plan is maintained and updated through a monthly review of forecast financial performance, economic conditions and development of business initiatives and strategies. The Board and senior management are provided with monthly updates of ANZ's capital position. Any actions required to ensure ongoing prudent capital management are submitted to the Board for approval.

REGULATORY ENVIRONMENT

ANZ's regulatory capital calculation is governed by APRA's Prudential Standards which adopt a risk-based capital assessment framework based on the Basel 3 capital measurement standards. This risk based approach requires eligible capital to be divided by total risk weighted assets (RWAs), with the resultant ratio being used as a measure of an ADI's capital adequacy. APRA determines PCRs for Common Equity Tier 1 (CET1), Tier 1 and Total Capital, with capital as the numerator and RWAs as the denominator.

To ensure that ADIs are adequately capitalised on both a stand-alone and group basis, APRA adopts a tiered approach to the measurement of an ADI's capital adequacy by assessing the ADI's financial strength at three levels:

- ▶ Level 1 – the ADI on a stand-alone basis (i.e. the Company and approved subsidiaries which are consolidated to form the ADI's Extended Licensed Entity);
- ▶ Level 2 – the consolidated banking group (i.e. the consolidated financial group less certain subsidiaries and associates excluded under the prudential standards); and
- ▶ Level 3 – the conglomerate group at the widest level.

ANZ is a Level 1 and Level 2 reporter, and measures capital adequacy monthly on a Level 1 and Level 2 basis, and is not yet required to report on a Level 3 basis.

Regulatory capital is divided into Tier 1, carrying the highest capital elements, and Tier 2, which has lower capital elements, but still adds to the overall strength of the ADI.

Tier 1 capital is comprised of Common Equity Tier 1 capital less deductions and Additional Tier 1 capital instruments. Common Equity Tier 1 capital comprises shareholders' equity adjusted for items which APRA does not allow as regulatory capital or classifies as lower forms of regulatory capital. Common Equity Tier 1 capital includes the following significant adjustments:

- ▶ Additional Tier 1 capital instruments included within shareholders' equity are excluded;
- ▶ Reserves, excluding the hedging reserve and reserves of insurance and funds management subsidiaries excluded for Level 2 purposes;
- ▶ Retained earnings excludes retained earnings of insurance and funds management subsidiaries excluded for Level 2 purposes, but includes capitalised deferred fees forming part of loan yields that meet the criteria set out in the prudential standard;
- ▶ Inclusion of qualifying treasury shares; and
- ▶ Current year net of tax earnings less profits of insurance and funds management subsidiaries excluded for Level 2 purposes.

32: Capital Management (continued)

Additional Tier 1 capital instruments are high quality components of capital that provide a permanent and unrestricted commitment of funds, are available to absorb losses, are subordinated to the claims of depositors and senior creditors in the event of the winding up of the issuer and provide for fully discretionary capital distributions.

Deductions from the capital base comprise mainly deductions to the Common Equity Tier 1 component. These deductions are largely intangible assets, investments in insurance and funds management entities and associates, capitalised expenses (including loan and origination fees) and the amount of regulatory expected losses (EL) in excess of eligible provisions.

Tier 2 capital mainly comprises perpetual subordinated debt instruments and dated subordinated debt instruments which have a minimum term of five years at issue date.

Total Capital is the sum of Tier 1 capital and Tier 2 capital.

In addition to the prudential capital oversight that APRA conducts over the Company and the Group, the Company's branch operations and major banking subsidiary operations are overseen by local regulators such as the Reserve Bank of New Zealand, the US Federal Reserve, the UK Prudential Regulation Authority, the Monetary Authority of Singapore, the Hong Kong Monetary Authority and the China Banking Regulatory Commission who may impose minimum capitalisation rates on those operations.

Throughout the financial year, the Company and the Group maintained compliance with the minimum Common Equity Tier 1, Tier 1 and Total Capital ratios set by APRA and the US Federal Reserve (as applicable) as well as applicable capitalisation rates set by regulators in countries where the Company operates branches and subsidiaries.

REGULATORY DEVELOPMENTS

Financial System Inquiry (FSI)

The Australian Government recently completed a comprehensive inquiry into Australia's financial system. The final FSI report was released on 7 December 2014. The contents of the final FSI report are wide-ranging and key recommendations that may have an impact on regulatory capital levels include:

- ▶ setting capital standards such that Australian ADIs capital ratios are unquestionably strong;
- ▶ raising the average internal ratings-based (IRB) mortgage risk-weight to narrow the difference between average mortgage risk-weight for ADIs using IRB models and those using standardised risk weights;
- ▶ implementing a framework for minimum loss absorbing and recapitalisation capacity in line with emerging international practice;
- ▶ developing a common reporting template that improves the transparency and comparability of capital ratios of Australian ADIs; and
- ▶ introducing a leverage ratio that acts as a backstop to ADIs' risk-based capital requirements, in line with Basel framework.

APRA responded to parts of the FSI inquiry in July 2015 with the following announcements made in connection to the key recommendations:

- ▶ APRA released an information paper entitled "International capital comparison study" (APRA Study) which supports the FSI's recommendation that the capital ratios of Australian ADIs should be unquestionably strong. The APRA Study confirmed that the major Australian ADIs are well-capitalised and acknowledged the challenges and complexity in comparing capital ratios between Australian ADIs and international peers given the varied national

discretions exercised by different jurisdictions in implementing the global capital adequacy framework (Basel framework). The APRA Study did not confirm the definition of 'unquestionably strong' and stated that APRA does not intend to directly link Australian capital requirements to a continually moving benchmark. The results of the APRA Study will only inform but will not determine APRA's approach for setting capital adequacy requirements.

- ▶ Effective from 1 July 2016, APRA requires increased capital requirements for Australian residential mortgage exposures by ADIs accredited to use the internal ratings-based (IRB) approach to credit risk. These new requirements would increase the average risk weighting for mortgage portfolios to approximately 25%. For ANZ, the impact is an approximate 60 bps reduction in CET1 on implementation of this change. In response to this, ANZ has raised \$3.2 billion of ordinary share capital via a fully underwritten institutional placement in August 2015 (\$2.5 billion raised) and a share purchase plan to eligible Australian and New Zealand shareholders in September 2015 (\$0.7 billion raised). APRA has indicated that further changes may be required once greater clarity on the deliberations of the Basel Committee is available, particularly in relation to revisions to the standardised approach for credit risk and capital floors.

The Australian Government released its response to the FSI in October 2015 which agrees with all of the above capital related recommendations. The Australian Government support and endorses APRA to implement the recommendations, including the initial actions to raise the capital requirements for Australian residential mortgage exposures and to take additional steps to ensure that the major banks have unquestionably strong capital ratios by the end of 2016.

Apart from the July 2015 announcements, APRA has not made any determination on the other key recommendations. Therefore, the final outcomes from the FSI, including any impacts and the timing of these impacts on ANZ remain uncertain.

Leverage Ratio

In May 2015, APRA released final standards for implementing leverage ratio disclosures with effect from 1 July 2015. Leverage ratio requirements are included in the Basel Committee on Banking Supervision (BCBS) Basel 3 capital framework as a supplement to the current risk based capital requirements.

In the requirements, APRA has maintained the BCBS calculation of the leverage ratio of Tier 1 Capital expressed as a percentage of Exposure Measure. The proposed BCBS' minimum leverage ratio requirement is 3%. APRA has not yet announced details of the minimum requirement which will apply to impacted Australian ADIs.

Public disclosure of the leverage ratio commenced for the year ended September 2015, with subsequent disclosures published on a quarterly basis in the Pillar 3 Report.

Domestic Systemically Important Bank (D-SIB) Framework

APRA has released details of its D-SIB framework for implementation in Australia and has classified ANZ and three other major Australian banks as domestic systemically important banks. As a result, an addition to the Capital Conservation Buffer (CCB) will be applied to the four major Australian banks, increasing capital requirements by 100 bps from 1 January 2016 and further strengthening the capital position of Australia D-SIBs. ANZ's current capital position is already in excess of APRA's requirements including the D-SIB overlay. The Group is well placed for D-SIB implementation in January 2016.

NOTES TO THE FINANCIAL STATEMENTS (continued)

32: Capital Management (continued)

Composition of Level 2 ADI Group

In May 2014, APRA provided further clarification to the definition of the Level 2 Authorised Deposit-Taking Institution (ADI) group, where subsidiary intermediate holding companies are now considered part of the Level 2 Group.

The above clarification results in the phasing out, over time, of capital benefits arising from the debt issued by ANZ Wealth Australia Limited (ANZWA). The first tranche of this debt, amounting to \$405 million or approximately 10 bps of CET1 was phased out in June 2015. As at 30 September 2015, ANZWA has \$400 million of debt outstanding which will mature by March 2016. This will result in a reduction in CET1 by approximately 10bps on maturity of the debt with the Group well placed to manage this through organic capital generation.

Level 3 Conglomerates (Level 3)

In August 2014, APRA announced its planned framework for the supervision of Conglomerates Group (Level 3) which includes updated Level 3 capital adequacy standards. These standards will regulate a bancassurance group such as ANZ as a single economic entity with minimum capital requirements and additional monitoring of risk exposure levels.

APRA has deferred a decision on the implementation date as well as the final form of the Level 3 framework until the recommendations of the FSI and the Government's response to them have been announced and considered by APRA. APRA has committed to a minimum transition period of 12 months for affected institutions to comply with the new requirements once an implementation date is established.

Based upon current draft of the Level 3 standards covering capital adequacy, and risk exposures, ANZ is not expecting any material impact on its operations.

CAPITAL ADEQUACY

The table below provides the composition of capital used for regulatory purposes and capital adequacy ratios.

	2015 \$m	2014 \$m
Qualifying capital		
Tier 1		
Shareholders' equity and non-controlling interests	57,353	49,284
Prudential adjustments to shareholders equity	(387)	(1,211)
Gross Common Equity Tier 1 Capital	56,966	48,073
Deductions	(18,440)	(16,297)
Common Equity Tier 1 Capital	38,526	31,776
Additional Tier 1 capital	6,958	6,825
Tier 1 capital	45,484	38,601
Tier 2 capital	7,951	7,138
Total qualifying capital	53,435	45,739
Capital adequacy ratios		
Common Equity Tier 1	9.6%	8.8%
Tier 1	11.3%	10.7%
Tier 2	2.0%	2.0%
Total	13.3%	12.7%
Risk Weighted Assets	401,937	361,529

REGULATORY ENVIRONMENT – INSURANCE AND FUNDS MANAGEMENT BUSINESS

Under APRA's Prudential Standards, life insurance and funds management activities are de-consolidated for the purposes of calculating capital adequacy and excluded from the risk based capital adequacy framework for the ANZ Level 2 Group.

ANZ's insurance companies in Australia are regulated by APRA on a stand-alone basis. Prudential Standards issued under the Life Insurance Act 1995 and Insurance Act 1973 determine the minimum capital requirements these companies are required to meet. Life insurance companies in New Zealand are required to meet minimum capital requirements as determined by the Insurance (Prudential Supervision) Act 2010.

Fund managers in Australia are subject to 'Responsible Entity' regulation by the Australian Securities and Investment Commission (ASIC). The regulatory capital requirements vary depending on the type of Australian Financial Services Licence or Authorised Representatives' Licence held.

APRA supervises approved trustees of superannuation funds and it introduced new financial requirements which became effective from 1 July 2013.

ANZ's insurance and funds management companies held assets in excess of regulatory capital requirements at 30 September 2015.

33: Shares in Controlled Entities

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Total shares in controlled entities	–	–	17,823	14,870

DISPOSAL OF CONTROLLED ENTITIES

There were no material entities disposed of during the year ended 30 September, 2015.

On 4 July 2014 the Group disposed of its ownership interest in ANZ Trustees Limited. The contribution to Group profit after tax for the period (1 October 2013 to 4 July 2014) from ordinary activities was \$3.7 million. Details of aggregate assets and liabilities of material controlled entities disposed of by the Group are as follows:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Cash consideration received	–	156	–	156
Less: Balances of disposed cash and cash equivalents	–	11	–	–
Net cash consideration received	–	145	–	156
Less: Net assets disposed				
Shares in controlled entities	–	–	–	(22)
Other assets, including allocated goodwill	–	(2)	–	–
Payables and other liabilities	–	1	–	–
	–	(1)	–	(22)
Less: Provisions for warranties, indemnities and direct costs relating to disposal	–	(19)	–	(19)
Gain on disposal	–	125	–	115

ACQUISITION OF CONTROLLED ENTITIES

ANZ Bank (Thai) Public Company Limited was incorporated in Thailand on 27 November 2014 for the purpose of conducting banking activities.

There were no material controlled entities acquired during the year ended 30 September 2015 or the year ended 30 September 2014.

NOTES TO THE FINANCIAL STATEMENTS (continued)

34: Controlled Entities

	Incorporated in	Nature of business
Ultimate parent of the Group		
Australia and New Zealand Banking Group Limited	Australia	Banking
All controlled entities are 100% owned unless otherwise noted.		
The material controlled entities of the Group are:		
ANZ Bank (Lao) Limited¹	Laos	Banking
ANZ Bank (Taiwan) Limited¹	Taiwan	Banking
ANZ Bank (Vietnam) Limited¹	Vietnam	Banking
ANZ Capel Court Limited	Australia	Securitisation Manager
ANZ Capital Hedging Pty Ltd	Australia	Hedging
ANZ Commodity Trading Pty Ltd	Australia	Finance
ANZ Funds Pty Ltd	Australia	Holding Company
ANZ Bank (Europe) Limited ¹	United Kingdom	Banking
ANZ Bank (Kiribati) Limited ^{1,2}	Kiribati	Banking
ANZ Bank (Samoa) Limited ¹	Samoa	Banking
ANZ Bank (Thai) Public Company Limited ¹	Thailand	Banking
ANZcover Insurance Private Ltd ¹	Singapore	Captive-Insurance
ANZ Holdings (New Zealand) Limited ¹	New Zealand	Holding Company
ANZ Bank New Zealand Limited ¹	New Zealand	Banking
ANZ Investment Services (New Zealand) Limited ¹	New Zealand	Funds Management
ANZ New Zealand (Int'l) Limited ¹	New Zealand	Finance
ANZNZ Covered Bond Trust ¹	New Zealand	Finance
ANZ Wealth New Zealand Limited ¹	New Zealand	Holding Company
ANZ New Zealand Investments Ltd	New Zealand	Funds Management
OnePath Life (NZ) Limited ¹	New Zealand	Insurance
Arawata Assets Limited ¹	New Zealand	Property Holding Company
UDC Finance Limited ¹	New Zealand	Finance
ANZ International (Hong Kong) Limited ¹	Hong Kong	Holding Company
ANZ Asia Limited ¹	Hong Kong	Banking
ANZ Bank (Vanuatu) Limited ³	Vanuatu	Banking
ANZ International Private Limited ¹	Singapore	Holding Company
ANZ Singapore Limited ¹	Singapore	Merchant Banking
ANZ Royal Bank (Cambodia) Limited ^{1,2}	Cambodia	Banking
Votraint No. 1103 Pty Ltd	Australia	Investment
ANZ Lenders Mortgage Insurance Pty Ltd	Australia	Mortgage Insurance
ANZ Residential Covered Bond Trust	Australia	Finance
ANZ Wealth Australia Limited	Australia	Holding Company
OnePath Custodians Pty Limited	Australia	Trustee
OnePath Funds Management Limited	Australia	Funds Management
OnePath General Insurance Pty Limited	Australia	Insurance
OnePath Life Australia Holdings Pty Limited	Australia	Holding Company
OnePath Life Limited	Australia	Insurance
Australia and New Zealand Banking Group (PNG) Limited¹	Papua New Guinea	Banking
Australia and New Zealand Bank (China) Company Limited¹	China	Banking
Chongqing Liangping ANZ Rural Bank Company Limited¹	China	Banking
Citizens Bancorp⁴	Guam	Holding Company
ANZ Guam Inc. ⁴	Guam	Banking
ANZ Finance Guam, Inc. ⁴	Guam	Finance
Esanda Finance Corporation Limited	Australia	General Finance
E*TRADE Australia Limited	Australia	Holding Company
E*TRADE Australia Securities Limited	Australia	Online Stockbroking
PT Bank ANZ Indonesia^{1,2}	Indonesia	Banking

1 Audited by overseas KPMG firms.

2 Non-controlling interests hold ordinary shares or units in the controlled entities listed above as follows: ANZ Bank (Kiribati) Limited – 150,000 \$1 ordinary shares (25%) (2014: 150,000 \$1 ordinary shares (25%)); PT Bank ANZ Indonesia – 16,500 IDR 1 million shares (1%) (2014: 16,500 IDR 1 million shares (1%)); ANZ Royal Bank (Cambodia) Limited – 319,500 USD100 ordinary shares (45%) (2014: 319,500 USD100 ordinary shares (45%)).

3 Audited by Hawkes Law.

4 Audited by Deloitte Guam.

35: Investments in associates

Significant associates of the Group are as follows:

	Consolidated		The Company ¹	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
AMMB Holdings Berhad ²	1,424	1,465	–	–
PT Bank Pan Indonesia ³	904	795	–	–
Shanghai Rural Commercial Bank ⁴	1,981	1,443	1,981	1,443
Bank of Tianjin ⁵	1,021	710	1,021	710
Other individually immaterial associates (in aggregate)	110	169	16	13
Total carrying value of associates	5,440	4,582	3,018	2,166

¹ Comparatives have changed. Refer to note 45.

² AMMB Holdings Berhad (AmBank Group) provides a full suite of banking and insurance products and services in Malaysia and is listed on the Bursa Malaysia. This investment relates directly to the Group's Asia Pacific growth strategy.

³ PT Bank Pan Indonesia is a consumer and business bank in Indonesia and is listed on the Jakarta stock exchange. This investment relates directly to the Group's Asia Pacific growth strategy.

⁴ Shanghai Rural Commercial Bank is a rural commercial bank in China. This investment relates directly to the Group's Asia Pacific growth strategy.

⁵ Bank of Tianjin operates as a commercial bank in China offering products such as deposit accounts and loans. This investment relates directly to the Group's Asia Pacific growth strategy. Significant influence is established via representation on the Board of Directors.

a) Financial information on material associates

Set out below is the summarised financial information of each associate that is material to the Group. The summarised financial information is based on the associates' IFRS financial information.

	AMMB Holdings Berhad		PT Bank Pan Indonesia		Shanghai Rural Commercial Bank		Bank of Tianjin	
Principal place of business and country of incorporation	Malaysia		Indonesia		Peoples' Republic of China		Peoples' Republic of China	
Method of measurement in the Group's balance sheet	Equity method		Equity method		Equity method		Equity method	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Summarised results								
Revenue	2,840	3,356	822	688	3,058	2,331	2,168	1,637
Profit/(loss)	583	670	225	238	1,117	731	1,094	619
Other comprehensive income/(loss)	54	(14)	2	6	175	(78)	85	(62)
Total comprehensive income	637	656	227	244	1,292	653	1,179	557
Less: Total comprehensive income attributable to non-controlling interests	30	20	16	20	33	18	2	3
Total comprehensive income attributable to owners of associate	607	636	211	224	1,259	635	1,177	554
Summarised financial position								
Total assets ¹	43,668	45,090	17,244	16,011	128,511	85,056	117,073	85,683
Total liabilities ¹	37,374	38,591	14,684	13,776	118,324	77,634	109,803	80,627
Total Net assets ¹	6,294	6,499	2,560	2,235	10,187	7,422	7,270	5,056
Less: Non-controlling interests of associate	307	338	233	186	283	208	50	40
Net assets attributable to owners of associate	5,987	6,161	2,327	2,049	9,904	7,214	7,220	5,016
Reconciliation to carrying amount of Group's interest in associate								
Proportion of ownership interest held by the Group	24%	24%	39%	39%	20%	20%	14%	14%
Carrying amount at the beginning of the year	1,465	1,282	795	692	1,443	1,261	710	601
Group's share of total comprehensive income	152	151	82	87	251	127	167	86
Dividends received from associate	(66)	(59)	–	–	(38)	(24)	(21)	(19)
Group's share of other reserve movements of associate and FCTR adjustments	(127)	91	27	16	325	79	165	42
Carrying amount at the end of the year	1,424	1,465	904	795	1,981	1,443	1,021	710
Market Value of Group's investment in associate ²	1,048	1,720	805	855	n/a	n/a	n/a	n/a

¹ Includes market value adjustments (including goodwill) made by the Group at the time of acquisition and adjustments for any differences in accounting policies.

² Applicable to those investments in associates where there are published price quotations. Market Value is based on a price per share and does not include any adjustments for holding size.

At 30 September 2015, although AMMB Holdings Berhad and PT Bank Pan Indonesia market value (based on share price) was below its carrying value, no impairment was recognised as the carrying amount was supported by its value in use.

NOTES TO THE FINANCIAL STATEMENTS (continued)

35: Associates (continued)

The value in use calculation is sensitive to a number of key assumptions, including future profitability levels, capital levels, long term growth rates and discount rates. The key assumptions used in the value in use calculation are outlined below:

As at 30 Sep 2015

	AMMB	PT Panin
Pre-tax discount rate	11.0%	12.7%
Terminal growth rate	5.5%	5.7%
Expected NPAT growth (5 years average)	2.1%	5.1%
Core Equity tier 1 rate	10.0%	10.0%

b) Other associates¹

The following table summarises, in aggregate, the Group's interest in associates that are considered individually immaterial for separate disclosure.

	2015 \$m	2014 \$m
Group's share of profit/(loss)	36	39
Group's share of other comprehensive income	(4)	2
Group's share of total comprehensive income	32	41
Carrying amount	110	169

¹ Includes an interest in joint ventures of \$2 million at 30 September 2015.

36: Structured Entities

A structured entity ('SE') is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes:

- ▶ restricted activities;
- ▶ a narrow and well-defined objective;
- ▶ insufficient equity to permit the SE to finance its activities without subordinated financial support; and/or
- ▶ financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

SEs are consolidated when control exists in accordance with the accounting policy disclosed in note 1(A)(vii). In other cases the Group may have an interest in or sponsor a SE but not consolidate it. This note provides further details on both consolidated and unconsolidated SEs.

The Group's involvement with SEs is mainly through securitisation, covered bond issuances, structured finance arrangements and funds management activities. SEs may be established either by the Group or by a third party.

Securitisation

The Group uses SEs to securitise customer loans and advances that it has originated in order to diversify its sources of funding for liquidity management. Such securitisation transactions involve transfers to an internal securitisation (bankruptcy remote) vehicle created for the purpose of structuring assets that are eligible for repurchase under agreements with the applicable central bank (i.e. Repo eligible). The internal securitisation SEs are consolidated (refer note 37 for further details).

The Group also establishes SEs on behalf of its customers to securitise their loans or receivables. The Group may manage these securitisation vehicles and/or provide liquidity or other support. Additionally, the Group may acquire interests in securitisation vehicles set up by third parties through holding securities issued by such entities. While the majority are unconsolidated, in limited circumstances the Group consolidates SEs used in securitisation when control exists.

Covered bond issuances

Certain loans and advances have been assigned to bankruptcy remote SEs to provide security for issuances of debt securities by the Group. The Group retains control of the SEs and accordingly they are consolidated (refer note 37 for further details).

Structured finance arrangements

The Group is involved with SEs established in connection with structured lending transactions to facilitate debt syndication and/or to ring-fence collateral assets. The Group is also involved with SEs established to own assets that are leased to customers in structured leasing transactions. Sometimes, the Group may also manage the SE, hold minor amounts of capital or provide risk management products (derivatives). The ability of the Group to participate in decisions about the relevant activities of these SEs varies. In most instances the Group does not control these SEs. Further, the Group's involvement typically does not establish more than a passive interest in decisions about the relevant activities and accordingly is not considered disclosable as discussed in (b) below.

Funds management activities

The Group's Global Wealth division conducts investment management and other fiduciary activities as responsible entity, trustee, custodian or manager for investment funds and trusts, including superannuation funds and wholesale and retail trusts (collectively 'Investment Funds'). The Investment Funds are financed through the issue of puttable units to investors and are considered by the Group to be SEs. The Group's exposure to Investment Funds includes holding units and receiving fees for services. Where the Group invests in Investment Funds on behalf of policyholders they are consolidated when control is deemed to exist.

(a) Financial or other support provided to consolidated structured entities

Pursuant to contractual arrangements, the Group provides financial support to consolidated SEs as outlined below (these represent intra-group transactions which are eliminated on consolidation):

- ▶ **Securitisation and covered bond issuances:**
The Group provides lending facilities, derivatives and commitments to these SEs and/or holds debt instruments that they have issued. Refer to note 37 for further details in relation to the Group's internal securitisation programmes and covered bond issuances.
- ▶ **Structured finance arrangements:**
The assets held by these SEs are normally pledged as collateral for finance provided. Certain consolidated SEs are financed entirely by the Group while others are financed by syndicated loan facilities in which the Group is a participant. The financing provided by the Group includes lending facilities where the Group's exposure is limited to the amount of the loan and any undrawn amount. Additionally the Group has provided Letters of Support to these consolidated SEs confirming that the Group will not demand repayment of the financing provided for the ensuing 12 month period.

The Group did not provide any non-contractual support to consolidated SEs during the year (2014: nil).

Other than as disclosed above the Group does not have any current intention of providing financial or other support to consolidated SEs.

36: Structured Entities (continued)

(b) Group's interest in unconsolidated structured entities

An 'interest' in an unconsolidated SE is any form of contractual or non-contractual involvement which exposes the Group to variability of returns from the performance of that entity. Such interests include, but are not limited to, holdings of debt or equity securities, derivatives that pass-on risks specific to the performance of the structured entity, lending, loan commitments, financial guarantees and fees from funds management activities.

For the purpose of disclosing interests in unconsolidated SEs:

- ▶ no disclosure has been made where the Group's involvement does not establish more than a passive interest, for example, when the Group's involvement constitutes a typical customer-supplier relationship. On this basis, exposures to unconsolidated SEs that arise from lending, trading and investing activities are not considered disclosable interests unless the design of the structured entity allows the Group to participate in decisions about the relevant activities (i.e. the activities that significantly affect returns).
- ▶ 'interests' do not include derivatives intended to expose the Group to market-risk (rather than performance risk specific to the SE) or derivatives where the Group creates rather than absorbs variability of the unconsolidated SE (e.g. purchase of credit protection under a credit default swap).

The following table sets out the Group's interests in unconsolidated SEs together with the maximum exposure to loss that could arise from such interests.

Interest in unconsolidated structured entities

	Securitisation		Structured finance		Investment funds		Total	
Consolidated at 30 September 2015	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Available-for-sale assets	3,849	3,603	–	–	–	–	3,849	3,603
Investment backing policy liabilities	–	–	–	–	165	227	165	227
Loans and advances	6,825	4,958	37	39	–	–	6,862	4,997
Total on-balance sheet	10,674	8,561	37	39	165	227	10,876	8,827
Off-balance sheet interests								
Commitments (facilities undrawn)	2,610	3,520	–	–	–	–	2,610	3,520
Total off-balance sheet	2,610	3,520	–	–	–	–	2,610	3,520
Maximum exposure to loss	13,284	12,081	37	39	165	227	13,486	12,347

In addition to the interests above, the Group earned funds management fees from unconsolidated SEs of \$542 million (2014: \$544 million) during the year.

The Group's maximum exposure to loss represents the maximum amount of loss that the Group could incur as a result of its involvement with unconsolidated SEs, regardless of the probability of occurrence, if loss events were to take place. This does not in any way represent the actual losses expected to be incurred. Instead, the maximum exposure to loss is contingent in nature and may arise for instance upon the bankruptcy of an issuer of securities or debtor or if liquidity facilities or guarantees were to be called upon. Furthermore, the maximum exposure to loss is stated gross of the effects of hedging and collateral arrangements entered into to mitigate ANZ's exposure to loss.

For each type of interest, maximum exposure to credit loss has been determined as follows:

- ▶ available-for-sale assets and investments backing policy liabilities – carrying amount; and
- ▶ loans and advances – carrying amount plus undrawn amount of any commitments.

Information about the size of the unconsolidated SEs that the Group is involved with is as follows:

- ▶ Securitisation and structured finance: Size is indicated by total assets which vary by SE with a maximum value of approximately \$1.7 billion (2014: \$1.7 billion); and
- ▶ Investment funds: Size is indicated by Funds Under Management which vary by SE with a maximum value of approximately \$33.8 billion (2014: \$32.6 billion).

The Group did not provide any non-contractual support to unconsolidated SEs during the year.

The Group does not have any current intention of providing financial or other support to unconsolidated SEs.

(c) Sponsored unconsolidated structured entities

The Group may also sponsor unconsolidated SEs in which it has no disclosable interest.

For the purposes of this disclosure, the Group considers itself the 'sponsor' of an unconsolidated SE where it is the primary party involved in the design and establishment of that SE and:

- ▶ where the Group is the major user of that SE; or
- ▶ the Group's name appears in the name of that SE or on its products; or
- ▶ the Group provides implicit or explicit guarantees of that SE's performance.

The Group has sponsored the ANZ PIE Fund in New Zealand which invests only in deposits with ANZ Bank New Zealand Limited. The Group does not provide any implicit or explicit guarantees of the capital value or performance of investments in the ANZ PIE Fund. There was no income received from nor assets transferred to this entity during the year.

NOTES TO THE FINANCIAL STATEMENTS (continued)

37: Transfers of Financial Assets

The Group enters into transactions in the normal course of business by which it transfers financial assets directly to third parties or to SEs. These transfers may give rise to the full or partial derecognition of those financial assets depending on the Group's continuing involvement and exposure to risks and rewards.

SECURITISATIONS

Net loans and advances include residential mortgages securitised under the Group's securitisation programs which are assigned to bankruptcy remote SEs to provide security for obligations payable on the notes issued by the SEs. This includes mortgages that are held for potential repurchase agreements (REPOs) with central banks. The holders of the issued notes have full recourse to the pool of residential mortgages which have been securitised and the Company cannot otherwise pledge or dispose of the transferred assets.

In some instances the Company is also the holder of the securitised notes. In addition, the Company is entitled to any residual income of the SEs and enters into derivatives with the SEs. The Company is therefore deemed to have retained the majority of the risks and rewards of the residential mortgages and as such continues to recognise the mortgages as financial assets. The obligation to pay this amount to the SE is recognised as a financial liability of the Company.

The Group is exposed to variable returns from its involvement with these securitisation SEs and has the ability to affect those returns through its power over the SE's activities. The SEs are therefore consolidated by the Group.

COVERED BONDS

The Group operates various global covered bond programs to raise funding in the primary markets. Net loans and advances include residential mortgages assigned to bankruptcy remote SEs associated with these covered bond programs. The mortgages provide security for the obligations payable on the issued covered bonds.

The covered bond holders have dual recourse to the issuer and the cover pool of assets. The issuer cannot otherwise pledge or dispose of the transferred assets, however, subject to legal arrangements it may repurchase and substitute assets as long as the required cover is maintained.

The Company is required to maintain the cover pool at a level sufficient to cover the bond obligations. In addition the Company is entitled to any residual income of the covered bond SEs and enters into derivatives with the SEs. The Company is therefore deemed to have retained the majority of the risks and rewards of the residential mortgages and as such continues to recognise the mortgages as financial assets. The obligation to pay this amount to the SEs is recognised as a financial liability of the Company.

The Group is exposed to variable returns from its involvement with the Covered Bond SEs and has the ability to affect those returns through its power over the SE's activities. The SEs are therefore consolidated by the Group. The covered bonds issued externally are included within debt issuances.

REPURCHASE AGREEMENTS

Securities sold subject to repurchase agreements are considered to be transferred assets that do not qualify for derecognition when substantially all the risks and rewards of ownership remain with the Group. An associated liability is recognised for the consideration received from the counterparty.

STRUCTURED FINANCE ARRANGEMENTS

The Company arranges funding for certain customer transactions through structured leasing and commodity prepayment arrangements. At times, other financial institutions participate in the funding of these arrangements. This participation involves a proportionate transfer of the rights to the lease receivable or financing arrangement. The participating banks have limited recourse to the leased assets or financed commodity and related proceeds. Circumstances may arise whereby the Company continues to be exposed to some of the risks of the transferred lease receivable or financing arrangement through a derivative or other continuing involvement. When this occurs, the lease receivable or loan does not get derecognised and the Company will instead recognise an associated liability representing its obligations to the participating financial institutions.

The table below sets out the balance of assets transferred that do not qualify for derecognition, along with the associated liabilities.

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Securitisations^{1,2}				
Current carrying amount of assets transferred	–	–	73,559	67,974
Carrying amount of associated liabilities	–	–	73,559	67,974
Covered bonds^{1,3}				
Current carrying amount of assets transferred	–	–	23,508	20,738
Carrying amount of associated liabilities ³	–	–	23,508	20,738
Repurchase agreements				
Current carrying amount of assets transferred	13,975	8,736	13,476	8,568
Carrying amount of associated liabilities	13,731	8,641	13,255	8,473
Structured Finance Arrangements				
Current carrying amount of assets transferred	766	169	627	31
Carrying amount of associated liabilities	759	158	627	31

1 The consolidated balances are nil as the Company balances relate to transfers to internal structured entities.

2 The securitisation noteholders have recourse only to the pool of residential mortgages which have been securitised. The carrying value of securitised assets and the associated liabilities approximates their fair value.

3 The total covered bonds issued by the Group to external investors at 30 September 2015 was \$27,013 million (2014: \$20,561 million), secured by \$30,368 million (2014 \$27,241 million) of specified residential mortgages. The associated liability represents the Company's liability to the covered bond SE. Covered bonds issued by the Company to external investors at 30 September 2015 were \$22,164 million (2014: \$16,969 million).

38: Life Insurance Business

The Group conducts its life insurance business through OnePath Life Limited and OnePath Life (NZ) Limited. This note is intended to provide disclosures in relation to the life insurance businesses conducted through these controlled entities.

CAPITAL ADEQUACY OF LIFE INSURER

Australian life insurers are required to hold reserves in excess of policy liabilities to support capital requirements under the Life Insurance Act (Life Act).

The life insurance business in New Zealand is not governed by the Life Act as this is a foreign domiciled life insurance company. The company is however required to meet similar capital requirements.

The summarised capital information below, in respect of capital requirements under the Life Act, has been extracted from the financial statements prepared by OnePath Life Limited. For detailed capital adequacy information on a statutory fund basis, users of this annual financial report should refer to the separate financial statements prepared by OnePath Life Limited.

	OnePath Life Limited	
	2015 \$m	2014 \$m
Capital Base	538	524
Prescribed Capital Amount (PCA)	316	295
Capital Adequacy Multiple (times)	1.69	1.78

LIFE INSURANCE BUSINESS PROFIT ANALYSIS

	Life insurance contracts		Life investment contracts		Consolidated	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Net shareholder profit after income tax	386	235	143	114	529	349
Net shareholder profit after income tax is represented by:						
Emergence of planned profit margins	198	181	93	87	291	268
Difference between actual and assumed experience	7	(21)	29	12	36	(9)
(Loss recognition)/reversal of previous losses on groups of related products	–	–	–	–	–	–
Investment earnings on retained profits and capital	181	75	21	15	202	90
Changes in assumptions	–	–	–	–	–	–
Net policyholder profit in statutory funds after income tax	18	16	–	–	18	16
Net policyholder profit in statutory funds after income tax is represented by:						
Emergence of planned profits	14	12	–	–	14	12
Investment earnings on retained profits and experience profits	4	4	–	–	4	4

INVESTMENTS RELATING TO LIFE INSURANCE BUSINESS

	Consolidated	
	2015 \$m	2014 \$m
Equity securities	10,898	10,528
Debt securities	6,460	6,503
Investments in managed investment schemes	16,781	15,954
Derivative financial assets/(liability)	(81)	(203)
Cash and cash equivalents	762	797
Total investments backing policy liabilities designated at fair value through profit or loss¹	34,820	33,579

¹ This includes \$3,291 million (2014: \$3,181 million) in respect of investments relating to external unit holders. In addition, the investment balance has been reduced by \$4,636 million (2014: \$4,779 million) in respect of the elimination of intercompany balances and Treasury Shares.

Investments held in statutory funds can only be used to meet the liabilities and expenses of that fund, or to make profit distributions when solvency and capital adequacy requirements of the Life Act and Insurance (Prudential Supervision) Act 2010 are met. Accordingly, with the exception of permitted profit distributions, the investments held in the statutory funds are not available for use by other parties of the Group.

NOTES TO THE FINANCIAL STATEMENTS (continued)

38: Life Insurance Business (continued)

INSURANCE POLICY LIABILITIES

a) Policy liabilities

	Consolidated	
	2015 \$m	2014 \$m
Life insurance contract liabilities		
Best estimate liabilities		
Value of future policy benefits	9,290	6,854
Value of future expenses	2,204	2,024
Value of future premium	(14,086)	(10,697)
Value of declared bonuses	15	15
Value of future profits		
Policyholder bonus	23	27
Shareholder profit margin	2,232	1,655
Business valued by non-projection method	4	5
Total insurance contract liabilities	(318)	(117)
Unvested policyholder benefits	41	42
Liabilities ceded under reinsurance contracts	649	591
Total life insurance contract liabilities	372	516
Life investment contract liabilities^{1,2}	35,029	34,038
Total policy liabilities	35,401	34,554

1 Designated at fair value through profit or loss.

2 Life investment contract liabilities that relate to a capital guaranteed element is \$1,354 million (2014: \$1,526 million). Life investment contract liabilities subject to investment performance guarantees is \$842 million (2014: \$960 million).

b) Reconciliation of movements in policy liabilities

	Life investment contracts		Life insurance contracts		Consolidated	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Policy liabilities						
Gross liability brought forward	34,038	31,703	516	685	34,554	32,388
Movements in policy liabilities reflected in the income statement	1,520	2,388	(144)	(169)	1,376	2,219
Deposit premium recognised as a change in life investment contract liabilities	5,165	5,311	–	–	5,165	5,311
Fees recognised as a change in life investment contract liabilities	(463)	(462)	–	–	(463)	(462)
Withdrawal recognised as a change in other life investment contract liabilities	(5,231)	(4,902)	–	–	(5,231)	(4,902)
Gross policy liabilities closing balance	35,029	34,038	372	516	35,401	34,554
Liabilities ceded under reinsurance¹						
Balance brought forward	–	–	591	519	591	519
Movements in reinsurance assets reflected in the income statement	–	–	58	72	58	72
Closing balance	–	–	649	591	649	591
Total policy liabilities net of reinsurance asset	35,029	34,038	(277)	(75)	34,752	33,963

1 Liabilities ceded under reinsurance contracts are shown as 'other assets'.

c) Sensitivity analysis – Life investment contract liabilities

Market risk arises on the Group's life insurance business in respect of life investment contracts where an element of the liability to the policyholder is guaranteed by the Group. The value of the guarantee is impacted by changes in underlying asset values and interest rates. As at 30 September 2015, a 10% decline in equity markets would have decreased profit by \$12 million (2014: \$15 million) and a 10% increase would have increased profit by \$5 million (2014: \$nil). A 1% increase in interest rates at 30 September 2015 would have decreased profit by \$4 million (2014: \$9 million) and 1% decrease would have increased profit by \$6 million (2014: \$nil).

METHODS AND ASSUMPTIONS – LIFE INSURANCE CONTRACTS

Significant actuarial methods

The effective date of the actuarial report on policy liabilities (which includes insurance contract liabilities and life investment contract liabilities) and solvency requirements is 30 September 2015.

In Australia, the actuarial report was prepared by Mr Jaimie Sach FIAA Appointed Actuary, a fellow of the Institute of Actuaries of Australia. The actuarial reports indicate Mr Sach is satisfied as to the accuracy of the data upon which policy liabilities have been determined.

The amount of policy liabilities has been determined in accordance with methods and assumptions disclosed in this financial report and the requirements of the Life Act, which includes applicable standards of the APRA.

In New Zealand, the actuarial report was prepared by Mr Michael Bartram FIAA FNZSA, a fellow of the Institute of Actuaries of Australia and a fellow of the New Zealand Society of Actuaries. The actuarial reports indicate that Mr Bartram is satisfied as to the accuracy of the data upon which policy liabilities have been determined.

38: Life Insurance Business (continued)

Policy liabilities have been calculated in accordance with Prudential Standard LPS 340 Valuation of Policy Liabilities issued by the APRA in accordance with the requirements of the Life Act. For life insurance contracts the Standard requires the policy liabilities to be calculated in a way which allows for the systematic release of planned margins as services are provided to policyholders.

The profit carriers used to achieve the systematic release of planned margins are based on the product groups.

Critical assumptions

The valuation of the policy liabilities is dependant on a number of variables including interest rate, equity prices, future expenses, mortality, morbidity and inflation. The critical estimates and judgements used in determining the policy liabilities is set out in note 2 (vi) on page 76.

Sensitivity analysis – life insurance contracts

The Group conducts sensitivity analysis to quantify the exposure of the life insurance contracts to risk of changes in the key underlying variables such as interest rate, equity prices, mortality, morbidity and inflation. The valuations included in the reported results and the Group's best estimate of future performance is calculated using certain assumptions about these variables. The movement in any key variable will impact the performance and net assets of the Group and as such represents a risk. The table below illustrates how changes in key assumptions would impact the reported profit, insurance contract policy liabilities and equity at 30 September 2015.

Variable	Impact of movement in underlying variable	Change in variable % change	Profit/(loss) net of reinsurance \$m	Insurance contract liabilities net of reinsurance \$m	Equity \$m
Market interest rates	A change in market interest rates affects the value placed on future cash flows. This changes profit and shareholder equity.	-1% +1%	69 (55)	(97) 77	69 (55)
Expense risk	An increase in the level or inflationary growth of expenses over assumed levels will decrease profit and shareholder equity.	-10% +10%	– –	– –	– –
Mortality risk	Greater mortality rates would lead to higher levels of claims occurring, increasing associated claims cost and therefore reducing profit and shareholder equity.	-10% +10%	(4) –	5 –	(4) –
Morbidity risk	The cost of health-related claims depends on both the incidence of policyholders becoming ill and the duration which they remain ill. Higher than expected incidence and duration would increase claim costs, reducing profit and shareholder equity.	-10% +10%	– (30)	– 43	– (30)
Discontinuance risk	An increase in discontinuance rates at earlier durations has a negative effect as it affects the ability to recover acquisition expenses and commissions.	-10% +10%	– –	– –	– –

LIFE INSURANCE RISK

Insurance risk is the risk of loss due to unexpected changes in current and future insurance claims rates. Insurance risk exposure arises in the life insurance business as the risk that claims payments are greater than expected. In the life insurance business this arises primarily through mortality (death) or morbidity (illness or injury) risks being greater than expected.

Insurance risks are controlled through the use of underwriting procedures and reinsurance arrangements. Controls are also maintained over claims management practices to assist in the correct and timely payment of insurance claims. Regular monitoring of experience is conducted at a sufficiently detailed level in order to identify any deviation from expected claim levels.

Financial risks relating to the Group's life insurance business are generally monitored and controlled by selecting appropriate assets to back insurance and life investment contract liabilities. Wherever possible within regulatory constraints, the Group segregates policyholders funds from shareholders funds and sets investment mandates that are appropriate for each. The assets are regularly monitored by the Wealth Asset Liability Committee and Wealth Product Committee to ensure that there are no material asset and liability mismatch issues and other risks, such as liquidity risk and credit risk, are maintained within acceptable limits.

All financial assets within the life insurance statutory funds directly support either the Group's life insurance contracts, life investment contracts or capital requirements. Market risk arises for the Group on contracts where the liabilities to policyholders are guaranteed. The Group manages this risk by the monthly monitoring and rebalancing of assets to policy liabilities. However, for some contracts the ability to match asset characteristics with policy obligations is constrained by a number of factors including regulatory constraints, the lack of suitable investments as well as by the nature of the policy liabilities themselves.

Market risk also arises from those life investment contracts where the asset management fees earned are directly impacted by the value of the underlying assets. The Group is exposed to the risk of future decreased asset management fees as a result of a decline in assets under management and operational risk associated with the possible failure to administer life investment contracts in accordance with the product terms and conditions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

38: Life Insurance Business (continued)

Risk strategy

In compliance with contractual and regulatory requirements, a strategy is in place to monitor that the risks underwritten satisfy policyholders' risk and reward objectives whilst not adversely affecting the Group's ability to pay benefits and claims when due. The strategy involves the identification of risks by type, impact and likelihood, the implementation of processes and controls to mitigate the risks, and continuous monitoring and improvement of the procedures in place to minimise the chance of an adverse compliance or operational risk event occurring. Included in this strategy are the processes and controls over underwriting, claims management and product pricing. Capital management is also a key aspect of the Group's risk management strategy.

Allocation of capital

The Group's life insurance businesses are subject to regulatory capital requirements which prescribe the amount of capital to be held depending on the contract liability.

Solvency margin requirements established by APRA are in place to reinforce safeguards for policyholders' interest, which are primarily the ability to meet future claims payments in respect of existing policies.

Methods to limit or transfer insurance risk exposures

Reinsurance – Reinsurance treaties are analysed using a number of analytical modelling tools to assess the impact on the Group's exposure to risk with the objective of achieving the desired choice of the type of reinsurance and retention levels.

Underwriting procedures – Strategic underwriting decisions are put into effect using the underwriting procedures detailed in the Group's underwriting manual. Such procedures include limits to delegated authorities and signing powers.

Claims management – Strict claims management procedures are in place to assist in the timely and correct payment of claims in accordance with policy conditions.

39: Fiduciary Activities

The Group provides fiduciary services to third parties including custody, nominee, trustee, administration and investment management services predominantly through the Global Wealth segment. This involves the Group holding assets on behalf of third parties and making decisions regarding the purchase and sale of financial instruments. In circumstances where ANZ is not the beneficial owner or does not control the assets, they are not recognised in these financial statements.

40: Superannuation and Post Employment Benefit Obligations

The Group participates in a number of pension, superannuation and post-retirement medical benefit schemes throughout the world. The Group may be obliged to contribute to the schemes as a consequence of legislation and/or provisions of the trust deeds. Set out below is a summary of amounts recognised in these financial statements in respect of the defined benefit sections of these schemes:

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Amount recognised in the income statement				
Current service cost	7	6	3	3
Administration costs	1	1	1	1
Net interest cost	(2)	1	(2)	–
Adjustment for contributions tax	1	2	–	–
Total included in personnel expenses	7	10	2	4
Amounts recognised in other comprehensive income (pre-tax)				
Remeasurement (gains)/losses incurred during the year and recognised directly in retained earnings	6	(43)	(24)	(8)
Cumulative remeasurement (gains)/losses recognised directly in retained earnings	218	212	193	217
Defined benefit obligation and scheme assets				
Present value of funded defined benefit obligation ¹	(1,538)	(1,327)	(1,322)	(1,151)
Fair value of scheme assets	1,623	1,335	1,452	1,183
Total	85	8	130	32
As represented in the balance sheet				
Net liabilities arising from defined benefit obligations included in payables and other liabilities	(59)	(39)	(14)	(15)
Net assets arising from defined benefit obligations included in other assets	144	47	144	47
Total	85	8	130	32

¹ The Group's defined benefit obligation relates solely to funded arrangements. The liability relates predominantly to pension payments to retired members or their dependants. The basis of calculation is set out in note 1 F(vii).

40: Superannuation and Post Employment Benefit Obligations (continued)

	Consolidated		The Company	
	2015 \$m	2014 \$m	2015 \$m	2014 \$m
Movements in the present value of the defined benefit obligation				
Opening defined benefit obligation	1,327	1,265	1,151	1,047
Current service cost	7	6	3	3
Interest cost	54	54	48	45
Contributions from scheme participants	–	–	–	–
Remeasurements:				
Actuarial (gains)/losses – experience	(22)	(4)	(20)	1
Actuarial (gains)/losses – change in demographic assumptions	9	(7)	–	–
Actuarial (gains)/losses – change in financial assumptions	36	33	18	35
Actuarial (gains)/losses – change in ESCT	10	(10)	–	–
Curtailments	–	–	–	–
Settlements	–	–	–	–
Exchange difference on foreign schemes	187	74	182	71
Benefits paid	(70)	(84)	(60)	(51)
Closing defined benefit obligation	1,538	1,327	1,322	1,151
Movements in the fair value of the scheme assets				
Opening fair value of scheme assets	1,335	1,174	1,183	1,018
Interest income	56	53	50	45
Return on scheme assets excluding amounts included in interest income	27	55	22	44
Contributions from the employer	79	66	68	57
Contributions from scheme participants	–	–	–	–
Benefits paid	(70)	(84)	(60)	(51)
Administrative costs paid	(1)	(1)	(1)	(1)
Settlements	–	–	–	–
Exchange difference on foreign schemes	197	72	190	71
Closing fair value of scheme assets ¹	1,623	1,335	1,452	1,183

1 Scheme assets include the following financial instruments issued by the Group: cash and short-term instruments \$1.7 million (September 2014: \$1.7 million), fixed interest securities \$0.5 million (September 2014: \$0.4 million) and equities nil (September 2014: \$0.1 million).

	Consolidated			The Company		
	Quoted \$m	Unquoted \$m	Value \$m	Quoted \$m	Unquoted \$m	Value \$m
Composition of scheme assets						
2015						
Equities	198	–	198	193	–	193
Debt securities	–	35	35	–	34	34
Pooled investment funds	249	1,133	1,382	157	1,060	1,217
Property	–	1	1	–	1	1
Cash and equivalents	6	–	6	6	–	6
Other	1	–	1	1	–	1
Total at the end of the year	454	1,169	1,623	357	1,095	1,452
2014						
Equities	184	–	184	180	–	180
Debt securities	–	276	276	–	270	270
Pooled investment funds	240	612	852	153	558	711
Property	–	1	1	–	1	1
Cash and equivalents	13	–	13	13	–	13
Other	9	–	9	8	–	8
Total at the end of the year	446	889	1,335	354	829	1,183

40: Superannuation and Post Employment Benefit Obligations (continued)

	Consolidated		The Company	
	2015	2014	2015	2014
Actuarial assumptions used to determine the present value of the defined benefit obligation for the main defined benefit sections				
Discount rate (% p.a.)	3.2 – 3.7	3.6 – 4.3	3.7	3.6 – 4.0
Future salary increases (% p.a.)	2.5 – 3.5	2.5 – 3.7	3.5	3.7
Future pension indexation				
– In payment (% p.a.)	2.2 – 3.0	2.2 – 3.2	2.5 – 3.0	2.5 – 3.2
– In deferment (% p.a.)	2.0	2.3	2.0	2.3
Life expectancy at age 60 for current pensioners				
– Males (years)	22.6 – 28.4	22.6 – 28.4	22.6 – 28.4	22.6 – 28.4
– Females (years)	26.3 – 30.7	26.3 – 30.5	26.3 – 30.5	26.3 – 30.5

The weighted average duration of the benefit payments reflected in the defined benefit obligation is 16.5 years (2014: 16.2 years) for Consolidated and 16.3 years (2014: 16.3 years) for the Company.

	Consolidated				The Company			
	Impact on defined benefit obligation for 2015		Impact on defined benefit obligation for 2014		Impact on defined benefit obligation for 2015		Impact on defined benefit obligation for 2014	
	Increase/(decrease)		Increase/(decrease)		Increase/(decrease)		Increase/(decrease)	
Sensitivity analysis	%	\$m	%	\$m	%	\$m	%	\$m
Changes in actuarial assumptions								
0.5% increase in discount rate	(7.7)	(119)	(7.6)	(101)	(8.3)	(109)	(8.2)	(94)
0.5% increase in pension indexation	7.7	118	7.5	100	8.3	109	8.2	94
1 year increase to life expectancy	2.7	41	2.7	35	2.7	35	2.7	31

The sensitivity analysis shows the effect of reasonably possible changes in significant assumptions on the value of scheme liabilities. The sensitivities provided assume that all other assumptions remain unchanged and are not intended to represent changes that are the extremes of possibility. The figure shown is the difference between the recalculated liability figure and that stated in the balance sheet as detailed above.

GOVERNANCE OF THE SCHEMES AND FUNDING OF THE DEFINED BENEFIT SECTIONS

The main schemes in which the Group participates operate under trust law and are managed and administered on behalf of the members in accordance with the terms of the relevant trust deed and rules and all relevant legislation. These schemes have corporate trustees, which are wholly owned subsidiaries of the Group. The trustees are the legal owners of the assets which are held separately from the assets of the Group. The trustees are solely responsible for setting investment policy and for agreeing funding requirements with the employer through the triennial actuarial valuation process.

Employer contributions to the defined benefit sections are based on recommendations by the schemes' actuaries. Funding recommendations are made by the actuaries based on assumptions of various matters such as future investment performance, interest rates, salary increases, mortality rates and turnover levels. The funding methods adopted by the actuaries are intended to ensure that the benefit entitlements of employees are fully funded by the time they become payable.

As at the most recent reporting dates of the schemes, the aggregate deficit of net market value of assets over the value of accrued benefits on the funding bases was \$129 million (2014: \$92 million).

In 2015 the Group made contributions totalling \$79 million (2014: \$66 million) to the defined benefit sections of the schemes, and expects to make a \$68 million contribution in the next financial year. The employer contributions to the defined contribution sections of the schemes are included as superannuation costs in personnel expenses.

The Group has a legal liability to fund deficits in the schemes, but no legal right to use any surplus in the schemes to further its own interests. The Group has no present liability to settle deficits with an immediate contribution.

Further details about the funding and contributions for the main defined benefit sections of the schemes are described below.

► ANZ Australian Staff Superannuation Scheme

The Pension Section of the ANZ Australian Staff Superannuation Scheme provides pension benefits to retired members and their dependants. This section of the Scheme was closed to new members in 1987.

An interim actuarial valuation, conducted by consulting actuaries Russell Employee Benefits as at 31 December 2014, showed a surplus of \$0.3 million and the actuary recommended that the Group make no contribution to the Pension Section for the year to 31 December 2015 and the funding position be reviewed as part of an interim actuarial valuation as at 31 December 2015. The next full actuarial valuation is due to be conducted as at 31 December 2016.

The Group has no present liability under the Scheme's Trust Deed to commence contributions or fund any deficit.

► ANZ UK Staff Pension Scheme

This Scheme provides pension benefits. From 1 October 2003, members contribute 5% of salary. The Scheme was closed to new members on 1 October 2004.

Following a full actuarial valuation as at 31 December 2012, the Group agreed to make regular contributions at the rate of 26% of pensionable salaries. These contributions are sufficient to cover the cost of accruing benefits. To address the deficit, the Group agreed to continue to pay additional quarterly contributions of GBP 7.5 million until 2016. These contributions will be reviewed following the next actuarial valuation which is scheduled to be undertaken as at 31 December 2015.

40: Superannuation and Post Employment Benefit Obligations (continued)

An interim actuarial valuation, conducted by consulting actuaries Towers Watson as at 31 December 2014, showed a deficit of GBP 44 million (\$95 million at 30 September 2015 exchange rates) measured on a funding basis.

The Group has no present liability under the Scheme's Trust Deed to fund the deficit measured on a funding basis. A contingent liability may arise in the event that the Scheme was wound up. If this were to happen, the Trustee would be able to pursue the Group for additional contributions under the UK Employer Debt Regulations. The Group intends to continue the Scheme on an on-going basis.

► National Bank Staff Superannuation Fund

The defined benefit section of the Fund provides pension benefits and was closed to new members on 1 October 1991. Members contribute 5% of salary.

An actuarial valuation of the National Bank Staff Superannuation Fund, conducted by consulting actuaries AON Consulting NZ, as at 31 March 2014 showed a deficit of NZD21 million (\$19 million at 30 September 2015 exchange rates). Following the full actuarial valuation as at 31 March 2013, the actuary recommended that the Group make contributions of 24.8% of salaries plus a lump sum contribution of NZD5 million p.a. (net of employer superannuation contribution tax) in respect of members of the defined benefit section.

The Group has no present liability under the Fund's Trust Deed to fund the deficit measured on a funding basis. A contingent liability may arise in the event that the Fund was wound up. Under the Fund's Trust Deed, if the Fund were wound up, the Group is required to pay the Trustees of the Fund an amount sufficient to ensure members do not suffer a reduction in benefits to which they would otherwise be entitled. The Group intends to continue the defined benefit section of the Fund on an on-going basis.

Amounts were also recognised in the financial statements in respect of other defined benefit arrangements in New Zealand, Taiwan, Japan, Philippines and the UK.

41: Employee Share and Option Plans

ANZ operates a number of employee share and option schemes under the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan.

ANZ EMPLOYEE SHARE ACQUISITION PLAN

ANZ Employee Share Acquisition Plan schemes that operated during the 2014 and 2015 years were the Employee Share Offer and the Deferred Share Plan.

Employee Share Offer

Most permanent employees who have had continuous service for three years are eligible to participate in the Employee Share Offer enabling the grant of up to AUD1,000 of ANZ shares in each financial year, subject to approval of the Board. At a date approved by the Board, the shares will be granted to all eligible employees using the one week Volume Weighted Average Price (VWAP) of ANZ shares traded on the ASX in the week leading up to and including the date of grant.

In Australia and three overseas locations (Cook Islands, Kiribati and Solomon Islands), ANZ ordinary shares are granted to eligible employees for nil consideration and vest immediately when granted, as there is no forfeiture provision. It is a requirement, however, that shares are held in trust for three years from the date of grant, after which time they may remain in trust, be transferred to the employee's name or sold. Dividends received on the shares are automatically reinvested into the dividend reinvestment plan.

In New Zealand shares are granted to eligible employees upon payment of NZD one cent per share.

Shares granted in New Zealand and the remaining overseas locations under this plan vest subject to the satisfaction of a three year service period, after which time they may remain in trust, be transferred into the employee's name or sold. Unvested shares are forfeited in the event of resignation or dismissal for serious misconduct. Dividends are either paid as cash or reinvested into the Dividend Reinvestment Plan.

During the 2015 year, 643,568 shares with an issue price of \$31.84 were granted under the Employee Share Offer to employees on 4 December 2014 (2014 year: 794,855 shares with an issue price of \$31.85 were granted on 4 December 2013).

Deferred Share Plan

Under ANZ's standard Short Term Incentive (STI)¹ arrangements equity deferral into shares applies to half of all incentive amounts above a specified threshold. Half the deferred portion is deferred for one year and half deferred for two years.

Under the Institutional Total Incentives Performance Plan (TIPP) mandatory deferral into shares also applies to 60% of incentive amounts above a specified threshold, deferred evenly over three years.

Selected employees may be granted Long Term Incentive (LTI)² deferred shares which vest to the employee three years from the date of grant.

In exceptional circumstances, deferred shares may be granted to certain employees upon commencement with ANZ to compensate for remuneration forgone from their previous employer. The vesting period generally aligns with the remaining vesting period of remuneration forgone, and therefore varies between grants. Retention deferred shares may also be granted occasionally to high performing employees who are regarded as a significant retention risk to ANZ.

Unless the Board decides otherwise, unvested deferred shares are forfeited on resignation, termination on notice or dismissal for serious misconduct. Deferred shares remain at risk and can be adjusted downwards at any time prior to the vesting date. The deferred shares may be held in trust beyond the deferral period.

The employee receives dividends on deferred shares while those shares are held in trust (cash or dividend reinvestment plan).

Deferred share rights may be granted instead of deferred shares in some countries as locally appropriate (refer to Deferred Share Rights section).

The issue price for deferred shares is based on the VWAP of the shares traded on the ASX in the week leading up to and including the date of grant.

1 Also referred to as Annual Variable Remuneration (AVR).

2 Also referred to as Long Term Variable Remuneration (LTVR).

41: Employee Share and Option Plans (continued)

During the 2015 year, 5,129,479 deferred shares with a weighted average grant price of \$31.96 were granted under the deferred share plan (2014 year: 4,940,721 shares with a weighted average grant price of \$31.79 were granted).

In accordance with the downward adjustment provisions detailed in Section 6.2, Variable Remuneration of the 2015 Remuneration Report, Board discretion was exercised to adjust downward 135,592 deferred shares in 2015 and none in 2014.

Share Valuations

The fair value of shares granted in the 2015 year under the Employee Share Offer and the Deferred Share Plan, measured as at the date of grant of the shares, is \$184.4 million based on 5,773,047 shares at a volume weighted average price of \$31.93 (2014 year: fair value of shares granted was \$181.8 million based on 5,735,576 shares at a weighted average price of \$31.70). The VWAP of all ANZ shares sold on the ASX on the date of grant is used to calculate the fair value of shares. No dividends are incorporated into the measurement of the fair value of shares.

ANZ SHARE OPTION PLAN

Selected employees may be granted options/rights, which entitle them to acquire ordinary fully paid shares in ANZ at a price fixed at the time the options/rights are granted. Voting and dividend rights will be attached to the ordinary shares allocated on exercise of the options/rights.

Each option/right entitles the holder to one ordinary share subject to the terms and conditions imposed on grant. The exercise price of the options, determined in accordance with the rules of the plan, is generally based on the VWAP of the shares traded on the ASX in the week leading up to and including the date of grant. For rights, the exercise price is nil.

The option plan rules set out the entitlements a holder of options/rights has prior to exercise in the event of a bonus issue, pro-rata new issue or reorganisation of ANZ's share capital. In summary:

- ▶ if ANZ has issued bonus shares during the life of an option and prior to the exercise of the option, then when the option is exercised the option holder is also entitled to be issued such number of bonus shares as the holder would have been entitled to if the option holder had held the underlying shares at the time of the bonus issue;
- ▶ if ANZ makes a pro-rata offer of securities during the life of an option and prior to the exercise of the option, the exercise price of the option will be adjusted in the manner set out in the ASX Listing Rules; and
- ▶ in respect of rights, if there is a bonus issue or reorganisation of ANZ's share capital, the number of rights or the number of underlying shares may be adjusted so that there is no advantage or disadvantage to the holder.

Holders otherwise have no other entitlements to participate in any new issue of ANZ securities prior to exercise of their options/rights. Holders also have no right to participate in a share issue of a body corporate other than ANZ (e.g. a subsidiary).

ANZ Share Option Plan schemes expensed in the 2014 and 2015 years are as follows:

Option Plans that operated during 2014 and 2015

Performance Rights Plan (excluding CEO Performance Rights)

Performance rights are granted to selected employees as part of ANZ's incentive plans. Performance rights provide the right to acquire ANZ shares at nil cost, subject to a three year vesting period and from 1 October 2013 two Total Shareholder Return (TSR) performance hurdles (previously one TSR performance hurdle).

For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

The provisions that apply in the case of cessation of employment are detailed in Section 6.3, Other Remuneration Elements in the 2015 Remuneration Report.

During the 2015 year, 1,389,890 performance rights (excluding CEO performance rights) were granted (2014: 1,452,456).

In accordance with the downward adjustment provisions detailed in 6.2, Variable Remuneration of the 2015 Remuneration Report, Board discretion was exercised to adjust downward 1,552 performance rights in 2015 and none in 2014.

CEO Performance Rights

At the 2014 Annual General Meeting shareholders approved a LTI grant of performance rights to the CEO with an award value of \$3.4 million, divided into two equal tranches. This equated to 119,382 performance rights being allocated for the first tranche and 109,890 performance rights being allocated for the second tranche. Each tranche will be subject to testing against a separate TSR hurdle after three years from the start of the performance period, i.e. November 2017.

At the 2011, 2012 and 2013 Annual General Meetings shareholders approved LTI grants to the CEO equivalent to 100% of his fixed pay at the time (\$3.15 million in 2011, 2012 and 2013). This equated to a total of 326,424 (2011), 328,810 (2012) and 201,086 (2013) performance rights being allocated, which are subject to testing against a TSR hurdle after three years, i.e. December 2014, 2015 and 2016 respectively. The 2011 grant of performance rights was tested in December 2014. Although ANZ achieved TSR growth of 87.83% over the three year period, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest. The performance rights lapsed in full at this time, and the CEO received no value. There is no retesting of this grant.

For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

The provisions that apply in the case of cessation of employment are detailed in Section 6.3, Other Remuneration Elements in the 2015 Remuneration Report.

41: Employee Share and Option Plans (continued)

Deferred Share Rights (no performance hurdles)

Deferred share rights provide the right to acquire ANZ shares at nil cost after a specified vesting period. The fair value of rights is adjusted for the absence of dividends during the restriction period. Treatment of rights in respect of cessation relates to the purpose of the grant (refer to Deferred Share Plan section above).

For deferred share rights grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion. All share rights were satisfied through a share allocation other than 21,737 deferred share rights (2014 year: 9,480 deferred share rights) where Board discretion was exercised.

In accordance with the downward adjustment provisions detailed in Section 6.2, Variable Remuneration of the 2015 Remuneration Report, Board discretion was exercised to adjust downward no deferred share rights in 2015 and none in 2014.

During the 2015 year 1,104,107 deferred share rights (no performance hurdles) were granted (2014: 837,011).

Legacy Option Plans

There were no legacy option plans expensed in the 2014 and 2015 years.

Options, deferred share rights and performance rights on issue

As at 4 November 2015, there were 2 holders of 18,062 options on issue, 1,341 holders of 2,233,829 deferred share rights on issue and 167 holders of 3,949,105 performance rights on issue.

Option/Rights Movements

Details of options/rights over unissued ANZ shares and their related weighted average exercise prices as at the beginning and end of 2015 and movements during 2015 follow:

	Opening balance 1 Oct 2014	Options/rights granted	Options/rights forfeited	Options/rights expired	Options/rights exercised	Closing balance 30 Sep 2015
Number of options/rights	5,431,903	2,723,269	(961,871)	(4,871)	(947,273)	6,241,157
Weighted average exercise price	\$0.24	\$0.00	\$0.00	\$18.63	\$0.81	\$0.07

The weighted average closing share price during the year ended 30 September 2015 was \$31.94 (2014: \$32.41).

The weighted average remaining contractual life of options/rights outstanding at 30 September 2015 was 3.1 years (2014: 3.1 years).

The weighted average exercise price of all exercisable options/rights outstanding at 30 September 2015 was \$1.51 (2014: \$9.73).

A total of 283,283 exercisable options/rights were outstanding at 30 September 2015 (2014: 131,793).

Details of options/rights over unissued ANZ shares and their related weighted average exercise prices as at the beginning and end of 2014 and movements during 2014 are set out below:

	Opening balance 1 Oct 2013	Options/rights granted	Options/rights forfeited	Options/rights expired	Options/rights exercised	Closing balance 30 Sep 2014
Number of options/rights	4,870,518	2,490,553	(785,136)	–	(1,144,032)	5,431,903
Weighted average exercise price	\$1.07	\$0.00	\$0.00	–	\$3.43	\$0.24

No options/rights over ordinary shares have been granted since the end of 2015 up to the signing of the Directors' Report on 4 November 2015.

NOTES TO THE FINANCIAL STATEMENTS (continued)

41: Employee Share and Option Plans (continued)

Details of shares issued as a result of the exercise of options/rights during 2015 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	2,892	–	0.00	556	–
0.00	19,694	–	0.00	4,388	–
0.00	4,859	–	0.00	585	–
23.71	16,096	381,636	0.00	1,652	–
23.71	16,096	381,636	0.00	1,739	–
0.00	1,712	–	0.00	184	–
0.00	1,030	–	0.00	1,868	–
0.00	39	–	0.00	30,025	–
0.00	1,098	–	0.00	4,624	–
0.00	4,597	–	0.00	3,545	–
0.00	340,479	–	0.00	12,562	–
0.00	55,604	–	0.00	2,459	–
0.00	15,055	–	0.00	67,514	–
0.00	21,968	–	0.00	27,655	–
0.00	6,371	–	0.00	4,816	–
0.00	2,650	–	0.00	918	–
0.00	2,882	–	0.00	1,061	–
0.00	10,587	–	0.00	606	–
0.00	5,928	–	0.00	3,262	–
0.00	4,885	–	0.00	2,978	–
0.00	123,317	–	0.00	558	–
0.00	38,297	–	0.00	194	–
0.00	1,404	–	0.00	1,108	–
0.00	2,167	–	0.00	610	–
0.00	21,774	–	0.00	994	–
0.00	26,414	–	0.00	724	–
0.00	2,295	–	0.00	432	–
0.00	804	–	0.00	1,000	–
0.00	600	–	0.00	421	–
0.00	1,713	–	0.00	387	–
0.00	2,139	–	0.00	396	–
0.00	9,658	–	0.00	125	–
0.00	2,223	–			

Details of shares issued as a result of the exercise of options/rights since the end of 2015 up to the signing of the Directors' Report on 4 November 2015 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	7,748	–	0.00	1,121	–
0.00	5,421	–	0.00	730	–
0.00	5,747	–	0.00	48	–
0.00	2,117	–	0.00	18	–
0.00	1,459	–	0.00	16	–
0.00	942	–			

41: Employee Share and Option Plans (continued)

Details of shares issued as a result of the exercise of options/rights during 2014 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	2,329	–	0.00	20,628	–
0.00	121,459	–	0.00	12,269	–
0.00	40,997	–	0.00	839	–
0.00	1,324	–	0.00	2,123	–
0.00	19,550	–	0.00	9,332	–
0.00	8,450	–	0.00	9,940	–
0.00	24,915	–	0.00	7,491	–
0.00	2,164	–	0.00	1,056	–
0.00	1,628	–	0.00	768	–
0.00	9,174	–	0.00	12,081	–
0.00	7,572	–	0.00	798	–
0.00	262	–	17.18	15,804	271,513
0.00	11,585	–	22.80	17,515	399,342
0.00	11,682	–	22.80	3,915	89,262
0.00	2,200	–	22.80	17,512	399,274
0.00	654	–	22.80	11,344	258,643
0.00	3,163	–	23.71	16,407	389,010
0.00	232,431	–	23.71	19,858	470,833
0.00	19,081	–	23.71	16,562	392,685
0.00	3,988	–	23.71	16,407	389,010
0.00	1,972	–	23.71	19,857	470,809
0.00	3,115	–	23.71	16,561	392,661
0.00	2,445	–	0.00	173,130	–
0.00	6,908	–	0.00	35,724	–
0.00	35,470	–	0.00	726	–
0.00	88,186	–	0.00	14,804	–
0.00	3,120	–	0.00	396	–
0.00	3,454	–	0.00	90	–
0.00	817	–			

NOTES TO THE FINANCIAL STATEMENTS (continued)

41: Employee Share and Option Plans (continued)

In determining the fair value below, the standard market techniques for valuation, including Monte Carlo and/or Black Scholes pricing models, were applied in accordance with the requirements of AASB 2 Share-based payments. The models take into account early exercise of vested equity, non-transferability and market based performance hurdles (if any). The significant assumptions used to measure the fair value of instruments granted during 2015 are contained in the table below:

Type	Grant date	Number of options/rights	Exercise price \$	Equity fair value \$	Share closing price at grant \$	ANZ expected volatility ¹ %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
STI/TIPP deferred share rights	21-Nov-14	234,600	0.00	30.16	31.82	17.5	3	1	1	5.50	2.53
	21-Nov-14	90,883	0.00	30.39	31.82	17.5	2.9	0.9	0.9	5.50	2.53
	21-Nov-14	247,421	0.00	28.58	31.82	17.5	4	2	2	5.50	2.53
	21-Nov-14	34,768	0.00	29.37	31.82	17.5	3.5	1.5	1.5	5.50	2.53
	21-Nov-14	36,681	0.00	27.84	31.82	17.5	4.5	2.5	2.5	5.50	2.53
	21-Nov-14	37,662	0.00	26.38	31.82	17.5	5.5	3.5	3.5	5.50	2.66
	21-Nov-14	184,029	0.00	27.09	31.82	17.5	5	3	3	5.50	2.53
LTI deferred share rights	21-Nov-14	154,179	0.00	27.09	31.82	17.5	5	3	3	5.50	2.53
LTI performance rights	21-Nov-14	695,358	0.00	14.24	31.82	17.5	5	3	3	5.50	2.53
	21-Nov-14	640,076	0.00	15.47	31.82	17.5	5	3	3	5.50	2.53
	21-Nov-14	21,382	0.00	13.97	31.82	17.5	5.5	3.5	3.5	5.50	2.66
	21-Nov-14	19,588	0.00	15.25	31.82	17.5	5.5	3.5	3.5	5.50	2.66
	18-Dec-14	119,382	0.00	13.67	30.98	17.5	5	3	3	5.50	2.20
	18-Dec-14	109,890	0.00	14.69	30.98	17.5	5	3	3	5.50	2.20
	25-Feb-15	7,022	0.00	15.24	35.31	17.5	5	3	3	5.25	1.86
	25-Feb-15	6,464	0.00	16.46	35.31	17.5	5	3	3	5.25	1.86
Other deferred share rights	21-Nov-14	9,777	0.00	30.58	31.82	17.5	2.7	0.7	0.7	5.50	2.53
	21-Nov-14	3,459	0.00	30.16	31.82	17.5	3	1	1	5.50	2.53
	21-Nov-14	3,486	0.00	29.60	31.82	17.5	3.4	1.4	1.4	5.50	2.53
	21-Nov-14	7,073	0.00	28.98	31.82	17.5	3.8	1.8	1.8	5.50	2.53
	21-Nov-14	3,650	0.00	28.58	31.82	17.5	4	2	2	5.50	2.53
	21-Nov-14	3,690	0.00	27.96	31.82	17.5	4.4	2.4	2.4	5.50	2.53
	21-Nov-14	3,276	0.00	27.47	31.82	17.5	4.8	2.8	2.8	5.50	2.53
	21-Nov-14	1,680	0.00	27.09	31.82	17.5	5	3	3	5.50	2.53
	21-Nov-14	3,894	0.00	26.50	31.82	17.5	5.4	3.4	3.4	5.50	2.66
	4-Dec-14	20,302	0.00	27.43	32.22	17.5	3	3	3	5.50	2.36
	27-Feb-15	1,185	0.00	33.58	35.34	17.5	3	1	1	5.25	1.91
	27-Feb-15	1,247	0.00	31.90	35.34	17.5	4	2	2	5.25	1.79
	1-Jun-15	4,021	0.00	31.50	32.72	17.5	2.7	0.7	0.7	5.25	1.89
	1-Jun-15	1,271	0.00	31.08	32.72	17.5	3	1	1	5.25	1.89
	1-Jun-15	7,664	0.00	29.92	32.72	17.5	3.7	1.7	1.7	5.25	1.94
	1-Jun-15	1,067	0.00	29.53	32.72	17.5	4	2	2	5.25	1.94
	1-Jun-15	2,334	0.00	28.43	32.72	17.5	4.7	2.7	2.7	5.25	1.94
	20-Aug-15	2,342	0.00	27.54	29.13	17.5	3	1	1	5.75	1.97
	20-Aug-15	2,477	0.00	26.04	29.13	17.5	4	2	2	5.75	1.89

¹ Expected volatility represents a measure of the amount by which ANZ's share price is expected to fluctuate over the life of the rights. The measure of volatility used in the model is the annualised standard deviation of the continuously compounded rates of return on the historical share price over a defined period of time preceding the date of grant. This historical average annualised volatility is then used to estimate a reasonable expected volatility over the expected life of the rights.

41: Employee Share and Option Plans (continued)

The significant assumptions used to measure the fair value of instruments granted during 2014 are contained in the table below:

Type	Grant date	Number of options/rights	Exercise price \$	Equity fair value \$	Share closing price at grant \$	ANZ expected volatility ¹ %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
STI/TIPP deferred share rights	22-Nov-13	39,269	0.00	31.68	31.68	n/a	2.4	0.4	0.4	5.80	n/a
	22-Nov-13	192,539	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
	22-Nov-13	202,523	0.00	28.60	31.68	20.0	4	2	2	5.25	2.75
	22-Nov-13	148,315	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
LTI deferred share rights	22-Nov-13	149,626	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
LTI performance rights	22-Nov-13	759,220	0.00	13.87	31.68	20.0	5	3	3	5.25	3.13
	22-Nov-13	693,236	0.00	15.19	31.68	20.0	5	3	3	5.25	3.13
	18-Dec-13	100,832	0.00	15.62	30.70	20.0	5	3	3	5.50	2.90
	18-Dec-13	100,254	0.00	15.71	30.70	20.0	5	3	3	5.50	2.90
Other deferred share rights	22-Nov-13	15,530	0.00	31.68	31.68	n/a	2.3	0.3	0.3	5.80	n/a
	22-Nov-13	918	0.00	30.50	31.68	20.0	2.7	0.7	0.7	5.25	2.54
	22-Nov-13	1,438	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
	22-Nov-13	3,671	0.00	29.69	31.68	20.0	3.3	1.3	1.3	5.25	2.54
	22-Nov-13	983	0.00	28.98	31.68	20.0	3.7	1.7	1.7	5.25	2.75
	22-Nov-13	5,009	0.00	28.60	31.68	20.0	4	2	2	5.25	2.75
	22-Nov-13	1,595	0.00	28.21	31.68	20.0	4.3	2.3	2.3	5.25	2.75
	22-Nov-13	217	0.00	27.53	31.68	20.0	4.7	2.7	2.7	5.25	3.13
	22-Nov-13	1,591	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
	4-Dec-13	25,710	0.00	27.24	31.76	20.0	3	3	3	5.25	3.08
	27-Feb-14	7,988	0.00	30.47	32.15	20.0	3	1	1	5.50	2.44
	27-Feb-14	6,036	0.00	28.89	32.15	20.0	4	2	2	5.50	2.69
	27-Feb-14	4,809	0.00	27.38	32.15	20.0	5	3	3	5.50	2.85
	1-Jun-14	5,116	0.00	32.64	33.49	17.5	3	0.5	0.5	5.50	2.54
	1-Jun-14	994	0.00	32.18	33.49	17.5	3	0.7	0.7	5.50	2.54
	1-Jun-14	1,298	0.00	31.73	33.49	17.5	3	1	1	5.50	2.54
	1-Jun-14	3,944	0.00	30.93	33.49	17.5	4	1.5	1.5	5.50	2.63
	1-Jun-14	1,049	0.00	30.50	33.49	17.5	4	1.7	1.7	5.50	2.63
	1-Jun-14	1,369	0.00	30.08	33.49	17.5	4	2	2	5.50	2.63
	1-Jun-14	1,807	0.00	29.32	33.49	17.5	5	2.5	2.5	5.50	2.74
	1-Jun-14	5,190	0.00	28.90	33.49	17.5	5	2.7	2.7	5.50	2.74
	1-Jun-14	771	0.00	28.51	33.49	17.5	5	3	3	5.50	2.74
	1-Jun-14	1,934	0.00	27.40	33.49	17.5	6	3.7	3.7	5.50	2.92
	20-Aug-14	524	0.00	32.35	33.27	17.5	3	0.5	0.5	5.50	2.47
	20-Aug-14	2,328	0.00	31.54	33.27	17.5	3	1	1	5.50	2.47
	20-Aug-14	292	0.00	30.66	33.27	17.5	4	1.5	1.5	5.50	2.54
	20-Aug-14	2,457	0.00	29.89	33.27	17.5	4	2	2	5.50	2.54
	20-Aug-14	171	0.00	29.06	33.27	17.5	5	2.5	2.5	5.50	2.64

¹ Expected volatility represents a measure of the amount by which ANZ's share price is expected to fluctuate over the life of the rights. The measure of volatility used in the model is the annualised standard deviation of the continuously compounded rates of return on the historical share price over a defined period of time preceding the date of grant. This historical average annualised volatility is then used to estimate a reasonable expected volatility over the expected life of the rights.

SATISFYING EQUITY AWARDS

All shares underpinning equity awards may be purchased on market, or be newly issued shares or a combination of both.

In relation to equity purchased on market during the 2015 financial year either under the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan, or to satisfy options or rights, for all employees 6,164,925 shares were purchased at an average price of \$32.11 per share (2014 year: 5,909,763 shares at an average price of \$31.93).

NOTES TO THE FINANCIAL STATEMENTS (continued)

42: Related Party Disclosures

A: KEY MANAGEMENT PERSONNEL COMPENSATION

Key Management Personnel (KMP) are defined as directors and those executives that report directly to the CEO with responsibility for the strategic direction and management of a major revenue generating division or who control material revenue and expenses. KMP compensation included in the personnel disclosure expenses is as follows:

	Consolidated	
	2015 ¹ \$000	2014 \$000
Short-term benefits	24,447	25,367
Post-employment benefits	914	921
Other long-term benefits	291	356
Termination benefits	104	–
Share-based payments	17,805	15,400
	43,561	42,044

1 Current period includes former CEO Australia notice period from 3 April 2014 until cessation of employment.

B: KEY MANAGEMENT PERSONNEL LOAN TRANSACTIONS

Loans made to directors of the Company and other KMP of the Group are made in the ordinary course of business on normal commercial terms and conditions no more favourable than those given to other employees or customers, including the term of the loan, security required and the interest rate. The aggregate of loans made, guaranteed or secured by any entity in the Group to KMP, including their related parties, were as follows:

	Consolidated		The Company	
	2015 \$000	2014 \$000	2015 \$000	2014 \$000
Loans advanced ¹	50,400	29,560	41,401	20,622
Interest charged ²	2,106	1,314	1,601	849

1 Balances are for KMP who were in office as of the balance sheet date.

2 Interest is for all KMP during the period.

C: KEY MANAGEMENT PERSONNEL HOLDINGS OF ANZ SECURITIES

KMP, including their related parties, held subordinated debt, shares, share rights and options over shares in the Group directly, indirectly or beneficially as shown below:

	Consolidated	
	2015 Number ¹	2014 Number ¹
Ordinary shares	4,137,367	3,876,106
Subordinated debt	17,227	10,499

1 Balances are for KMP who were in office as of the balance sheet date.

D: OTHER TRANSACTIONS OF KEY MANAGEMENT PERSONNEL AND THEIR RELATED PARTIES

All other transactions with KMP and their related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions generally involve the provision of financial and investment services including services to eligible international assignees ensuring they are neither financially advantaged nor disadvantaged by their relocation. All such transactions that have occurred with KMP and their related parties have been trivial or domestic in nature. In this context, transactions are only disclosed when they are considered of interest to the users of the financial report in making and evaluating decisions about the allocation of scarce resources.

E: ASSOCIATES

Significant associates are disclosed in note 35. During the course of the financial year the Company and its subsidiaries conducted transactions with all associates as shown below on terms equivalent to those on an arm's length basis.

	Consolidated		The Company	
	2015 \$000	2014 \$000	2015 \$000	2014 \$000
Amounts receivable from associates	7,436	81,193	5,283	80,628
Amounts payable to associates	6,614	77,977	5,703	2,210
Interest revenue	322	694	244	657
Interest expense	2,443	2,378	40	–
Dividend revenue	232,289	125,400	59,220	45,935
Costs recovered from associates	2,394	1,865	1,279	476

There have been no guarantees given or received. No outstanding amounts have been written down or recorded as allowances, as they are considered fully collectible.

42: Related Party Disclosures (continued)

F: SUBSIDIARIES

Significant controlled entities are disclosed in note 34. During the course of the financial year subsidiaries conducted transactions with each other and associates on terms equivalent to those on an arm's length basis. As of 30 September 2015, all outstanding amounts are considered fully collectible.

Transactions between the Company and its subsidiaries include the provision of a wide range of banking and other financial facilities. Details of amounts paid to or received from related parties, in the form of dividends or interest, are set out in note 3 and note 4.

Other intragroup transactions include the provision of management and administrative services, staff training, data processing facilities, transfer of tax losses, and the leasing of property plant and equipment.

43: Other Contingent Liabilities and Contingent Assets

In addition to the credit related contingent liabilities included at note 24, the Group also had contingent liabilities as at 30 September 2015 in respect of the matters outlined below. Where relevant, expert legal advice has been obtained and, in the light of such advice, provisions and/or disclosures as deemed appropriate have been made. In some instances we have not disclosed the estimated financial impact of the individual items either because it is not practicable to do so or because such disclosure may prejudice the interests of the Group.

i) Bank fees litigation

Litigation funder IMF Bentham Limited commenced a class action against ANZ in 2010, followed by a second similar class action in March 2013. Together the class actions are claimed to be on behalf of more than 40,000 ANZ customers. The customers currently involved in these class actions are only part of ANZ's customer base for credit cards and transaction accounts.

The applicants contended that the relevant exception fees (honour, dishonour and non-payment fees on transaction accounts and late payment and overlimit fees on credit cards) were unenforceable penalties (at law and in equity) and that various of the fees were also unenforceable under statutory provisions governing unconscionable conduct, unfair contract terms and unjust transactions.

In April 2015, the Full Federal Court delivered judgment in respect of appeals by both parties in the second class action. The Full Federal Court found in ANZ's favour in respect of all fees subject to appeal (in relation to both the penalty and statutory claims). All but one of those fees are no longer being pursued by IMF Bentham Limited. The one which is being pursued further is the credit card late payment fee – for which IMF Bentham Limited has obtained special leave to appeal to the High Court of Australia. The High Court appeal has been listed for hearing on 4 and 5 February 2016.

The first class action is on hold.

In August 2014, IMF Bentham Limited commenced a separate class action against ANZ for late payment fees charged to ANZ customers in respect of commercial credit cards and other ANZ products (at this stage not specified). The action is expressed to apply to all relevant customers, rather than being limited to those who have signed up with IMF Bentham Limited. The action is at an early stage and has been put on hold.

In June 2013, litigation funder Litigation Lending Services (NZ) commenced a representative action against ANZ for certain fees charged to New Zealand customers since 2007. This action is currently on hold.

There is a risk that further claims could emerge in Australia, New Zealand or elsewhere.

ii) Regulator investigations into BBSW and foreign exchange trading

Since mid-2012 the Australian Securities and Investments Commission (ASIC) has been undertaking inquiries into historic trading practices in the Australian interbank market known as the Bank Bill Swap Rate (BBSW) market. Since 2014, each of ASIC and the Australian Competition and Consumer Commission (ACCC) have been investigating foreign exchange trading conduct of various banks including ANZ. ASIC's and the ACCC's investigations are ongoing and the range of potential outcomes include civil and criminal penalties and other actions under the relevant legislation.

iii) Security recovery actions

Various claims have been made or are anticipated, arising from security recovery actions taken to resolve impaired assets over recent years. ANZ will defend these claims and any future claims.

iv) Clearing and settlement obligations

In accordance with the clearing and settlement arrangements set out:

- ▶ in the Australian Payments Clearing Association Limited's Regulations for the Australian Paper Clearing System, the Bulk Electronic Clearing System, the Issuers and Acquirers Community and the High Value Clearing System (HVCS), the Company has a commitment to comply with rules which could result in a bilateral exposure and loss in the event of a failure to settle by a member institution. The exposure arising from these arrangements is unquantifiable in advance; and
- ▶ in the Austraclear System Regulations (Austraclear) and the CLS Bank International Rules, the Company has a commitment to participate in loss-sharing arrangements in the event of a failure to settle by a member institution. The exposure arising from these arrangements is unquantifiable in advance.

For HVCS and Austraclear, the obligation arises only in limited circumstances.

43: Other Contingent Liabilities and Contingent Assets (continued)

v) Parent entity guarantees

The Company has issued letters of comfort and guarantees in respect of certain subsidiaries in the normal course of business. Under these letters and guarantees, the Company undertakes to ensure that those subsidiaries continue to meet their financial obligations, subject to certain conditions including that the entity remains a controlled entity of the Company.

vi) Sale of Grindlays businesses

On 31 July 2000, ANZ completed the sale to Standard Chartered Bank (SCB) of ANZ Grindlays Bank Limited and the private banking business of ANZ in the United Kingdom and Jersey, together with ANZ Grindlays (Jersey) Holdings Limited and its subsidiaries, for USD1.3 billion in cash. ANZ provided warranties and certain indemnities relating to those businesses and, where it was anticipated that payments would be likely under the warranties or indemnities, made provisions to cover the anticipated liability. The issue below has not impacted adversely the reported results. All settlements, penalties and costs to date have been covered within existing provisions.

Foreign Exchange Regulation Act (India)

In 1991 certain amounts were transferred from non-convertible Indian Rupee accounts maintained with Grindlays in India. These transactions may not have complied with the provisions of the Foreign Exchange Regulation Act, 1973. Grindlays, on its own initiative, brought these transactions to the attention of the Reserve Bank of India. The Indian authorities served notices on Grindlays and certain of its officers in India and civil penalties have been imposed which are the subject of appeals. Criminal prosecutions are pending and will be defended. The amounts in issue are not material.

vii) Deed of Cross Guarantee in respect of certain controlled entities

Pursuant to ASIC class order 98/1418 (as amended) dated 13 August 1998, relief was granted to a number of wholly owned controlled entities from the Corporations Act 2001 requirements for preparation, audit, and lodgement of individual financial statements in Australia. The results of these companies are included in the consolidated Group results.

The entities to which relief was granted are:

- ▶ ANZ Properties (Australia) Pty Ltd¹
- ▶ ANZ Capital Hedging Pty Ltd¹
- ▶ ANZ Funds Pty Ltd¹
- ▶ Votaint No. 1103 Pty Ltd²
- ▶ ANZ Securities (Holdings) Limited³
- ▶ ANZ Commodity Trading Pty Ltd⁴
- ▶ ANZ Nominees Limited⁵

It is a condition of the class order that the Company and each of the above controlled entities enter into a Deed of Cross Guarantee. A Deed of Cross Guarantee or subsequent Assumption Deeds under the class order were executed by them and lodged with the Australian Securities and Investments Commission. The Deed of Cross Guarantee is dated 1 March 2006. 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 any of the controlled entities under certain provisions of the Corporations Act 2001. If a winding up occurs in any other case, 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.

1 Relief originally granted on 21 August 2001.

2 Relief originally granted on 13 August 2002.

3 Relief originally granted on 9 September 2003.

4 Relief originally granted on 2 September 2008.

5 Relief originally granted on 11 February 2009.

43: Other Contingent Liabilities and Contingent Assets (continued)

The consolidated statement of comprehensive income and consolidated balance sheet of the Company and its wholly owned controlled entities which have entered into the Deed of Cross Guarantee in the relevant financial years are:

	Consolidated	
	2015 \$m	2014 \$m
Profit before tax	9,263	9,116
Income tax expense	(1,925)	(1,945)
Profit after income tax	7,338	7,171
Foreign exchange differences taken to equity, net of tax	807	175
Change in fair value of available-for-sale financial assets, net of tax	(31)	34
Change in fair value of cash flow hedges, net of tax	103	125
Actuarial gains/(loss) on defined benefit plans, net of tax	19	6
Other comprehensive income, net of tax	898	340
Total comprehensive income	8,236	7,511
Retained profits at start of year	18,990	16,499
Profit after income tax	7,338	7,171
Ordinary share dividends provided for or paid	(4,905)	(4,694)
Transfer from reserves	7	8
Actuarial gains/(loss) on defined benefit plans after tax	19	6
Retained profits at end of year	21,449	18,990
Assets		
Cash	51,217	30,655
Settlement balances owed to ANZ	16,601	18,150
Collateral paid	8,234	4,873
Available-for-sale assets/investment securities	37,612	26,151
Net loans and advances	447,799	414,349
Other assets	267,579	209,318
Premises and equipment	1,047	1,065
Total assets	830,089	704,561
Liabilities		
Settlement balances owed by ANZ	9,901	8,189
Collateral received	6,886	4,886
Deposits and other borrowings	472,031	423,172
Income tax liability	249	366
Payables and other liabilities	307,390	234,807
Provisions	731	695
Total liabilities	797,188	672,115
Net assets	32,901	32,446
Shareholders' equity¹	32,901	32,446

¹ Shareholders' equity excludes retained profits and reserves of controlled entities within the class order.

CONTINGENT ASSETS

National Housing Bank

ANZ is pursuing recovery of the proceeds of certain disputed cheques which were credited to the account of a former Grindlays customer in the early 1990s.

The disputed cheques were drawn on the National Housing Bank (NHB) in India. Proceedings between Grindlays and NHB concerning the proceeds of the cheques were resolved in early 2002.

Recovery is now being pursued from the estate of the Grindlays customer who received the cheque proceeds. Any amounts recovered are to be shared between ANZ and NHB.

NOTES TO THE FINANCIAL STATEMENTS (continued)

44: Compensation of Auditors

	Consolidated		The Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
KPMG Australia¹				
Audit or review of financial reports of the Company or Group entities	8,824	9,031	5,377	5,346
Audit-related services ²	4,093	3,166	3,026	2,444
Non-audit services ³	126	630	126	530
	13,043	12,827	8,529	8,320
Overseas related practices of KPMG Australia				
Audit or review of financial reports of the Company or Group entities	6,022	5,396	1,537	1,227
Audit-related services ²	1,394	1,195	682	516
Non-audit services ³	256	4	–	–
	7,672	6,595	2,219	1,743
Total compensation of auditors	20,715	19,422	10,748	10,063

1 Inclusive of goods and services tax.

2 For the Group, comprises prudential and regulatory services of \$4.000 million (2014: \$3.217 million), comfort letters \$0.745 million (2014: \$0.814 million) and other \$0.742 million (2014: \$0.330 million). For the Company, comprises prudential and regulatory services of \$2.556 million (2014: \$1.927 million), comfort letters of \$0.565 million (2014: \$0.585 million) and other \$0.587 million (2014: \$0.448 million).

3 The nature of the non-audit services include reviews of compliance with legal and regulatory requirements, benchmarking reviews and a branch optimisation analysis performed during the year. Further details are provided in the Directors' Report.

Group Policy allows KPMG Australia or any of its related practices to provide assurance and other audit-related services that, while outside the scope of the statutory audit, are consistent with the role of external auditor. These include regulatory and prudential reviews requested by the Company's regulators such as APRA. Any other services that are not audit or audit-related services are non-audit services. Group Policy allows certain non-audit services to be provided where the service would not contravene auditor independence requirements. KPMG Australia or any of its related practices may not provide services that are perceived to be in conflict with the role of the external auditor. These include consulting advice and subcontracting of operational activities normally undertaken by management, and engagements where the auditor may ultimately be required to express an opinion on its own work.

45: Changes to comparatives

Certain amounts reported as comparative information have changed as a result of the adoption of new accounting standards or being reclassified to conform with current period financial statement presentations.

Merchant Services and Commercial Cards (impacting segment analysis)

During 2015 the Merchant Services and Commercial Credit Cards business were transferred out of the Cards and Payments business unit in Australia Retail and split between Australia C&CB and IIB based on customer ownership. Comparatives in note 8 have changed.

Fee commissions and expenses (impacting income)

Certain card related fees that are integral to the generation of income were reclassified within total income to better reflect the nature of the items and comparatives were restated. Comparatives in note 3 have changed.

45: Changes to comparatives (continued)

Equity accounting of associates

During the year the Company elected to early adopt AASB 2014-9 Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements in order to account for investments in associates using the equity method, rather than at cost. This change has been retrospectively applied and the impact on comprehensive income and the balance sheet as at 30 September 2014 and 1 October 2013 is presented below.

	2014		
	Previously reported \$m	Adjustments \$m	Currently reported \$m
The Company			
Share of associates' profit	–	248	248
Other operating income ¹	5,868	(84)	5,784
Operating income	16,095	164	16,259
Profit before credit impairment and income tax	9,217	164	9,381
Profit before income tax	8,243	164	8,407
Profit attributable to shareholders of the Company	6,272	164	6,436
Other comprehensive income net of tax attributable to shareholders of the Company	234	132	366
Total comprehensive income attributable to shareholders of the Company	6,506	296	6,802

1 The adjustment to other operating incomes comprises the removal of dividends from associates, and the recognition of a dilution gain on investment in BoT and the loss on divestment of SSL.

Company	2014			2013		
	Previously reported \$m	Adjustments \$m	Currently reported \$m	Previously reported \$m	Adjustments \$m	Currently reported \$m
Assets						
Investments in associates	720	1,446	2,166	841	1,150	1,991
All other assets	706,824	–	706,824	618,156	–	618,156
Total assets	707,544	1,446	708,990	618,997	1,150	620,147
Total liabilities	666,288	–	666,288	579,932	–	579,932
Net Assets	41,256	1,446	42,702	39,065	1,150	40,215
Ordinary and preferred share capital	25,151	–	25,151	24,785	–	24,785
Foreign currency translation reserve	(522)	232	(290)	(616)	77	(539)
Other reserves	307	(23)	284	143	–	143
Retained earnings	16,320	1,237	17,557	14,753	1,073	15,826
Total Equity	41,256	1,446	42,702	39,065	1,150	40,215

46: Events Since the End of the Financial Year

CEO Appointment

On 1st October the Board of ANZ announced that Shayne Elliott will succeed Mike Smith as Chief Executive Officer and join the Board on 1 January 2016. Mr Smith will step down as Chief Executive Officer and as Director on 31 December 2015. Mr Smith will be retained as a non-executive advisor to the Board, initially for one year, commencing after his period of leave on 11 July 2016. Further details of Mr Elliott's remuneration arrangements and Mr Smith's leaving arrangements can be found in the Remuneration Report.

Sale of Esanda Dealer Finance Portfolio

On 8th October the Group entered into an agreement to sell the Esanda Dealer Finance business to Macquarie Group Limited. The sale is expected to complete during the first half of 2016. The estimated sale price is \$8.2 billion.

Other than the matters noted above there have been no other material events from 30 September to the date of this report.

DIRECTORS' DECLARATION AND RESPONSIBILITY STATEMENT

Directors' Declaration

The Directors of Australia and New Zealand Banking Group Limited declare that:

- a) in the Directors' opinion, the financial statements and notes of the Company and the consolidated entity are in accordance with the Corporations Act 2001, including:
 - i) section 296, that they comply with the Australian Accounting Standards and any further requirements of the Corporations Regulations 2001; and
 - ii) section 297, that they give a true and fair view of the financial position of the Company and of the consolidated entity as at 30 September 2015 and of their performance for the year ended on that date;
- b) the notes to the financial statements of the Company and the consolidated entity include a statement that the financial statements and notes of the Company and the consolidated entity comply with International Financial Reporting Standards;
- c) the Directors have been given the declarations required by section 295A of the Corporations Act 2001;
- d) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- e) the Company and certain of its wholly owned controlled entities (listed in note 43) have executed a Deed of Cross Guarantee enabling them to take advantage of the accounting and audit relief offered by class order 98/1418 (as amended), issued by the Australian Securities and Investments Commission. The nature of the Deed of Cross Guarantee is to guarantee to each creditor payment in full of any debt in accordance with the terms of the Deed of Cross Guarantee. At the date of this declaration, there are reasonable grounds to believe that the Company and its controlled entities which executed the Deed of Cross Guarantee are able, as an economic entity, to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

4 November 2015



Michael R P Smith, OBE
Director

Responsibility statement of the Directors in accordance with Rule 4.1.12 (3)(b) of the Disclosure Rules and Transparency Rules of the United Kingdom Financial Conduct Authority.

The Directors of Australia and New Zealand Banking Group Limited confirm to the best of their knowledge that:

The Group's Annual Report includes:

- i) a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole; together with
- ii) a description of the principal risks and uncertainties faced by the Group.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

4 November 2015



Michael R P Smith, OBE
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED



REPORT ON THE FINANCIAL REPORT

We have audited the accompanying financial report of Australia and New Zealand Banking Group Limited (the Company), which comprises the balance sheets as at 30 September 2015, and income statements, statements of comprehensive income, statements of changes in equity and statements of cash flow for the year ended on that date, notes 1 to 46 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Company and the Group comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL REPORT

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement whether due to fraud or error. In note 1(A)(i), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

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

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001 and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Company's and the Group's financial position and of their performance.

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

INDEPENDENCE

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

AUDITOR'S OPINION

In our opinion:

- (a) the financial report of Australia and New Zealand Banking Group Limited is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's and the Group's financial position as at 30 September 2015 and of their performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1(A)(i).

REPORT ON THE REMUNERATION REPORT

We have audited the remuneration report included in pages 31 to 57 of the directors' report for the year ended 30 September 2015. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

AUDITOR'S OPINION

In our opinion, the remuneration report of Australia and New Zealand Banking Group Limited for the year ended 30 September 2015, complies with Section 300A of the Corporations Act 2001.

KPMG
Melbourne

4 November 2015

Andrew Yates
Partner

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.
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2014 ANNUAL REPORT

DIRECTORS' REPORT (continued)

REMUNERATION REPORT

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Introduction from the Chair of the Human Resources Committee

Dear Shareholder,

I am pleased to present our Remuneration Report for the year ending 30 September 2014.

Our remuneration framework is designed to create value for all stakeholders, to differentiate rewards based on performance and in line with our risk management framework; and to provide competitive rewards to attract, motivate and retain the right people.

2014 was another year of record profits for ANZ and the ANZ Board has assessed the 2014 performance for each category within the balanced scorecard of measures against annual objectives and progress towards broader long term strategic goals.

Fixed remuneration remained flat for the Chief Executive Officer (CEO) and most Disclosed Executives.

The strong results achieved have been reflected in the short term incentive outcomes received by the CEO and Disclosed Executives.

The long term incentives awarded in 2010 were tested in late 2013. Although ANZ achieved Total Shareholder Return (TSR) of 55.9% and 58.6% over the three year performance periods for the Disclosed Executives and CEO awards respectively, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest and the CEO and Disclosed Executives received no value from these awards. These awards have now lapsed. This demonstrates the variable nature of long term incentives.

Non-Executive Director (NED) fees were adjusted very slightly, and the base fee structure was modified from 1 October 2013 to be inclusive of superannuation contributions.

The Human Resources Committee continues to have a strong focus on the relationship between business performance, risk management and remuneration and regularly reviews the executive remuneration structure to ensure it remains appropriate. No changes were made to the executive remuneration structure in 2014.

Further detail is provided within the Remuneration Report which we hope you will find informative.



Graeme Liebelt
Chair – Human Resources Committee

1. Basis of Preparation

The Remuneration Report is designed to provide shareholders with an understanding of ANZ's remuneration policies and the link between our remuneration approach and ANZ's performance, in particular regarding Key Management Personnel (KMP) as defined under the Corporations Act 2001. Individual outcomes are provided for ANZ's NEDs, the CEO and Disclosed Executives (current and former).

The Disclosed Executives are defined as those direct reports to the CEO with responsibility for the strategic direction and management of a major revenue generating Division or who control material revenue and expenses that fall within the definition of KMP.

The Remuneration Report for the Company and the Group for 2014 has been prepared in accordance with section 300A of the Corporations Act 2001. Information in Table 4: Non Statutory Remuneration Disclosure has been prepared in accordance with the presentation basis set out in Section 8.4. The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Corporations Act 2001, unless indicated otherwise, and forms part of the Directors' Report.

2. Key Management Personnel (KMP)

The KMP disclosed in this year's report are detailed in Table 1. The movements which occurred during 2014 are summarised as follows:

NEDs

Over the 2014 financial year Mr John Morschel, Mr Gregory Clark, Mr Peter Hay, Mr David Meiklejohn and Ms Alison Watkins retired from the ANZ Board, and Mr David Gonski, Ms Ilana Atlas and Mr John (JT) Macfarlane joined the ANZ Board.

DISCLOSED EXECUTIVES

Effective the 2014 financial year, the Chief Operating Officer role held by Mr Alistair Currie met the definition of a Disclosed Executive. His remuneration has been disclosed for the full year.

TABLE 1: KEY MANAGEMENT PERSONNEL

Name	Position	Term as KMP in 2014
Non-Executive Directors (NEDs)		
D Gonski	Chairman – Appointed Chairman 1 May 2014 (Appointed Director 27 February 2014)	Part Year
I Atlas	Director – Appointed 24 September 2014	Part Year
P Dwyer	Director – Appointed 1 April 2012	Full Year
H Lee	Director – Appointed February 2009	Full Year
G Liebelt	Director – Appointed 1 July 2013	Full Year
I Macfarlane	Director – Appointed February 2007	Full Year
JT Macfarlane	Director – Appointed 22 May 2014	Part Year
Non-Executive Directors (NEDs) – Former		
J Morschel	Chairman – Appointed Chairman March 2010 (Appointed Director October 2004), retired 30 April 2014	Part Year
G Clark	Director – Appointed February 2004, retired 18 December 2013	Part Year
P Hay	Director – Appointed November 2008, retired 30 April 2014	Part Year
D Meiklejohn	Director – Appointed October 2004, retired 18 December 2013	Part Year
A Watkins	Director – Appointed November 2008, retired 30 April 2014	Part Year
Chief Executive Officer (CEO)		
M Smith	Chief Executive Officer	Full Year
Disclosed Executives – Current		
P Chronican	Chief Executive Officer, Australia	Full Year
A Currie	Chief Operating Officer – Disclosed from 1 October 2013	Full Year
S Elliott	Chief Financial Officer	Full Year
A Géczy	Chief Executive Officer, International & Institutional Banking – Appointed 16 September 2013	Full Year
D Hisco	Chief Executive Officer, New Zealand	Full Year
G Hodges	Deputy Chief Executive Officer	Full Year
J Phillips	Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	Full Year
N Williams	Chief Risk Officer	Full Year
Disclosed Executives – Former		
A Thursby	Former Chief Executive Officer, International & Institutional Banking – Concluded in role 30 April 2013, ceased employment 30 June 2013	--

3. Role of the Board in Remuneration

The Human Resources (HR) Committee is a Committee of the Board. The HR Committee is responsible for:

- ▶ reviewing and making recommendations to the Board in relation to remuneration governance, director and senior executive remuneration and senior executive succession;
- ▶ specifically making recommendations to the Board on remuneration and succession matters related to the CEO, and individual remuneration arrangements for other key executives covered by the Group's Remuneration Policy;
- ▶ the design of significant incentive plans (such as the ANZ Employee Reward Scheme and the Institutional Total Incentives Performance Plan); and
- ▶ remuneration structures for senior executives and others specifically covered by the Remuneration Policy.

More details about the role of the HR Committee can be found on the ANZ website.¹

The link between remuneration and risk is considered a key requirement by the Board. Committee membership is structured to ensure overlap of representation across the HR Committee and Risk Committee, with three Non-Executive Directors currently on both committees. The HR Committee has free and unfettered access to risk and financial control personnel, and can also engage independent external advisors as needed.

Throughout the year the HR Committee and management received information from external providers (Aon Hewitt, EY, Hay Group, Herbert Smith Freehills, Mercer Consulting (Australia) Pty Ltd and PricewaterhouseCoopers). This information related to remuneration market data and analysis, market practice on the structure and design of incentive programs (both short and long term), legislative requirements and interpretation of governance and regulatory requirements both in Australia and globally.

The HR Committee did not receive any recommendations from remuneration consultants during the year in relation to the remuneration arrangements of KMP. ANZ employs in-house remuneration professionals who provide recommendations to the HR Committee/Board, taking into consideration market information provided by external providers. The Board's decisions were made independently using the information provided and having careful regard to ANZ's strategic objectives and Remuneration Policy and principles.

4. HR Committee Activities

During 2014, the HR Committee met on five occasions, with remuneration matters a standing agenda item on each occasion. The HR Committee has a strong focus on the relationship between business performance, risk management and remuneration, with the following activities occurring during the year:

- ▶ annual review of the effectiveness of the Remuneration Policy;
- ▶ review of key senior executive appointments and terminations;
- ▶ involvement of the Risk function in remuneration regulatory and compliance related activities;
- ▶ monitoring of regulatory and compliance matters relating to remuneration governance;
- ▶ review of Short Term Incentive (STI) and Long Term Incentive (LTI) arrangements;
- ▶ review of reward outcomes (fixed, STI and LTI) for key senior executives;
- ▶ review of ANZ's progress in building a culture aligned to its super regional aspirations and employee engagement;
- ▶ review of health and safety;
- ▶ review of diversity and inclusion; and
- ▶ review of succession plans for key senior executives.

¹ Go to anz.com > about us > our company > corporate governance > HR Committee Charter.

5. Remuneration Strategy and Objectives

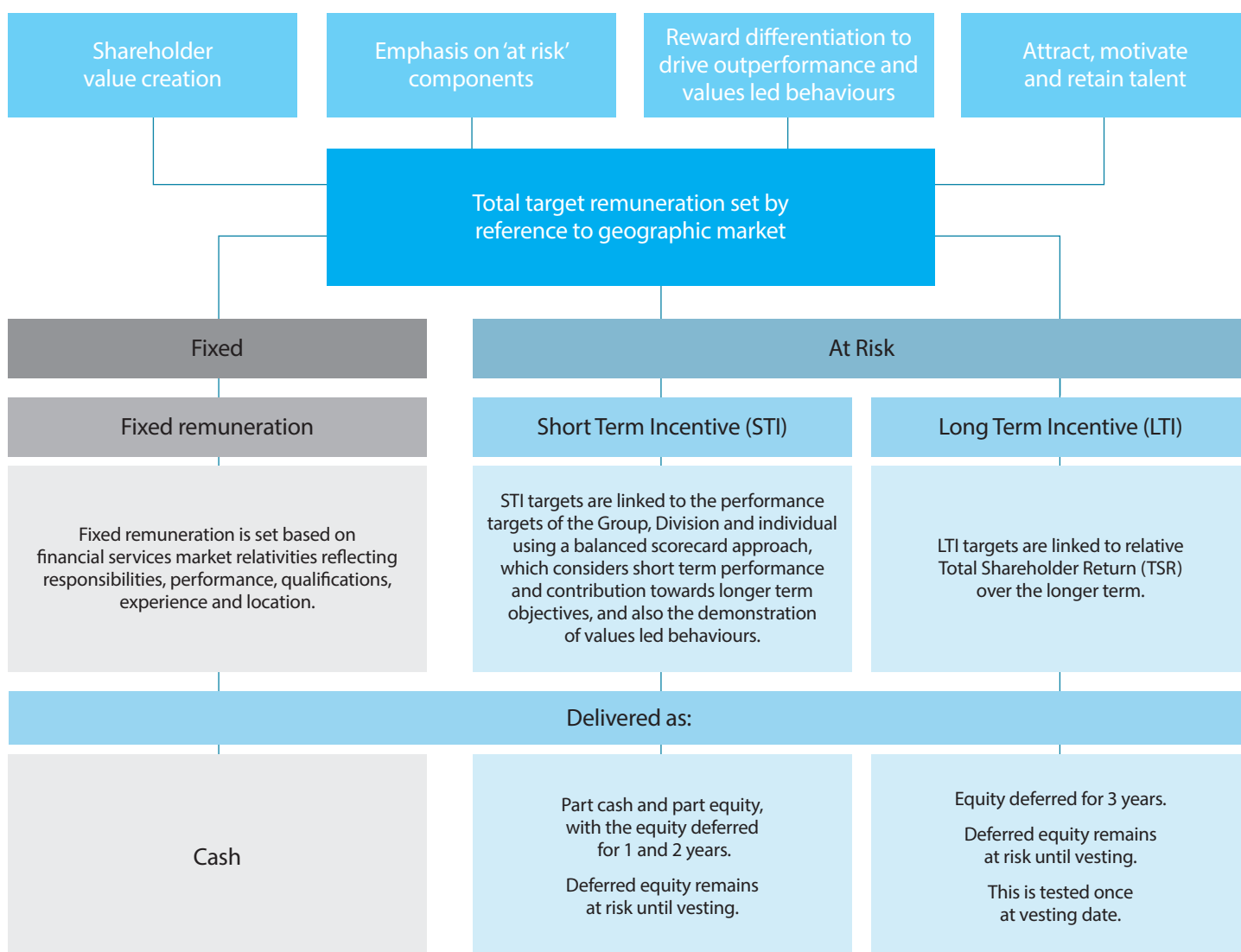
ANZ's remuneration strategy, the Group's Remuneration Policy and our reward frameworks all reflect the importance of sound risk management. The following principles underpin ANZ's Remuneration Policy, which is approved by the Board and applied globally across ANZ:

- ▶ creating and enhancing value for all ANZ stakeholders;
- ▶ emphasising the 'at risk' components of total rewards to increase alignment with shareholders and encourage behaviour that supports both the long term financial soundness and the risk management framework of ANZ, and to deliver superior long term total shareholder returns;
- ▶ differentiating rewards in line with ANZ's culture of rewarding for outperformance and demonstration of values led behaviours; and
- ▶ providing a competitive reward proposition to attract, motivate and retain the highest quality individuals in order to deliver ANZ's business and growth strategies.

Appropriate risk management is fundamental to the way ANZ operates and is therefore a key element of the way performance is measured and assessed at a Group, Division and individual level. Variable reward outcomes reflect performance against a balanced scorecard of measures, both financial and non financial (including risk).

The core elements of ANZ's remuneration strategy for the CEO and Disclosed Executives are set out below:

FIGURE 1: REMUNERATION OBJECTIVES



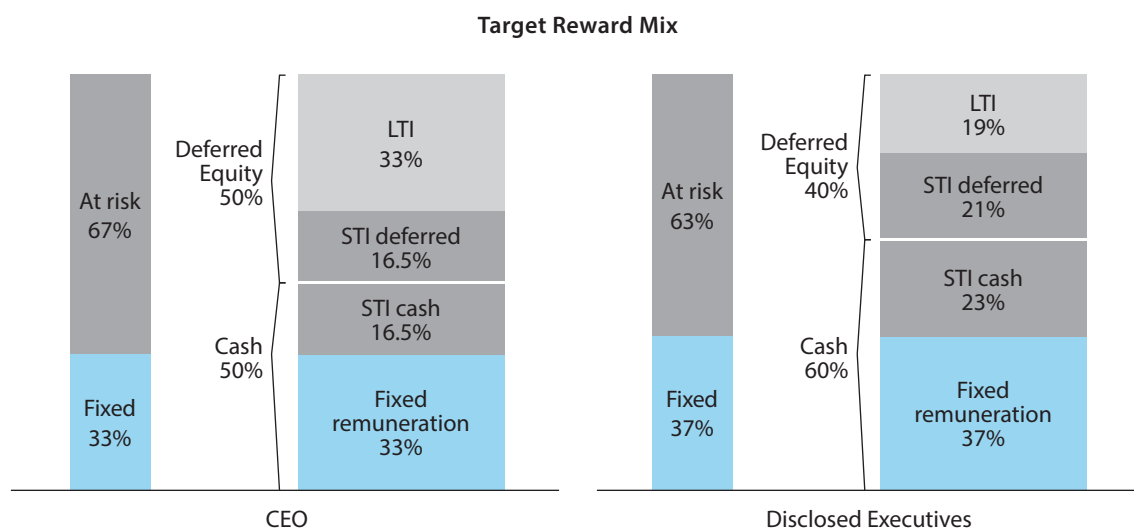
6. The Composition of Remuneration at ANZ

The Board aims to find a balance between:

- ▶ fixed and at-risk remuneration;
- ▶ short term and long term incentives; and
- ▶ amounts paid in cash and deferred equity.

Figure 2 provides an overview of the target remuneration mix for the CEO and Disclosed Executives.

FIGURE 2: ANNUAL TOTAL REWARD MIX PERCENTAGE (% BASED ON 'AT TARGET' LEVELS OF PERFORMANCE)



The CEO's target remuneration mix is equally weighted between fixed remuneration, STI and LTI, with approximately half of total target remuneration payable in cash in the current year and half allocated as equity and deferred over one, two or three years. The deferred remuneration remains at risk until vesting date.

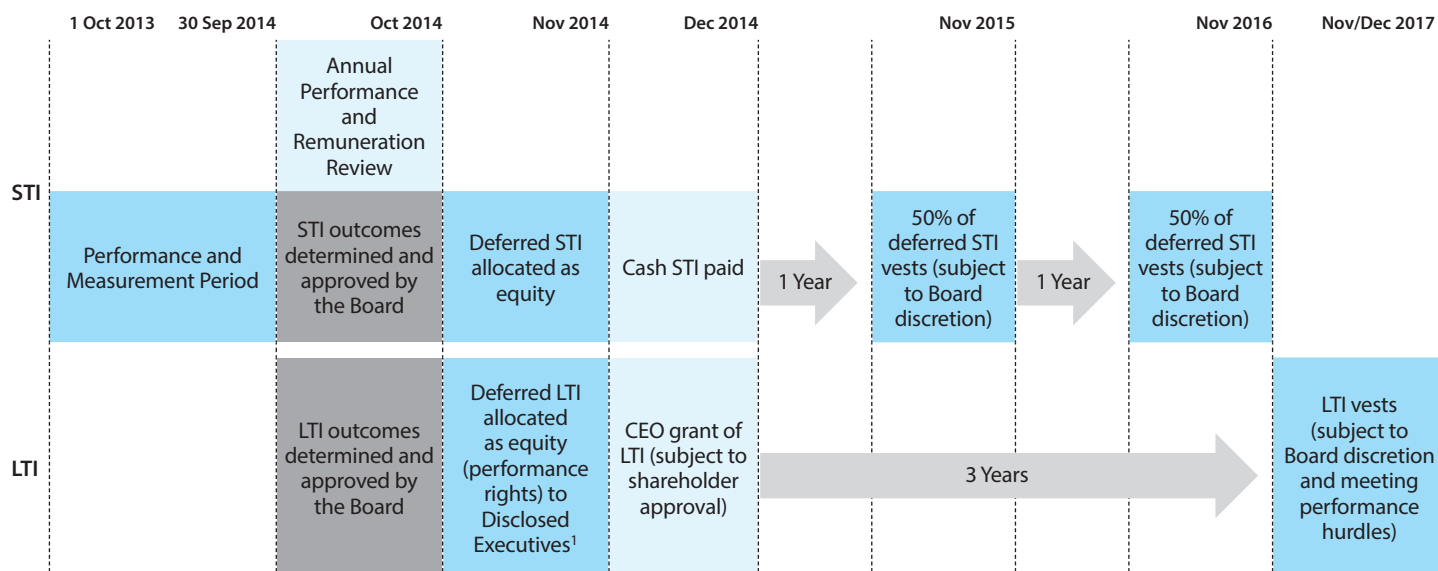
The target remuneration mix for Disclosed Executives is weighted between fixed remuneration (37%), STI (44%) and LTI (19%), with approximately 60% of total target remuneration payable in cash in the current year and 40% allocated as equity and deferred over one, two or three years. The deferred remuneration remains at risk until vesting date. The Board has adopted this mix as an effective reward mechanism to drive strong performance and value for the shareholder in both the short and longer term. In line with that, the STI balanced scorecard contains a combination of short and long term objectives. See Section 7.2, STI – Performance and Outcomes.

ANZ's STI and LTI deferral arrangements are designed to ensure that the CEO and Disclosed Executives are acting in the best long term interests of ANZ and its shareholders. Deferring part of their STI and all of their LTI over one to three years every year results in a substantial amount of their variable remuneration being directly linked to long term shareholder value. For example as at 30 September 2014 the CEO held 97,751 unvested STI deferred shares and 856,320 unvested LTI performance rights, the combined value¹ of which was around nine times his fixed remuneration. Similarly as at 30 September 2014 Disclosed Executives held unvested equity, the value¹ of which was around five times their average fixed remuneration. All deferred remuneration is subject to ANZ's clawback provisions.

¹ Value is based on the number of unvested deferred shares and unvested rights held at 30 September 2014 multiplied by the ANZ closing share price as at 30 September 2014.

The following diagram demonstrates the time horizon associated with STI and LTI awards.

FIGURE 3: STI AND LTI TIME HORIZON



The reward structure for the CEO and Disclosed Executives is detailed below. The only exception is the Chief Risk Officer (CRO) whose remuneration arrangements have been structured differently to preserve the independence of this role and to minimise any conflicts of interest in carrying out the risk control function across the organisation. The CRO's role has more limited STI leverage for individual performance and none (either positive or negative) for Group performance. LTI is delivered as unhurdled deferred share rights, with a three year time based hurdle, and is therefore not subject to meeting relative TSR performance hurdles, however is still subject to clawback.

6.1 FIXED REMUNERATION

The fixed remuneration amount is expressed as a total dollar amount which can be taken as cash salary, superannuation contributions and other nominated benefits.

ANZ positions fixed remuneration for the CEO and Disclosed Executives against the relevant financial services market (referencing both domestic and international financial services companies) and takes into consideration role responsibilities, performance, qualifications, experience and location. The financial services market is considered the most relevant comparator as this is the main pool for sourcing talent and where key talent may be lost.

6.2 VARIABLE REMUNERATION

Variable remuneration forms a significant part of the CEO's and Disclosed Executives' potential remuneration, providing at risk components that are designed to drive performance in the short, medium and long term. The term 'variable remuneration' within ANZ covers both the STI and LTI arrangements.

DIRECTORS' REPORT (continued)

6.2.1 Short Term Incentives (STI)

The STI provides an annual opportunity for an incentive award. It is assessed against Group, Divisional and individual objectives based on a balanced scorecard of measures and positive demonstration of values led behaviours. Many of the measures relate to contribution towards medium to longer term performance outcomes aligned to ANZ's strategic objectives as well as annual goals.

STI ARRANGEMENTS

Purpose	<p>The STI arrangements support ANZ's strategic objectives by providing rewards that are significantly differentiated on the basis of achievement against annual performance targets coupled with demonstration of values led behaviours.</p> <p>ANZ's Employee Reward Scheme (ANZERS) structure and pool is reviewed by the HR Committee and approved by the Board. The size of the overall pool is based on an assessment of the balanced scorecard of measures of the Group. This pool is then distributed based on relative performance against a balanced scorecard of quantitative and qualitative measures.</p>
Performance targets	<p>In order to focus on achieving individual, Divisional and Group performance objectives a mix of quantitative and qualitative short, medium and long term measures are assessed. Further detail is provided in Section 7.2, STI – Performance and Outcomes.</p> <p>Targets are set considering prior year performance, industry standards and ANZ's strategic objectives. Many of the measures also focus on targets which are set for the current year in the context of progress towards longer term goals. The specific targets and features relating to all these measures have not been provided in detail due to their commercial sensitivity.</p> <p>For the CEO and Disclosed Executives, the weighting of measures in each individual's balanced scorecard will vary to reflect the responsibilities of their role. For example the CEOs of the Australia, New Zealand, Global Wealth and International and Institutional Banking divisions and also the Chief Financial Officer (CFO) have a heavier weighting on financial measures (ranging from 30% to 45%).</p> <p>The validation of performance and achievements against these objectives at the end of the year, for:</p> <ul style="list-style-type: none">▶ the CEO involves input from the CRO and CFO on risk management and financial performance respectively, followed by review and endorsement by the HR Committee, with final outcomes approved by the Board; and▶ Disclosed Executives involves a review by the CEO, input on each individual's risk management from the CRO, input on each areas' internal controls from the Group General Manager Global Internal Audit and input on the financial performance of all key Divisions from the CFO. Preliminary and final review is completed by the HR Committee and final outcomes are approved by the Board. <p>The Board reviews performance outcomes against target for each metric, combined with a judgmental assessment of the prioritisation and impact of each outcome relative to overall business performance for both the short and longer term.</p> <p>This method of assessment to measure performance has been adopted to ensure validation from a risk management and financial performance perspective.</p>
Rewarding performance	<p>The 2014 target STI award level for the CEO represents one third of total target remuneration and for Disclosed Executives 44% of their total target remuneration. The maximum STI opportunity for the CEO and Disclosed Executives is up to 200% of the target whereas any weak performer would receive a significantly reduced or no incentive payment at all.</p>
Mandatory deferral	<p>Mandatory deferral of a portion of the STI places an increased emphasis on having a variable structure that is flexible, continues to be performance linked, has significant retention elements and aligns the interests of the CEO and Disclosed Executives to shareholders to deliver against strategic objectives.</p> <p>The mandatory deferral threshold for STI payments is currently \$100,000 (subject to a minimum deferral amount of \$25,000) with:</p> <ul style="list-style-type: none">▶ the first \$100,000 of STI paid in cash;▶ 50% of STI above \$100,000 paid in cash;▶ 25% of STI above \$100,000 deferred in ANZ equity for one year; and▶ 25% of STI above \$100,000 deferred in ANZ equity for two years. <p>The deferred component of bonuses paid in relation to the 2014 year is delivered as ANZ deferred shares or deferred share rights. Where deferred share rights are granted, for grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion. At the end of the deferral period, each deferred share right entitles the holder to one ordinary share. Deferred shares are ordinary shares.</p> <p>The deferred amounts remain at risk and are subject to clawback until the vesting date.</p>

6.2.2 Long Term Incentives (LTI)

The LTI provides an annual opportunity for an equity award deferred for three years that aligns a significant portion of overall remuneration to shareholder value over the longer term.

LTI awards remain at risk and subject to clawback until vesting and must meet or exceed a relative TSR performance hurdle.

The HR Committee will determine the appropriate quantum of awards to be allocated by reference to the performance achieved in the financial year to which the awards relate. A grant is then made after the end of the year to which it relates.

Awards granted in November/December 2013 are subject to TSR performance conditions relative to two comparator groups and are described below.

LTI ARRANGEMENTS (granted after 1 October 2013) – EXCLUDING THE CRO

Type of equity awarded	LTI is delivered to the CEO and Disclosed Executives as performance rights. A performance right is a right to acquire a share at nil cost, subject to meeting time and performance hurdles. Upon exercise, each performance right entitles the CEO and Disclosed Executives to one ordinary share. For grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board’s discretion.									
Time restrictions	Performance rights awarded to the CEO and Disclosed Executives will be tested against the relevant performance hurdle at the end of the three year performance period. A three year performance period provides a reasonable period to align reward with shareholder return and also acts as a vehicle to retain the CEO and Disclosed Executives. If the performance rights do not achieve the required performance hurdle they are forfeited at that time.									
Performance hurdle	The performance rights are designed to reward the CEO and Disclosed Executives if the Group’s TSR is at or above the median TSR of the relevant comparator group over a three year period. TSR represents the change in the value of a share plus the value of reinvested dividends paid. TSR was chosen as the most appropriate comparative measure as it focuses on the delivery of shareholder value and is a well understood and tested mechanism to measure performance. The performance rights granted to the Disclosed Executives and CEO in November/December 2013 were split into two equal tranches with vesting dependent upon the Company’s relative TSR performance against two different comparator groups (as detailed below). Note that grants prior to 1 October 2013 are subject to one performance hurdle only (TSR against the select financial services comparator group).									
Vesting schedule	<p>The proportion of performance rights that become exercisable in each tranche will depend upon the TSR achieved by ANZ relative to the companies in the relevant comparator group at the end of the three year performance period.</p> <p>An averaging calculation is used for TSR over a 90 day period for start and end values in order to reduce the impact of share price volatility. To ensure an independent TSR measurement, ANZ engages the services of an external organisation (Mercer Consulting (Australia) Pty Ltd) to calculate ANZ’s performance against the TSR hurdles. The level of performance required for each level of vesting, and the percentage of vesting associated with each level of performance, are set out below. The performance rights lapse if the performance condition is not met. There is no re-testing.</p> <table><tr><th>If the TSR of the Company compared to the TSR of the relevant comparator group:</th><th>The percentage of performance rights which will vest is:</th></tr><tr><td>Does not reach the 50th percentile</td><td>0%</td></tr><tr><td>Reaches or exceeds the 50th percentile but does not reach the 75th percentile</td><td>50%, plus 2% for every one percentile increase above the 50th percentile</td></tr><tr><td>Reaches or exceeds the 75th percentile</td><td>100%</td></tr></table>		If the TSR of the Company compared to the TSR of the relevant comparator group:	The percentage of performance rights which will vest is:	Does not reach the 50th percentile	0%	Reaches or exceeds the 50th percentile but does not reach the 75th percentile	50%, plus 2% for every one percentile increase above the 50th percentile	Reaches or exceeds the 75th percentile	100%
If the TSR of the Company compared to the TSR of the relevant comparator group:	The percentage of performance rights which will vest is:									
Does not reach the 50th percentile	0%									
Reaches or exceeds the 50th percentile but does not reach the 75th percentile	50%, plus 2% for every one percentile increase above the 50th percentile									
Reaches or exceeds the 75th percentile	100%									
Comparator groups	<p>One tranche will be measured against a select financial services comparator group, which currently consists of the following nine companies:</p> <table><tr><td><ul style="list-style-type: none">▶ AMP Limited▶ ASX Limited▶ Commonwealth Bank of Australia Limited▶ Insurance Australia Group Limited▶ Macquarie Group Limited</td><td><ul style="list-style-type: none">▶ National Australia Bank Limited▶ QBE Insurance Group Limited▶ Suncorp Group Limited▶ Westpac Banking Corporation</td></tr></table> <p>The second tranche will be measured against a comparator group comprising the companies within the S&P/ASX 50 Index as at 22 November 2013 (the start of the performance period). Each tranche will be measured independently from the other so one tranche may vest fully or partially but another tranche may not.</p>		<ul style="list-style-type: none">▶ AMP Limited▶ ASX Limited▶ Commonwealth Bank of Australia Limited▶ Insurance Australia Group Limited▶ Macquarie Group Limited	<ul style="list-style-type: none">▶ National Australia Bank Limited▶ QBE Insurance Group Limited▶ Suncorp Group Limited▶ Westpac Banking Corporation						
<ul style="list-style-type: none">▶ AMP Limited▶ ASX Limited▶ Commonwealth Bank of Australia Limited▶ Insurance Australia Group Limited▶ Macquarie Group Limited	<ul style="list-style-type: none">▶ National Australia Bank Limited▶ QBE Insurance Group Limited▶ Suncorp Group Limited▶ Westpac Banking Corporation									
Size of LTI grants	<p>The size of individual LTI grants is determined by reference to the performance and assessed potential of the individual. Individuals are advised of their LTI award value, which is then split into two equal tranches and each tranche is compared to a different comparator group as explained above. The total number of performance rights in each tranche is based on the allocation value (fair value) of a performance right in that tranche as independently valued.</p> <p>The future value of the grant may range from zero to an undefined amount depending on performance against the hurdle and the share price at the time of exercise.</p> <p>Refer to Section 9.3, Equity Valuations for further details on the valuation inputs and grant values.</p>									

LTI ARRANGEMENTS FOR THE CRO

Deferred share rights	<p>The CRO is the only Disclosed Executive to receive LTI deferred share rights, rather than performance rights.</p> <p>Deferred share rights are subject to a time-based vesting hurdle of three years, during which time they are held in trust. The value used to determine the number of LTI deferred share rights to be allocated is based on an independent valuation, as detailed in Section 9.3, Equity Valuations.</p> <p>For grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.</p>
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6.3 OTHER REMUNERATION ELEMENTS

Clawback

The Board has on-going and absolute discretion to adjust performance-based components of remuneration (including previously deferred equity or cash) downwards, or to zero, at any time, including after the grant of such remuneration, where the Board considers such an adjustment is necessary to protect the financial soundness of ANZ or to meet unexpected or unknown regulatory requirements, or if the Board subsequently considers that having regard to information which has come to light after the grant of deferred equity/cash, the deferred equity/cash was not justified.

Prior to any scheduled release of deferred equity/cash, the Board considers whether any downward adjustment should be made. No clawback was applied to the remuneration of the CEO and Disclosed Executives during 2014.

Hedging and Margin Lending Prohibition

As specified in the Trading in ANZ Securities Policy and in accordance with the Corporations Act 2001, equity allocated under ANZ incentive schemes must remain at risk until fully vested (in the case of deferred shares) or exercisable (in the case of deferred share rights or performance rights). As such, it is a condition of grant that no schemes are entered into, by an individual or their associated persons, that specifically protects the unvested value of shares, deferred share rights or performance rights allocated. Doing so would constitute a breach of the grant conditions and would result in the forfeiture of the relevant shares, deferred share rights or performance rights.

ANZ also prohibits the CEO and Disclosed Executives from providing ANZ securities in connection with a margin loan or similar financing arrangements which may be subject to a margin call or loan to value ratio breach.

To monitor adherence to this policy, ANZ's CEO and Disclosed Executives are required to sign an annual declaration stating that they and their associated persons have not entered into (and are not currently involved in) any schemes to protect the value of their interests in any ANZ securities. Based on the 2014 declarations, ANZ can advise that the CEO and Disclosed Executives are fully compliant with this policy.

CEO and Disclosed Executives Shareholding Guidelines

The CEO and Disclosed Executives are expected to accumulate ANZ shares over a five year period, to the value of 200% of their fixed remuneration and to maintain this shareholding while an executive of ANZ. Shareholdings for this purpose include all vested and allocated (but unvested) equity which is not subject to performance hurdles. Based on equity holdings as at 30 September 2014 and the equity to be granted on 21 November 2014 as a result of 2014 Performance and Remuneration Review outcomes, the CEO and all Disclosed Executives meet or, if less than five years tenure, are on track to meet their minimum shareholding guidelines requirement.

Cessation of Employment Provisions

The provisions that apply for STI and LTI awards in the case of cessation of employment are detailed in Sections 8.2, Chief Executive Officer (CEO) and 8.3, Disclosed Executives.

Conditions of Grant

The conditions under which STI (deferred shares and deferred share rights) and LTI (performance rights and deferred share rights) are granted are approved by the Board in accordance with the rules of the ANZ Employee Share Acquisition Plan and/or the ANZ Share Option Plan.

7. Linking Remuneration to Balanced Scorecard Performance

7.1 ANZ PERFORMANCE

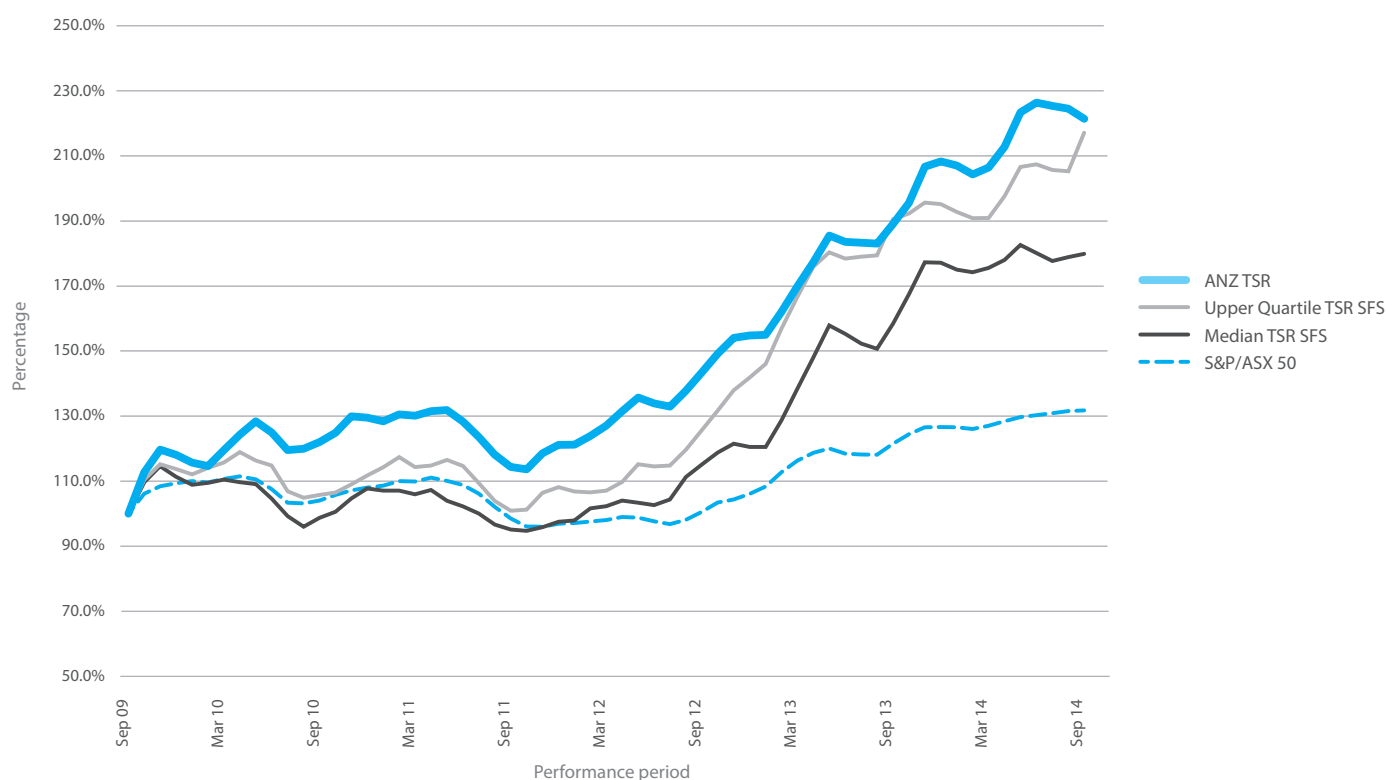
TABLE 2: ANZ'S FINANCIAL PERFORMANCE 2010 – 2014

	2010	2011	2012	2013	2014
Statutory profit (\$m) ¹	4,501	5,355	5,661	6,310	7,271
Cash/Underlying profit ² (unaudited)	5,025	5,652	5,830	6,492	7,117
Cash/Underlying return on equity (ROE) (%) (unaudited)	15.5%	16.2%	15.1%	15.3%	15.4%
Cash/Underlying earnings per share (EPS) (unaudited)	198.7	218.4	218.5	238.3	260.3
Share price at 30 September (\$) ³	23.68	19.52	24.75	30.78	30.92
Total dividend (cents per share)	126	140	145	164	178
Total shareholder return (12 month %)	1.9	(12.6)	35.4	31.5	5.9
Average STI as a % of target ⁴	137%	110%	117%	133%	133%

- 1 As set out in the Annual Financial Statements, the Group adopted certain new Accounting Standards and in line with the transitional requirements of the Standards the 2013 results have been restated.
- 2 From 1 October 2012, the Group has used cash profit as a measure of performance for ongoing business activities of the Group, enabling shareholders to assess Group and divisional performance against prior periods and against peer institutions. For 2012 to 2014 statutory profit has been adjusted for non-core items to arrive at cash profit. For 2010 and 2011 statutory profit has been adjusted for non-core items to arrive at underlying profit, which like cash profit is a measure of the ongoing business performance of the Group but used different criteria for adjusting items. Neither cash profit nor underlying profit are audited; however, the external auditor has informed the Audit Committee that the cash/underlying profit adjustments have been determined on a consistent basis across the respective periods presented.
- 3 The opening share price at 1 October 2009 was \$24.30.
- 4 The average STI payments for each year are based on those executives (including the CEO) disclosed in each relevant reporting period.

Figure 4 compares ANZ's TSR performance against the median TSR and upper quartile TSR of the LTI select financial services (SFS) comparator group and also against the S&P/ASX 50 Index over the 2010 to 2014 measurement period. ANZ's TSR performance has exceeded the upper quartile TSR of the LTI SFS comparator group and the ASX 50 index over the five year period to 30 September 2014. Note that this is not consistent with the outcomes of the most recently tested LTI grants due to the differences in performance period.

FIGURE 4: ANZ 5-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN PERFORMANCE



DIRECTORS' REPORT (continued)

7.2 STI – PERFORMANCE AND OUTCOMES

ANZ uses a balanced scorecard to measure performance in relation to the Group's main incentive programs. The scorecard provides a framework whereby a combination of measures can be applied to ensure a broader long term strategic focus on driving shareholder value as well as a focus on annual priorities.

The HR Committee considers a balanced scorecard that is aligned to the Group's long term strategic intent under the themes of High Performing, Most Respected, Well Managed, Best Connected and Customer Driven, with each of the five categories having broadly equal weighting. The Committee also takes into account affordability in light of Group performance in approving the pool spend.

The Board has assessed ANZ's overall 2014 performance as above, on or below target for each category within the balanced scorecard of measures. The Board has given full consideration to the performance of the Group and the Disclosed Executives in determining their rewards. Overall spend approved by the Board for the main short term incentive pool was below target levels with a range of underlying outcomes for individuals, in line with ANZ's objectives of differentiating reward based on performance.

The following provides examples of some of the key measures within each category of the balanced scorecard used in 2014 for assessing performance for the purpose of determining short term incentive pools.

Category	Measure	Outcome
High Performing		On Target:
	Cash profit	A record cash profit after tax of \$7,117 million up 9.6% on 2013.
	Economic profit ¹	Economic profit of \$2,750 million, 1.1% up year on year.
	Return on equity (ROE)	Cash ROE of 15.4%, up 10 basis points (bps) on the prior year as a result of growth in profits (+9.6%) from improved productivity and improved credit environment exceeding the increase in capital (+9.1%). The increase in accounting capital is attributable to foreign exchange impacts on offshore capital, normal business growth, as well as more conservative regulatory requirements requiring higher capital levels.
	Cash earnings per share (EPS)	Cash EPS of 260.3 cents has improved 9.2% from 2013.
Most Respected		On Target:
	Senior leaders as role models	The overall assessment of Senior Leaders as role models of our values has remained steady at 71% year on year.
	Employee engagement	An engaged workforce is regarded as an important driver of sustainable long term performance. Despite continuing challenging business conditions and significant bank-wide changes over the year, employee engagement has improved to 73% in 2014 compared to 72% in 2013.
	Workforce diversity	Workforce diversity is core to delivering on our super regional strategy. The percentage of management roles filled by women has increased from 38.7% to 39.2% year on year. ANZ is continually focused on increasing the diversity of its workforce.

Category	Measure	Outcome
Well Managed		On Target:
	Maintain strong credit rating	The maintenance of a strong credit rating at AA is fundamental to the ongoing stability of the Group.
	Core funding ratio (CFR)	CFR of 94.7%, up ~150 bps year on year.
	Cost to income ratio	Significant productivity improvement in 2014 with the cost to income ratio reducing 80 bps (excluding New Zealand Simplification costs in 2013 and impact of Trustees and SSI sale in 2014) on the back of tight cost management.
	Number of outstanding internal audit items	ANZ Global Internal Audit conducts an ongoing and rigorous review process to identify weaknesses in procedures and compliance with policies. In 2014 there was an historically low number of outstanding items.
Best Connected		Slightly Below Target:
	Growth in Asia Pacific, Europe and America (APEA)	ANZ aspires to be the most respected bank in the Asia Pacific region by using super regional connectivity to better meet the needs of customers which are increasingly linked to regional capital, trade and wealth flows. One important measure of the success of the super regional strategy is the growth in total Network revenues (revenue arising from having a meaningful business in APEA regardless of whether the revenue is subsequently booked within the region or in Australia or New Zealand). APEA Network revenue accounts for 23.7% of Group revenue in 2014, up 1.7% year on year. APEA Cash NPAT grew 19.9% year on year. While Cash NPAT growth from Asia has exceeded target, Cash NPAT growth from other regions within APEA were below target due to subdued economic conditions and the impact of regulatory changes.
Customer Driven		Above Target:
	Customer satisfaction (based on external survey outcomes)	<p>ANZ tracks customer satisfaction across its businesses as part of a group of indicators of longer term performance trends. ANZ aims to achieve top quartile customer satisfaction scores in each business based on external surveys.</p> <p>In 2014, customer satisfaction in Australia Retail has improved on prior year and Corporate and Commercial segment maintained a stable customer satisfaction score.</p> <p>Customer satisfaction in New Zealand has improved across Personal, Small Business and Rural customer segments.</p> <p>International and Institutional Banking has achieved #1 ranking in terms of customer satisfaction (Peter Lee Surveys) in Australia and New Zealand.</p>

1 Economic profit is an unaudited risk adjusted profit measure determined by adjusting cash profit for economic credit costs, the benefit of imputation credits and the cost of capital.

8. 2014 Remuneration

8.1 NON-EXECUTIVE DIRECTORS (NEDS)

Principles underpinning the remuneration policy for NEDs.

Principle	Comment
Aggregate Board and Committee fees are within the maximum annual aggregate limit approved by shareholders	The current aggregate fee pool for NEDs of \$4 million was approved by shareholders at the 2012 Annual General Meeting. The annual total of NEDs' fees, including superannuation contributions, is within this agreed limit. Retirement benefits accrued as at September 2005 are not included within this limit.
Fees are set by reference to key considerations	<p>Board and Committee fees are set by reference to a number of relevant considerations including:</p> <ul style="list-style-type: none"> ▶ general industry practice and best principles of corporate governance; ▶ the responsibilities and risks attached to the role of NEDs; ▶ the time commitment expected of NEDs on Group and Company matters; and ▶ fees paid to NEDs of comparable companies. <p>ANZ compares NED fees to a comparator group of Australian listed companies with a similar size market capitalisation, with particular focus on the major financial services institutions. This is considered an appropriate group, given similarity in size, nature of work and time commitment required by NEDs.</p>
The remuneration structure preserves independence whilst aligning interests of NEDs and shareholders	So that independence and impartiality is maintained, fees are not linked to the performance of the Company and NEDs are not eligible to participate in any of the Group's incentive arrangements.

Components of NED Remuneration

NEDs receive a base fee for being a Director of the Board, and additional fees for either chairing or being a member of a Board Committee. The Chairman of the Board does not receive additional fees for service on a Board Committee.

NEDs also receive superannuation contributions in accordance with the current Superannuation Guarantee legislation (up to the Government's prescribed maximum contributions limit) which satisfies the Company's statutory superannuation contributions.

From 1 October 2013 the Chairman and NED base fee structure are inclusive of superannuation contributions. This is to enable effective management of NED fee costs.

Based on an independent assessment of market practice the Board elected to increase the ANZ Chairman fee and NED base fee slightly as shown below. The Risk Committee Chair fee was also increased from \$57,000 to \$60,000. All other Committee Chair and Committee Member fees remained unchanged from 2013. For details of remuneration paid to NEDs for the years 2013 and 2014, refer to Table 3: NED Remuneration for 2014 and 2013.

Elements	Details			
Board/Committee fees per annum			Year	Fee
	Board Chairman Fee	2014	\$802,000	(including superannuation)
		2013	\$792,775	(including superannuation)
	Board NED Base Fee	2014	\$230,000	(including superannuation)
		2013	\$227,775	(including superannuation)
	Committee Fees	Year	Committee Chair	Committee Member
	Audit	2014	\$65,000	\$32,500
	Governance	2014	\$35,000	\$15,000
Post-employment Benefits	Human Resources	2014	\$55,000	\$25,000
	Risk	2014	\$60,000	\$30,000
	Technology	2014	\$35,000	\$15,000
	Superannuation contributions are included above.			
	The ANZ Directors' Retirement Scheme was closed effective 30 September 2005. Accrued entitlements relating to the ANZ Directors' Retirement Scheme were fixed at 30 September 2005 and NEDs had the option to convert these entitlements into ANZ shares. Such entitlements, either in ANZ shares or cash, have been transferred to the relevant NEDs on retirement from the ANZ Board (including interest accrued at the 30 day bank bill rate for cash entitlements). There are no outstanding entitlements under the ANZ Directors' Retirement Scheme.			

NED Shareholding Guidelines

The NED shareholding guidelines require NEDs to accumulate shares, over a five year period from appointment, to the value of 100% (200% for the Chairman) of the NED base fee and to maintain this shareholding while a Director of ANZ. NEDs have agreed that where their holding is below this guideline they will direct a minimum of 25% of their fees each year toward achieving this shareholding.

All NEDs have met or, if appointed within the last five years, are on track to meet their minimum shareholding guidelines requirement.

Refer to Section 9.2, NED, CEO and Disclosed Executives Shareholdings for details relating to the movement in NED shareholdings during the reporting period.

NED Statutory Remuneration Disclosure

TABLE 3: NED REMUNERATION FOR 2014 AND 2013

		Short-Term NED Benefits		Post-Employment	
	Financial Year	Fees ¹ \$	Non monetary benefits \$	Superannuation guarantee contributions \$	Total remuneration ^{2,3} \$
Current Non-Executive Directors					
D Gonski ⁴	2014	383,559	–	11,837	395,396
I Atlas ⁵	2014	3,995	–	380	4,375
P Dwyer	2014	320,524	–	18,027	338,551
	2013	297,500	–	16,796	314,296
H Lee	2014	296,973	–	18,027	315,000
	2013	280,000	–	16,796	296,796
G Liebelt ⁶	2014	300,764	–	18,027	318,791
	2013	70,000	–	4,444	74,444
I Macfarlane	2014	319,473	–	18,027	337,500
	2013	314,500	–	16,796	331,296
J Macfarlane ⁷	2014	103,109	–	7,557	110,666
Former Non-Executive Directors					
J Morschel ⁸	2014	453,768	23,187	13,331	490,286
	2013	775,000	5,336	16,796	797,132
G Clark ⁹	2014	64,402	4,302	4,444	73,148
	2013	300,000	–	16,796	316,796
P Hay ¹⁰	2014	176,692	3,065	11,138	190,895
	2013	302,500	–	16,796	319,296
D Meiklejohn ¹¹	2014	68,696	9,029	4,444	82,169
	2013	320,000	1,485	16,796	338,281
A Watkins ¹²	2014	182,446	3,815	11,208	197,469
	2013	312,500	–	16,796	329,296
Total of all Non-Executive Directors	2014	2,674,401	43,398	136,447	2,854,246
	2013	2,972,000	6,821	138,812	3,117,633

1 Fees are the sum of Board fees and Committee fees, as included in the Annual Report.

2 Long-term benefits and share-based payments are not applicable for the Non-Executive Directors. There were no termination benefits for the Non-Executive Directors in either 2013 or 2014.

3 Amounts disclosed for remuneration of Directors exclude insurance premiums paid by the Group in respect of Directors' and officers' liability insurance contracts. The total premium, which cannot be disclosed because of confidentiality requirements, has not been allocated to the individuals covered by the insurance policy as, based on all available information, the Directors believe that no reasonable basis for such allocation exists.

4 D Gonski commenced as a Non-Executive Director on 27 February 2014 and as Chairman on 1 May 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

5 I Atlas commenced as a Non-Executive Director on 24 September 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

6 G Liebelt commenced as a Non-Executive Director on 1 July 2013 so 2013 remuneration reflects amounts received for the partial service for the 2013 year.

7 J Macfarlane commenced as a Non-Executive Director on 22 May 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year.

8 J Morschel retired as Chairman on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to car parking and gifts on retirement. \$90,959 was paid to J Morschel on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme.

9 G Clark retired as a Non-Executive Director on 18 December 2013 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement. \$123,990 was paid to G Clark on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme.

10 P Hay retired as a Non-Executive Director on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement.

11 D Meiklejohn retired as a Non-Executive Director on 18 December 2013 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to office space, car parking and gifts on retirement. \$96,545 was paid to D Meiklejohn on retirement in relation to his accrued entitlements under the closed ANZ Directors' Retirement Scheme.

12 A Watkins retired as a Non-Executive Director on 30 April 2014 so 2014 remuneration reflects amounts received for the partial service for the 2014 year. Non monetary benefits relate to gifts on retirement.

DIRECTORS' REPORT (continued)

8.2 CHIEF EXECUTIVE OFFICER (CEO)

Actual remuneration provided to the CEO in 2014 is detailed below, with remuneration tables provided in Section 8.4, Remuneration Tables – CEO and Disclosed Executives.

Fixed pay: The CEO's fixed remuneration remained unchanged at \$3.15 million for the year ending 30 September 2014 (with his only increase since commencement being four years ago, effective 1 October 2010).

Short Term Incentive (STI): The CEO has a target STI opportunity of \$3.15 million. The actual amount paid can increase or decrease from this number dependent on his performance as CEO and the performance of the organisation as a whole. Specifically, if, in the Board's view the CEO has performed above/below his targets, the Board may exercise its discretion to increase/decrease the STI beyond his target payment.

The Board approved the CEO's 2014 balanced scorecard annual objectives and his longer term strategic goals at the start of the year and then assessed his performance against these at the end of the year. The CEO's STI payment for 2014 was then determined having regard to his delivery against these objectives including ANZ's productivity performance and focus on capital efficiency, his demonstration of values led behaviours, as well as progress achieved in relation to ANZ's long term strategic goals. The STI payment for 2014 will be \$4.0 million with \$2.05 million paid in cash and the balance (\$1.95 million) awarded as deferred shares, half deferred for one year and half for two years.

Unvested deferred shares will be forfeited if the CEO resigns. Unvested deferred shares will be retained and released at the vesting date where the CEO is terminated with notice or where cessation of employment is by mutual agreement, unless the Board determines otherwise.

Long Term Incentive (LTI): At the 2010 Annual General Meeting shareholders approved an LTI grant of performance rights to the CEO with an award value of \$3 million. The performance rights were tested on 17 December 2013 against the TSR performance hurdle relative to a comparator group of select financial services companies. Although ANZ achieved TSR growth of 58.6% over the three year performance period, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest. The performance rights lapsed in full at this time, and the CEO received no value. There is no retesting of this grant.

At the 2013 Annual General Meeting shareholders approved an LTI grant of performance rights to the CEO with an award value equivalent to 100% of his 2013 fixed pay, being \$3.15 million, divided into two equal tranches. The performance condition for each tranche is relative TSR against a set comparator group, as outlined in Section 6.2.2, Long Term Incentives. Performance is assessed at the end of a three year performance period commencing 22 November 2013 (with no retesting). The total number of performance rights granted was determined by splitting the LTI grant value into two equal tranches of \$1.575 million each and then dividing these amounts by the allocation value (fair value at the date of allocation) of each tranche. The face value of the performance rights at the start of the performance period (based on the one week Volume Weighted Average Price (VWAP) of the Company's shares traded on the ASX in the week up to, and including, 22 November 2013, of \$31.7451) was \$6.4 million.

For 2014, it is proposed to grant a LTI with an award value of \$3.4 million, subject to shareholder approval at the 2014 Annual General Meeting, reflecting the importance of focusing the CEO on the achievement of longer term strategic objectives and alignment with shareholders interests. The LTI will be delivered as performance rights split into two equal tranches, each with a separate relative TSR performance hurdle, as outlined in Section 6.2.2, Long Term Incentives, which is measured independently of the other. The TSR hurdles will be subject to testing after three years, i.e. November 2017 (with no retesting).

The performance rights will be forfeited if the CEO resigns before they have vested and/or been exercised. The performance rights will be retained and will vest and become exercisable, subject to the relevant time and performance conditions being satisfied, where the CEO is terminated with notice or where cessation of employment is by mutual agreement.

CEO Equity

Details of deferred shares and rights granted to the CEO during the 2014 year and in prior years which vested, were exercised/sold or which lapsed/were forfeited during the 2014 year are set out in Section 9.1, CEO and Disclosed Executives Equity.

The movement during the reporting period in shareholdings and rights of the CEO (held directly, indirectly and by related parties) is provided in Section 9.2, NED, CEO and Disclosed Executives Shareholdings.

CEO's Contract Terms

The following sets out details of the contract terms relating to the CEO. The contract terms are in line with industry practice (based on external advice on Australian and international peer company benchmarks) and ASX Corporate Governance Principles.

Length of contract	Mr Smith commenced as CEO and Executive Director of ANZ on 1 October 2007 and is on a permanent contract, which is an ongoing employment contract until notice is given by either party.
Notice periods	Mr Smith or ANZ may terminate the employment agreement by providing 12 months' written notice.
Resignation	On resignation, all unvested STI deferred shares and all unexercised performance rights (or cash equivalent) will be forfeited.
Termination on notice by ANZ	<p>ANZ may terminate Mr Smith's employment by providing 12 months' written notice or payment in lieu of the notice period based on fixed remuneration.</p> <p>On termination on notice by ANZ all unvested STI deferred shares will be released at the original vesting date unless the Board determines otherwise; all performance rights (or cash equivalent) which have vested or vest during the notice period will be retained and become exercisable; all performance rights (or cash equivalent) which have not yet vested will be retained and will vest and become exercisable subject to the relevant time and performance hurdles being satisfied.</p>
Death or total and permanent disablement	On death or total and permanent disablement, all unvested STI deferred shares and all performance rights (or cash equivalent) will vest.
Change of control	<p>In the event of takeover, scheme of arrangement or other change of control event occurring, the performance condition applying to the performance rights will be tested and the performance rights will vest based on the extent the performance condition is satisfied. No pro-rata reduction in vesting will occur based on the period of time from the date of grant to the date of the change of control event occurring, and vesting will only be determined by the extent to which the performance condition is satisfied.</p> <p>Any performance rights which vest based on satisfaction of the performance condition will vest at a time (being no later than the final date on which the change of control event will occur) determined by the Board.</p> <p>Any performance rights which do not vest will lapse with effect from the date of the change of control event occurring, unless the Board determines otherwise.</p> <p>Any unvested STI deferred shares will vest at a time (being no later than the final date on which the change of control event will occur) determined by the Board.</p>
Termination for serious misconduct	<p>ANZ may immediately terminate Mr Smith's employment at any time in the case of serious misconduct, and Mr Smith will only be entitled to payment of fixed remuneration up to the date of termination.</p> <p>On termination without notice by ANZ in the event of serious misconduct all STI deferred shares remaining in trust and performance rights (or cash equivalent) will be forfeited.</p>
Statutory Entitlements	Payment of statutory entitlements of long service leave and annual leave applies in all events of separation.

8.3 DISCLOSED EXECUTIVES

Actual remuneration provided to the Disclosed Executives in 2014 is summarised below, with remuneration tables provided in Section 8.4, Remuneration Tables – CEO and Disclosed Executives.

Fixed pay: The annual review of ANZ's fixed remuneration levels for Disclosed Executives identified that most executives were competitively positioned within the market and therefore adjustments were only made to three executives (Mr Hisco, Mr Hodges and Mr Williams).

Short Term Incentive (STI): All incentives actually paid in the 2014 financial year related to performance from the 2013 financial year, and all deferred components are subject to the Board's discretion to reduce or adjust to zero before vesting.

For the 2014 year, the Board took into consideration overall Company performance against the balanced scorecard of measures, along with individual performance against set objectives. Overall, the total amount of STI payments to Disclosed Executives for the 2014 year (which are paid in the 2015 financial year) has increased from 2013, reflecting the improvement in company performance, the continued focus on productivity and capital efficiency, and progress towards the achievement of longer term targets, demonstrating the link between performance and variable reward outcomes.

The range in payments to individuals was broad, ranging from on target to well above target.

Long Term Incentive (LTI): LTI performance rights granted to Disclosed Executives in November 2010 were tested in November 2013 against the TSR performance hurdle relative to a comparator group of select financial services companies. Although ANZ achieved TSR growth of 55.9% over the three year performance period, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest. The performance rights lapsed in full at this time, and the Disclosed Executives received no value. There is no retesting of this grant.

LTI performance rights granted to Disclosed Executives during the 2014 financial year were allocated in November 2013 in two tranches. Each tranche is subject to meeting the relative TSR performance hurdle of that tranche, measured over a three year performance period commencing 22 November 2013.

For awards to be allocated in November 2014, the Board elected to grant LTI awards to Disclosed Executives around or above target, reflecting the importance of focusing Disclosed Executives on the achievement of longer term strategic objectives and alignment with shareholders interests, and recognising the capabilities of these individuals and the need to retain their expertise over the longer term.

Disclosed Executives Equity

Details of deferred shares and rights granted to the Disclosed Executives during the 2014 year and granted to the Disclosed Executives in prior years which vested, were exercised/sold or which lapsed/were forfeited during the 2014 year are set out in Section 9.1, CEO and Disclosed Executives Equity.

The movement in shareholdings and rights of the Disclosed Executives (held directly, indirectly and by related parties) during the reporting period is provided in Section 9.2, NED, CEO and Disclosed Executives Shareholdings.

Disclosed Executives' Contract Terms

The following sets out details of the contract terms relating to the Disclosed Executives. The contract terms for all Disclosed Executives are similar, but do on occasion, vary to suit different needs.

Length of contract	Disclosed Executives are on a permanent contract, which is an ongoing employment contract until notice is given by either party.
Notice periods	In order to terminate the employment arrangements, Disclosed Executives are required to provide the Company with six months' written notice. ANZ must provide Disclosed Executives with 12 months' written notice.
Resignation	On resignation, unless the Board determines otherwise, all unvested deferred shares, all unvested or vested but unexercised performance rights and all deferred share rights are forfeited.
Termination on notice by ANZ	<p>ANZ may terminate the Disclosed Executive's employment by providing 12 months' written notice or payment in lieu of the notice period based on fixed remuneration. On termination on notice by ANZ, unless the Board determines otherwise:</p> <ul style="list-style-type: none"> ▶ all unvested deferred shares, performance rights and deferred share rights are forfeited; and ▶ only performance rights and deferred share rights that are vested may be exercised.
Redundancy	<p>If ANZ terminates employment for reasons of redundancy, a severance payment will be made that is equal to 12 months' fixed remuneration.</p> <p>All STI deferred shares and STI deferred share rights remain subject to clawback and are released at the original vesting date. Performance rights (subject to performance hurdles being met), LTI deferred shares and LTI deferred share rights are either released in full or on a pro-rata basis, at the discretion of the Board with regard to the circumstances.</p>
Death or total and permanent disablement	On death or total and permanent disablement all unvested STI deferred shares, all deferred share rights and all performance rights will vest.
Termination for serious misconduct	<p>ANZ may immediately terminate the Disclosed Executive's employment at any time in the case of serious misconduct, and the employee will only be entitled to payment of fixed remuneration up to the date of termination.</p> <p>On termination without notice by ANZ in the event of serious misconduct all deferred shares held in trust will be forfeited and all performance rights and deferred share rights will be forfeited.</p>
Statutory Entitlements	Payment of statutory entitlements of long service leave and annual leave applies in all events of separation.

DIRECTORS' REPORT (continued)

8.4 REMUNERATION TABLES – CEO AND DISCLOSED EXECUTIVES

Table 4: Non Statutory Remuneration Disclosure has been prepared to provide shareholders with a view of remuneration structure and how remuneration was paid or communicated to the CEO and Disclosed Executives for 2013 and 2014. The Board believes presenting information in this way provides the shareholder with increased clarity and transparency of the CEO and Disclosed Executives' remuneration, clearly showing the amounts awarded for each remuneration component (fixed remuneration, STI and LTI) within the financial year. Details of prior year awards which may have vested in 2013 and 2014 are provided in the footnotes.

	Individuals included in table	Fixed pay	Non monetary benefits	Long service leave accrual
NON STATUTORY REMUNERATION DISCLOSURE TABLE	CEO and Current Disclosed Executives (pro-rated for period of year as a KMP)	Total of cash salary and superannuation contributions	Non monetary benefits which typically consists of company-funded benefits and fringe benefits tax payable on these benefits	Not included
STATUTORY REMUNERATION DISCLOSURE TABLE	CEO, Current and Former Disclosed Executives (pro-rated for period of year as a KMP)	Cash salary (including any reductions made in relation to the utilisation of ANZ's Lifestyle Leave Policy) and superannuation contributions	As above	Long service leave accrued during the year

1 Subject to Shareholder approval for the CEO

TABLE 4: NON STATUTORY REMUNERATION DISCLOSURE – CEO AND CURRENT DISCLOSED EXECUTIVE REMUNERATION FOR 2014 AND 2013

	Financial Year	Fixed Remuneration ¹ \$	Non monetary benefits \$	Cash \$	Deferred as equity \$
CEO and Current Disclosed Executives					
M Smith³	2014	3,150,000	170,019	2,050,000	1,950,000
Chief Executive Officer	2013	3,150,000	145,681	2,050,000	1,950,000
P Chronican⁴	2014	1,300,000	15,938	925,000	825,000
Chief Executive Officer, Australia	2013	1,300,000	15,669	1,050,000	950,000
A Currie⁵	2014	1,000,000	15,938	950,000	850,000
Chief Operating Officer					
S Elliott⁶	2014	1,250,000	20,663	1,300,000	1,200,000
Chief Financial Officer	2013	1,250,000	15,669	1,300,000	1,200,000
A Géczy⁷	2014	1,250,000	337,718	900,000	800,000
Chief Executive Officer, International & Institutional Banking	2013	50,000	–	–	–
D Hisco⁸	2014	1,165,493	430,342	1,150,083	1,050,082
Chief Executive Officer, New Zealand	2013	1,000,000	411,398	1,050,000	950,000
G Hodges⁹	2014	1,050,000	19,166	800,000	700,000
Deputy Chief Executive Officer	2013	1,000,000	27,404	675,000	575,000
J Phillips¹⁰	2014	1,000,000	5,500	900,000	800,000
Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	2013	1,000,000	5,500	700,000	600,000
N Williams¹¹	2014	1,250,000	18,551	950,000	850,000
Chief Risk Officer	2013	1,000,000	248,328	850,000	750,000

1 Fixed Remuneration was unchanged year on year for Disclosed Executives, with the exception of D Hisco, G Hodges and N Williams. The difference for A Géczy year on year reflects partial service as a Disclosed Executive in 2013.

2 The possible range of STI is between 0 and 2 times target STI. The actual STI received is dependent on ANZ and individual performance. Anyone who received less than 100% of target forfeited the rest of their STI entitlement. The minimum value is nil and the maximum value is what was actually paid.

3 **M Smith** – Non monetary benefits include car parking, life insurance and taxation services. In 2014 equity to the value of \$2,335,900 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in December 2010 and previously disclosed, lapsed in December 2013. The 2014 LTI relates to the proposed LTI grant, subject to approval by shareholders at the 2014 Annual General Meeting. LTI of \$3,150,000 for FY13 equated to 201,086 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$6,383,495 as approved by shareholders at the 2013 Annual General Meeting.

4 **P Chronican** – Non monetary benefits include car parking and taxation services. In 2014 equity to the value of \$1,014,170 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in November 2010 and previously disclosed, lapsed in November 2013. LTI of \$700,000 for FY13 equated to 48,275 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$1,532,495.

5 **A Currie** – The Chief Operating Officer role is a Disclosed Executive role for the first time effective 1 October 2013 as it meets the definition of KMP. Non monetary benefits include car parking and taxation services. In 2014 equity to the value of \$933,222 vested in respect of deferred STI granted in November 2011 and November 2012, and equity to the value of \$1,082,546 vested in respect of deferred LTI granted in November 2010.

6 **S Elliott** – Non monetary benefits include car parking and taxation services. In 2014 equity to the value of \$952,637 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in November 2010 and previously disclosed, lapsed in November 2013. LTI of \$1,000,000 for FY13 equated to 68,965 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$2,189,301.

The information provided in Table 4 is non statutory information and differs from the information provided in Table 5: Statutory Remuneration Disclosure, which has been prepared in accordance with Australian Accounting Standards. A description of the difference between the two tables in relation to the 2014 financial year information is provided below:

Retirement benefits	STI	LTI	Other equity allocations
Not included	STI awarded in Nov 2014 for the 2014 financial year – expressed as a cash value plus a deferred equity grant value The equity allocation value multiplied by the number of instruments granted equals the STI/LTI deferred equity dollar value	Award value of LTI granted in Nov/Dec ¹ 2014	Employee Share Offer communicated value granted in Dec 2013
Retirement benefit accrued during the year. This relates to a retirement allowance available to individuals employed prior to Nov 1992	Includes cash STI (Nov 2014 element only) and amortised STI for deferred equity from current and prior year awards Amortised STI values relate to STI awards made in Nov 2011, 2012, 2013 and to be granted in Nov 2014	Amortised LTI values relate to LTI awards made in Nov/Dec 2010, 2011, 2012 and 2013	Amortised values for equity awards made in prior years, excluding STI and LTI awards
Equity is amortised over the vesting period of the award. Refer to footnote 7 of the Statutory Remuneration Disclosure Table for details of how amortised values are calculated			

STI			LTI		Total Remuneration	
Total \$	As % of target %	As % of maximum opportunity ² %	Total (deferred as equity) \$	Received \$	Deferred as equity \$	Total \$
4,000,000	127%	63%	3,400,000	5,370,019	5,350,000	10,720,019
4,000,000	127%		3,150,000	5,345,681	5,100,000	10,445,681
1,750,000	112%	56%	700,000	2,240,938	1,525,000	3,765,938
2,000,000	128%		700,000	2,365,669	1,650,000	4,015,669
1,800,000	150%	75%	750,000	1,965,938	1,600,000	3,565,938
2,500,000	167%	83%	800,000	2,570,663	2,000,000	4,570,663
2,500,000	167%		1,000,000	2,565,669	2,200,000	4,765,669
1,700,000	113%	57%	800,000	2,487,718	1,600,000	4,087,718
–	–		625,000	50,000	625,000	675,000
2,200,165	157%	79%	699,260	2,745,918	1,749,342	4,495,260
2,000,000	167%		699,200	2,461,398	1,649,200	4,110,598
1,500,000	119%	60%	500,000	1,869,166	1,200,000	3,069,166
1,250,000	104%		500,000	1,702,404	1,075,000	2,777,404
1,700,000	142%	71%	700,000	1,905,500	1,500,000	3,405,500
1,300,000	108%		500,000	1,705,500	1,100,000	2,805,500
1,800,000	120%	80%	750,000	2,218,551	1,600,000	3,818,551
1,600,000	133%		750,000	2,098,328	1,500,000	3,598,328

7 **A Géczy** – Commenced in role 16 September 2013 so fixed remuneration reflects amounts received for the partial service for the 2013 year. Non monetary benefits include relocation expenses and car parking. LTI of \$625,000 for FY13 equated to 43,102 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$1,368,277.

8 **D Hisco** – Effective 2014, D Hisco received a 5% AUD increment and his remuneration was then fixed in NZD using the average exchange rate for FY13. His 2014 remuneration value in the table represents his NZD remuneration converted to AUD at the average exchange rate for FY14. Non monetary benefits includes expenses related to his relocation to New Zealand, car parking and taxation services. In 2014 equity to the value of \$1,203,589 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in November 2010 and previously disclosed, lapsed in November 2013. LTI of \$699,200 for FY13 equated to 48,220 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$1,530,749. D Hisco was also eligible to receive shares to the value of \$800 in relation to the Employee Share Offer in December 2013.

9 **G Hodges** – Non monetary benefits include car parking and taxation services. In 2014 equity to the value of \$733,666 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in November 2010 and previously disclosed, lapsed in November 2013. LTI of \$500,000 for FY13 equated to 34,482 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$1,094,635.

10 **J Phillips** – Non monetary benefits include taxation services. In 2014 equity to the value of \$643,058 vested in respect of previously disclosed deferred STI granted in November 2011 and November 2012. Deferred LTI which was granted in 2010 and previously disclosed, lapsed in November 2013. LTI of \$500,000 for FY13 equated to 34,482 performance rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$1,094,635.

11 **N Williams** – Fixed remuneration was increased in October 2013 in light of market competitive remuneration levels for this role, and in recognition of his more seasoned contribution. This has been the only adjustment to his fixed remuneration since his appointment to the role in December 2011. Non monetary benefits include car parking and taxation services. In 2014 equity to the value of \$806,482 vested in respect of deferred STI granted in November 2011 and November 2012 and equity to the value of \$676,587 vested in respect of deferred LTI granted in November 2010. LTI of \$750,000 for FY13 equated to 27,603 deferred share rights which based on the 1 week VWAP at the start of the performance period (22 November 2013) had a face value of \$876,260.

DIRECTORS' REPORT (continued)

TABLE 5: STATUTORY REMUNERATION DISCLOSURE – CEO AND DISCLOSED EXECUTIVE REMUNERATION FOR 2014 AND 2013

	Financial Year	Short-Term Employee Benefits			Post-Employment	
		Cash salary ¹	Non monetary benefits ²	Total cash incentive ^{3,4}	Super contributions ⁵	Retirement benefit accrued during year ⁶
		\$	\$	\$	\$	\$
CEO and Current Disclosed Executives						
M Smith ¹⁰	2014	3,150,000	170,019	2,050,000	–	–
Chief Executive Officer	2013	3,150,000	145,681	2,050,000	–	–
P Chronican	2014	1,189,252	15,938	925,000	110,748	–
Chief Executive Officer, Australia	2013	1,191,978	15,669	1,050,000	108,022	–
A Currie ¹¹	2014	879,723	15,938	950,000	85,191	–
Chief Operating Officer						
S Elliott	2014	1,143,512	20,663	1,300,000	106,488	–
Chief Financial Officer	2013	1,146,133	15,669	1,300,000	103,867	–
A Géczy ¹²	2014	1,143,512	337,718	900,000	106,488	–
Chief Executive Officer, International & Institutional Banking	2013	48,942	–	–	1,058	–
D Hisco ¹³	2014	1,165,493	430,342	1,150,083	–	61,805
Chief Executive Officer, New Zealand	2013	1,000,000	411,398	1,050,000	–	5,436
G Hodges	2014	960,550	19,166	800,000	89,450	7,945
Deputy Chief Executive Officer	2013	916,906	27,404	675,000	83,094	5,071
J Phillips	2014	914,809	5,500	900,000	85,191	–
Chief Executive Officer, Global Wealth and Group Managing Director, Marketing, Innovation and Digital	2013	916,906	5,500	700,000	83,094	–
N Williams	2014	1,143,512	18,551	950,000	106,488	25,251
Chief Risk Officer	2013	899,347	248,328	850,000	83,094	5,286
Former Disclosed Executives						
A Thursby ¹⁴						
Former Chief Executive Officer, International & Institutional Banking	2013	937,500	10,130	–	–	–
Total of all Executive KMPs ¹⁵	2014	11,690,363	1,033,835	9,925,083	690,044	95,001
	2013	10,207,712	879,779	7,675,000	462,229	15,793

¹ Cash salary includes reductions made in relation to the utilisation of ANZ's Lifestyle Leave Policy, where applicable.

² Non monetary benefits generally consist of company-funded benefits such as car parking and taxation services. This item also includes costs met by the company in relation to relocation, gifts received on leaving ANZ for former Disclosed Executives, and life insurance for the CEO. The fringe benefits tax payable on any benefits is also included in this item.

³ The total cash incentive relates to the cash component only, with the relevant amortisation of the STI deferred components included in share-based payments and amortised over the vesting period. The total STI was approved by the Board on 29 October 2014. 100% of the cash incentive awarded for the 2013 and 2014 years vested to the Disclosed Executive in the applicable financial year.

⁴ The possible range of STI is between 0 and 2 times target STI. The actual STI received is dependent on ANZ and individual performance. The 2014 STI awarded (cash and equity component) as a percentage of target STI was: M Smith 127% (2013: 127%); P Chronican 112% (2013: 128%); A Currie 150%; S Elliott 167% (2013: 167%); A Géczy 113% (2013: n/a); D Hisco 157% (2013: 167%); G Hodges 119% (2013: 104%); J Phillips 142% (2013: 108%); N Williams 120% (2013: 133%); A Thursby (2013: nil). Anyone who received less than 100% of target forfeited the rest of their STI entitlement. The minimum value is nil and the maximum value is what was actually paid.

⁵ For all Australian based Disclosed Executives other than M Smith and A Thursby, the superannuation contribution reflects the Superannuation Guarantee Contribution – individuals may elect to take this contribution as superannuation or a combination of superannuation and cash. As M Smith is and A Thursby was a holder of a long stay visa, their fixed remuneration does not include the Superannuation Guarantee Contribution, however they are able to elect voluntary superannuation contributions.

⁶ Accrual relates to Retirement Allowance. As a result of being employed with ANZ prior to November 1992, D Hisco, G Hodges and N Williams are eligible to receive a Retirement Allowance on retirement, retrenchment, death, or resignation for illness, incapacity or domestic reasons. The Retirement Allowance is calculated as follows: three months of preserved notional salary (which is 65% of Fixed Remuneration) plus an additional 3% of notional salary for each year of full time service above 10 years, less the total accrual value of long service leave (including taken and untaken).

⁷ In accordance with the requirements of AASB 2 Share-based payments, the amortisation value includes a proportion of the fair value (taking into account market-related vesting conditions) of all equity that had not yet fully vested as at the commencement of the financial year. The fair value is determined at grant date and is allocated on a straight-line basis over the relevant vesting period. The amount included as remuneration is not related to nor indicative of the benefit (if any) that may ultimately be realised should the equity become exercisable.

⁸ Remuneration amounts disclosed exclude insurance premiums paid by the consolidated entity in respect of directors' and officers' liability insurance contracts which cover current and former KMP of the controlled entities. The total premium, which cannot be disclosed because of confidentiality requirements, has not been allocated to the individuals covered by the insurance policy as, based on all available information, the directors believe that no reasonable basis for such allocation exists.

Long-Term
Employee
Benefits

Share-Based Payments⁷

Benefits		Total amortisation value of					Termination benefits	Grand total remuneration ^{8,9}
		STI		LTI		Other equity allocations		
		Shares	Options and Rights	Shares	Rights	Shares		
Long service leave accrued during the year	\$	\$	\$	\$	\$	\$	\$	\$
47,073		1,893,344	–	–	3,133,587	–	–	10,444,023
47,289		1,719,210	–	–	2,991,143	–	–	10,103,323
19,525		848,607	–	–	657,940	–	–	3,767,010
19,614		723,368	–	–	672,705	–	–	3,781,356
14,983		717,821	–	195,545	463,757	–	–	3,322,958
18,752		1,134,313	–	–	922,786	–	–	4,646,514
22,038		796,167	16,708	–	771,029	–	–	4,171,611
18,938		313,878	–	–	178,321	–	–	2,998,855
780		–	–	–	–	–	–	50,780
62,038		–	790,752	–	548,048	217	–	4,208,778
14,064		–	768,790	–	461,622	–	–	3,711,310
32,355		611,759	–	–	495,131	–	–	3,016,356
14,429		527,240	–	–	498,760	–	–	2,747,904
15,010		658,421	–	–	493,171	–	–	3,072,102
15,078		490,516	–	–	480,192	–	–	2,691,286
127,499		745,149	–	183,979	413,799	–	–	3,714,228
14,214		575,216	–	347,119	176,435	–	–	3,199,039
–		(78,480)	–	–	(529,830)	–	127,038	466,358
356,173		6,923,292	790,752	379,524	7,306,540	217	–	39,190,824
147,506		4,753,237	785,498	347,119	5,522,056	–	127,038	30,922,967

9 The disclosed amortised value of rights for each KMP as a percentage of Grand Total Remuneration is: M Smith 30%; P Chronican 17%; A Currie 14%; S Elliott 20%; A Géczy 6%; D Hisco 32%; G Hodges 16%; J Phillips 16%; N Williams 11%.

10 While the CEO is an Executive Director, he has been included in this table with the Disclosed Executives.

11 A Currie's role is a Disclosed Executive role for the first time in 2014 as it meets the definition of Key Management Personnel.

12 A Géczy was appointed to the CEO, International & Institutional Banking role on 16 September 2013 so remuneration reflects amounts received for the partial service of the 2013 year.

13 D Hisco was eligible in FY14 to receive shares in relation to the Employee Share Offer, which provides a grant of up to \$1,000 of ANZ shares in each financial year to eligible employees subject to Board approval. Refer to Note 45 Employee Share and Option Plans for further details on the Employee Share Offer.

14 A Thursby ceased employment 30 June 2013 and remuneration is to this date.

15 For those Disclosed Executives who were disclosed in both 2013 and 2014, the following are noted:

- M Smith – uplift in year-on-year total remuneration, driven mainly by an increase in the amortisation value of equity.
- P Chronican – reduction in year-on-year total remuneration, driven by a combination of factors including cash STI and amortisation value of LTI.
- S Elliott – uplift in year-on-year total remuneration, driven mainly by increases in the amortised value of equity.
- A Géczy – 2013 total remuneration only reflected a partial year as he commenced in role 16 September 2013. Uplift in year-on-year total remuneration due to non monetary benefits and full year in role in 2014.
- D Hisco – uplift in year-on-year total remuneration, driven by a combination of factors including 5% increase in cash salary, exchange rate movements, cash STI and amortised value of equity.
- G Hodges – uplift in year-on-year remuneration, driven by a combination of factors including increase in cash salary, cash STI and amortised value of equity.
- J Phillips – uplift in year-on-year remuneration, driven by a combination of factors including cash STI and amortised value of equity.
- N Williams – uplift in year-on-year remuneration, driven by a combination of factors including increase in cash salary, cash STI and amortised value of equity.

DIRECTORS' REPORT (continued)

9. Equity

All shares underpinning equity awards may be purchased on market, or be newly issued shares or a combination of both. For the 2013 equity granted to the CEO and Disclosed Executives, all STI deferred shares were purchased on market and for LTI performance rights, the approach to satisfying awards will be determined closer to the time of vesting.

9.1 CEO AND DISCLOSED EXECUTIVES EQUITY

Details of deferred shares and rights granted to the CEO and Disclosed Executives during the 2014 year, and granted to the CEO and Disclosed Executives in prior years which vested, were exercised/sold or which lapsed/were forfeited during the 2014 year is set out below.

TABLE 6: CEO AND DISCLOSED EXECUTIVES EQUITY GRANTED, VESTED, EXERCISED/SOLD AND LAPSED/FORFEITED

						Vested		Lapsed/Forfeited		Exercised/Sold				Vested and exercisable as at 30 Sep 2014 ³	Unexercisable as at 30 Sep 2014	
Name	Type of equity	Number granted ¹	Grant date	First date exercisable	Date of expiry	Number	%	Value ² \$	Number	%	Value ² \$	Number	%	Value ² \$		
CEO and Current Disclosed Executives																
M Smith ⁴	STI deferred shares	36,729	14-Nov-11	14-Nov-13	–	36,729	100	1,170,160	–	–	–	(36,729)	100	1,137,302	–	–
	STI deferred shares	36,334	12-Nov-12	12-Nov-13	–	36,334	100	1,165,740	–	–	–	(36,334)	100	1,125,071	–	–
	STI deferred shares ¹¹	30,709	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	30,709
	STI deferred shares ¹¹	30,708	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	30,708
	LTI performance rights	253,164	17-Dec-10	17-Dec-13	16-Dec-14	–	–	(253,164)	100	(7,742,211)	–	–	–	–	–	–
	LTI performance rights ¹²	100,832	18-Dec-13	18-Dec-16	18-Dec-18	–	–	–	–	–	–	–	–	–	–	100,832
	LTI performance rights ¹²	100,254	18-Dec-13	18-Dec-16	18-Dec-18	–	–	–	–	–	–	–	–	–	–	100,254
P Chronican ⁵	STI deferred shares	16,587	14-Nov-11	14-Nov-13	–	16,587	100	528,450	–	–	–	(16,587)	100	528,450	–	–
	STI deferred shares	15,139	12-Nov-12	12-Nov-13	–	15,139	100	485,720	–	–	–	(15,139)	100	485,720	–	–
	STI deferred shares ¹¹	14,961	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	14,961
	STI deferred shares ¹¹	14,960	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	14,960
	LTI performance rights	54,347	12-Nov-10	12-Nov-13	11-Nov-15	–	–	(54,347)	100	(1,743,669)	–	–	–	–	–	–
	LTI performance rights ¹²	25,234	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	25,234
	LTI performance rights ¹²	23,041	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	23,041
A Currie ⁶	STI deferred shares	16,587	14-Nov-11	14-Nov-13	–	16,587	100	528,450	–	–	–	(16,587)	100	529,951	–	–
	STI deferred shares	12,616	12-Nov-12	12-Nov-13	–	12,616	100	404,772	–	–	–	(12,616)	100	403,079	–	–
	STI deferred shares ¹¹	10,236	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	10,236
	STI deferred shares ¹¹	10,236	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	10,236
	LTI deferred shares	33,741	12-Nov-10	12-Nov-13	–	33,741	100	1,082,546	–	–	–	(33,741)	100	1,078,018	–	–
	LTI performance rights ¹²	27,036	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	27,036
	LTI performance rights ¹²	24,687	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	24,687
S Elliott ⁷	STI deferred shares	9,573	14-Nov-11	14-Nov-13	–	9,573	100	304,989	–	–	–	(9,573)	100	305,855	–	–
	STI deferred shares	20,186	12-Nov-12	12-Nov-13	–	20,186	100	647,648	–	–	–	(20,186)	100	644,939	–	–
	STI deferred shares ¹¹	18,898	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	18,898
	STI deferred shares ¹¹	18,897	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	18,897
	LTI performance rights	45,986	12-Nov-10	12-Nov-13	11-Nov-15	–	–	(45,986)	100	(1,475,415)	–	–	–	–	–	–
	LTI performance rights ¹²	36,049	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	36,049
	LTI performance rights ¹²	32,916	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	32,916
A Géczy	LTI performance rights ¹²	22,530	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	22,530
	LTI performance rights ¹²	20,572	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	20,572
D Hisco ⁸	STI deferred shares	9,985	8-Dec-04	8-Dec-07	–	–	–	–	–	–	–	(9,985)	100	329,918	–	–
	LTI deferred shares	1,320	5-Nov-04	5-Nov-07	–	–	–	–	–	–	–	(1,320)	100	44,542	–	–
	LTI deferred shares	23,282	31-Oct-08	31-Oct-11	–	–	–	–	–	–	–	(39)	0.2	1,289	23,243	–
	Employee share offer	25	4-Dec-13	4-Dec-16	–	–	–	–	–	–	–	–	–	–	–	25
	STI deferred share rights	20,318	14-Nov-11	14-Nov-13	14-Nov-15	20,318	100	647,317	–	–	–	(20,318)	100	675,958	–	–
	STI deferred share rights	17,338	12-Nov-12	12-Nov-13	12-Nov-15	17,338	100	556,272	–	–	–	(17,338)	100	556,272	–	–
	STI deferred share rights ¹¹	15,780	22-Nov-13	22-Nov-14	21-Nov-16	–	–	–	–	–	–	–	–	–	–	15,780
	STI deferred share rights ¹¹	16,608	22-Nov-13	22-Nov-15	21-Nov-17	–	–	–	–	–	–	–	–	–	–	16,608
	LTI performance rights	33,444	12-Nov-10	12-Nov-13	11-Nov-15	–	–	(33,444)	100	(1,073,017)	–	–	–	–	–	–
	LTI performance rights ¹²	25,205	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	25,205
LTI performance rights ¹²	23,015	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	23,015	

						Vested		Lapsed/Forfeited				Exercised/Sold				Vested and exercisable as at 30 Sep 2014 ³	Unexercisable as at 30 Sep 2014
Name	Type of equity	Number granted ¹	Grant date	First date exercisable	Date of expiry	Number	%	Value ² \$	Number	%	Value ² \$	Number	%	Value ² \$			
G Hodges ⁹	STI deferred shares	2,554	8-Nov-00	8-Nov-01	–	–	–	–	–	–	–	(2,554)	100	85,970	–	–	
	STI deferred shares	5,159	8-Nov-00	8-Nov-03	–	–	–	–	–	–	–	(5,159)	100	173,656	–	–	
	STI deferred shares	3,771	24-Apr-01	24-Apr-04	–	–	–	–	–	–	–	(3,771)	100	126,935	–	–	
	STI deferred shares	4,761	23-Oct-02	23-Oct-05	–	–	–	–	–	–	–	(4,761)	100	160,259	–	–	
	STI deferred shares	4,503	20-May-03	20-May-06	–	–	–	–	–	–	–	(4,503)	100	151,575	–	–	
	STI deferred shares	9,911	12-Nov-10	12-Nov-12	–	–	–	–	–	–	–	(9,911)	100	333,612	–	–	
	STI deferred shares	11,848	14-Nov-11	14-Nov-12	–	–	–	–	–	–	–	(11,848)	100	398,813	–	–	
	STI deferred shares	11,848	14-Nov-11	14-Nov-13	–	11,848	100	377,469	–	–	–	–	–	–	11,848	–	
	STI deferred shares	11,102	12-Nov-12	12-Nov-13	–	11,102	100	356,197	–	–	–	–	–	–	11,102	–	
	STI deferred shares ¹¹	9,055	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	9,055	
	STI deferred shares ¹¹	9,055	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	9,055	
	LTI deferred shares	1,300	24-Apr-01	24-Apr-04	–	–	–	–	–	–	–	(1,300)	100	43,759	–	–	
	LTI deferred shares	3,800	23-Oct-02	23-Oct-05	–	–	–	–	–	–	–	(3,800)	100	127,911	–	–	
	LTI deferred shares	6,500	20-May-03	20-May-06	–	–	–	–	–	–	–	(6,500)	100	218,795	–	–	
	LTI performance rights	41,806	12-Nov-10	12-Nov-13	11-Nov-15	–	–	–	(41,806)	100	(1,341,304)	–	–	–	–	–	
LTI performance rights ¹²	18,024	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	18,024		
LTI performance rights ¹²	16,458	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	16,458		
J Phillips ¹⁰	STI deferred shares	9,004	14-Nov-11	14-Nov-13	–	9,004	100	286,861	–	–	–	–	–	–	9,004	–	
	STI deferred shares	11,102	12-Nov-12	12-Nov-13	–	11,102	100	356,197	–	–	–	–	–	–	11,102	–	
	STI deferred shares ¹¹	9,449	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	9,449	
	STI deferred shares ¹¹	9,448	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	9,448	
	LTI performance rights	37,625	12-Nov-10	12-Nov-13	11-Nov-15	–	–	–	(37,625)	100	(1,207,161)	–	–	–	–	–	
	LTI performance rights ¹²	18,024	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	18,024	
	LTI performance rights ¹²	16,458	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	16,458	
N Williams	STI deferred shares	13,625	14-Nov-11	14-Nov-13	–	13,625	100	434,083	–	–	–	(13,625)	100	435,354	–	–	
	STI deferred shares	11,607	12-Nov-12	12-Nov-13	–	11,607	100	372,399	–	–	–	(11,607)	100	370,874	–	–	
	STI deferred shares ¹¹	11,811	22-Nov-13	22-Nov-14	–	–	–	–	–	–	–	–	–	–	–	11,811	
	STI deferred shares ¹¹	11,811	22-Nov-13	22-Nov-15	–	–	–	–	–	–	–	–	–	–	–	11,811	
	LTI deferred shares	21,088	12-Nov-10	12-Nov-13	–	21,088	100	676,587	–	–	–	(21,088)	100	677,209	–	–	
	LTI deferred share rights ¹²	27,603	22-Nov-13	22-Nov-16	21-Nov-18	–	–	–	–	–	–	–	–	–	–	27,603	

1 Executives, for the purpose of the five highest paid executives disclosures, are defined as Disclosed Executives or other members of Management Board. For the 2014 financial year the five highest paid executives include four Disclosed Executives and the Deputy CEO, International & Institutional Banking (G Planté). Rights granted to Disclosed Executives as remuneration in 2014 are included above. Rights granted to G Planté as remuneration in 2014 include two tranches of LTI performance rights (Tranche one of 25,234 LTI performance rights and Tranche two of 23,041 LTI performance rights). Both tranches were granted on 22 Nov 2013, are first exercisable on 22 Nov 2016 subject to meeting performance hurdles and have an expiry date of 21 Nov 2018). No rights have been granted to the CEO, Disclosed Executives or the five highest paid executives since the end of 2014 up to the signing of the Director's Report on 5 November 2014.

2 The point in time value of shares and/or performance rights is based on the one day VWAP of the Company's shares traded on the ASX on the date of vesting, lapsing/forfeiture or exercising/sale/transfer out of trust, multiplied by the number of shares and/or performance rights.

3 The number vested and exercisable is the number of shares, options and rights that remain vested at the end of the reporting period. No shares, options and rights were vested and unexercisable.

4 M Smith – The CEO had a proportion of his STI amount deferred as equity. The Board determined the deferred amount for the CEO. Refer to Table 10 for details of the valuation methodology, inputs and fair value. The 2013 LTI grant for the CEO was delivered as performance rights. Refer to the section on CEO LTI for further details of the LTI grant and Table 11 for details of the valuation, inputs and fair value. LTI performance rights granted 17 Dec 2010 lapsed on 17 Dec 2013 and the one day VWAP was \$30.5818.

5 P Chronican – LTI performance rights granted 12 Nov 2010 lapsed on 12 Nov 2013 and the one day VWAP was \$32.0840.

6 A Currie commenced as KMP from 1 October 2013.

7 S Elliott – LTI performance rights granted 12 Nov 2010 lapsed on 12 Nov 2013 and the one day VWAP was \$32.0840.

8 D Hisco – STI deferred share rights granted 14 Nov 2011 were exercised on 04 Apr 2014, the one day VWAP on date of exercise was \$33.2689 and the exercise price was \$0.00. STI deferred share rights granted 12 Nov 2012 were exercised on 12 Nov 2013 and the one day VWAP on date of exercise was \$32.0840. LTI performance rights granted 12 Nov 2010 lapsed on 12 Nov 2013 and the one day VWAP was \$32.0840.

9 G Hodges – LTI performance rights granted 12 Nov 2010 lapsed on 12 Nov 2013 and the one day VWAP was \$32.0840.

10 J Phillips – LTI performance rights granted 12 Nov 2010 lapsed on 12 Nov 2013 and the one day VWAP was \$32.0840.

11 The Disclosed Executives had a proportion of their STI amount deferred as equity. In 2014 D Hisco received share rights rather than shares due to taxation regulations in New Zealand.

A share right effectively provides a right in the future to acquire a share in ANZ at nil cost to the employee. Refer to the STI arrangements section for further details of the mandatory deferral arrangements for the Disclosed Executives and Table 11 for details of the valuation methodology, inputs and fair value.

12 The 2013 LTI grants for Disclosed Executives were delivered as performance rights excluding for the CRO. Refer to Section 6.2.2, LTI for further details and Table 11 for details of the valuation, inputs and fair value.

DIRECTORS' REPORT (continued)

9.2 NED, CEO AND DISCLOSED EXECUTIVES SHAREHOLDINGS

Details of shares held directly, indirectly or beneficially by each NED, including their related parties, are provided below.

TABLE 7: NED SHAREHOLDINGS (INCLUDING MOVEMENTS DURING THE 2014 YEAR)

Name	Type	Opening balance at 1 Oct 2013	Shares granted during the year as remuneration	Received during the year on exercise of options or rights	Resulting from any other changes during the year ¹	Closing balance at 30 Sep 2014 ^{2,3}
Current Non-Executive Directors						
D Gonski ⁴	Ordinary shares	30,921	–	–	–	30,921
I Atlas ⁴	Ordinary shares	7,360	–	–	–	7,360
P Dwyer	Ordinary shares	5,500	–	–	4,500	10,000
H Lee	Directors' Share Plan	2,000	–	–	109	2,109
	Ordinary shares	8,000	–	–	–	8,000
G Liebelt	Ordinary shares	9,748	–	–	–	9,748
	Capital notes	1,500	–	–	–	1,500
	Capital notes 2	–	–	–	2,500	2,500
	Convertible preference shares (CPS1)	2,500	–	–	(2,500)	–
I Macfarlane	Ordinary shares	17,616	–	–	–	17,616
	Capital notes	1,000	–	–	500	1,500
	Convertible preference shares (CPS2)	500	–	–	–	500
	Convertible preference shares (CPS3)	1,000	–	–	–	1,000
J Macfarlane ⁴	Ordinary shares	12,284	–	–	–	12,284
	Capital notes 2	2,000	–	–	–	2,000
Former Non-Executive Directors						
J Morschel ⁴	Directors' Share Plan	7,860	–	–	–	7,860
	Ordinary shares	15,742	–	–	–	15,742
	Capital notes	1,000	–	–	–	1,000
	Capital notes 2	–	–	–	1,000	1,000
	Convertible preference shares (CPS2)	1,000	–	–	–	1,000
G Clark ⁴	Directors' Share Plan	5,479	–	–	(5,479)	–
	Ordinary shares	12,000	–	–	5,479	17,479
P Hay ⁴	Directors' Share Plan	3,400	–	–	(3,400)	–
	Ordinary shares	12,664	–	–	3,839	16,503
D Meiklejohn ⁴	Ordinary shares	16,198	–	–	–	16,198
A Watkins ⁴	Ordinary shares	20,111	–	–	–	20,111
	Capital notes	300	–	–	–	300

¹ Shares from any other changes during the year include the net result of any shares purchased, sold, or acquired under the Dividend Reinvestment Plan.

² The following shares (included in the holdings above) were held on behalf of the NEDs (i.e. indirect beneficially held shares) as at 30 September 2014 or for those who concluded as a Non-Executive Director during the 2014 financial year, as at retirement date: D Gonski – 30,921, I Atlas – 7,360, P Dwyer – 10,000, H Lee – 2,109, G Liebelt – 13,748, I MacFarlane – 20,616, J MacFarlane – 12,284, J Morschel – 19,560, G Clark – 12,000, P Hay – 12,685, D Meiklejohn – 13,698, A Watkins – 20,411.

³ There was no change in the balance as at report sign-off date for current Non-Executive Directors.

⁴ For those who commenced as a Non-Executive Director during the 2014 financial year, the opening balance is as at commencement date. For those that concluded as a Non-Executive Director during the 2014 financial year, the closing balance is at retirement date.

Details of shares held directly, indirectly or beneficially by the CEO and each Disclosed Executive, including their related parties, are provided below.

TABLE 8: CEO AND DISCLOSED EXECUTIVE SHAREHOLDINGS (INCLUDING MOVEMENTS DURING THE 2014 YEAR)

Name	Type	Opening balance at 1 Oct 2013	Shares granted during the year as remuneration	Received during the year on exercise of options or rights	Resulting from any other changes during the year ¹	Closing balance at 30 Sep 2014 ^{2,3}
CEO and Current Disclosed Executives						
M Smith	Deferred shares	112,154	61,417	–	(70,097)	103,474
	Ordinary shares	1,301,048	–	–	(399,180)	901,868
P Chronican	Deferred shares	49,652	29,921	–	(32,461)	47,112
	Ordinary shares	116,279	–	–	34,513	150,792
	Convertible preference shares (CPS2)	1,499	–	–	–	1,499
A Currie ⁴	Deferred shares	103,087	20,472	–	(64,613)	58,946
	Ordinary shares	1,042	–	–	–	1,042
S Elliott	Deferred shares	53,692	37,795	–	(30,488)	60,999
	Ordinary shares	1,446	–	–	(1,404)	42
A Géczy		–	–	–	–	–
D Hisco	Deferred shares	34,587	–	–	(11,344)	23,243
	Employee Share Offer	–	25	–	–	25
	Ordinary shares	20,000	–	37,656	(656)	57,000
G Hodges	Deferred shares	175,617	18,110	–	(48,689)	145,038
	Ordinary shares	136,532	–	–	(40,893)	95,639
J Phillips	Deferred shares	34,168	18,897	–	2,324	55,389
	Ordinary shares	9,733	–	–	–	9,733
N Williams	Deferred shares	83,813	23,622	–	(46,490)	60,945

1 Shares resulting from any other changes during the year include the net result of any shares purchased, forfeited, sold or acquired under the Dividend Reinvestment Plan.

2 The following shares (included in the holdings above) were held on behalf of the CEO and Disclosed Executives (i.e. indirect beneficially held shares) as at 30 September 2014: M Smith – 103,474; P Chronican – 47,112; A Currie – 58,946; S Elliott – 60,999; D Hisco – 38,243; G Hodges – 187,773; J Phillips – 55,389; N Williams – 60,945.

3 There was no change in the balance as at report sign-off date.

4 Commencing balance is based on holdings as at the date of commencement as a Key Management Personnel (1 October 2013).

DIRECTORS' REPORT (continued)

Details of deferred share rights and performance rights held directly, indirectly or beneficially by the CEO and each Disclosed Executive, including their related parties, are provided below.

TABLE 9: CEO AND DISCLOSED EXECUTIVE RIGHTS HOLDINGS (INCLUDING MOVEMENTS DURING THE 2014 YEAR)

Name	Type	Opening balance at 1 Oct 2013	Granted during the year as remuneration ¹	Exercised during the year	Resulting from any other changes during the year	Closing balance as at 30 Sep 2014 ^{2,3}
CEO and Current Disclosed Executives						
M Smith	LTI performance rights	908,398	201,086	–	(253,164)	856,320
P Chronican	LTI performance rights	190,305	48,275	–	(54,347)	184,233
A Currie ⁴	LTI performance rights	73,818	51,723	–	–	125,541
S Elliott	LTI performance rights	236,078	68,965	–	(45,986)	259,057
A Géczy	LTI performance rights	–	43,102	–	–	43,102
D Hisco	STI deferred share rights	56,038	32,388	(37,656)	–	50,770
	LTI performance rights	138,026	48,220	–	(33,444)	152,802
G Hodges	LTI performance rights	146,388	34,482	–	(41,806)	139,064
J Phillips	LTI performance rights	142,207	34,482	–	(37,625)	139,064
N Williams	LTI deferred share rights	29,225	27,603	–	–	56,828

1 Details of options/rights granted as remuneration during 2014 are provided in Table 6.

2 There was no change in the balance as at report sign-off date.

3 No options/rights were vested and exercisable or vested and unexercisable as at 30 September 2014.

4 Commencing balance is based on holdings as at the date of commencement as a Key Management Personnel (1 October 2013).

9.3 EQUITY VALUATIONS

This section outlines the valuations used throughout this report in relation to equity grants.

Equity valuation inputs – deferred shares

TABLE 10: EQUITY VALUATION INPUTS – DEFERRED SHARES

Recipients	Type	Grant date	Equity fair value ¹ \$	Share closing price at grant \$	Vesting period (years)
Executives	STI deferred shares	08-Nov-00	14.53	13.94	1
Executives	STI deferred shares	08-Nov-00	14.53	13.94	3
Executives	STI deferred shares	24-Apr-01	13.96	13.32	3
Executives	STI deferred shares	23-Oct-02	18.05	17.25	3
Executives	STI deferred shares	20-May-03	18.07	17.29	3
Executives	STI deferred shares	08-Dec-04	19.90	19.90	3
Executives	STI deferred shares	12-Nov-10	23.32	23.22	2
Executives	STI deferred shares	14-Nov-11	20.89	20.66	1
CEO and Executives	STI deferred shares	14-Nov-11	20.89	20.66	2
CEO and Executives	STI deferred shares	12-Nov-12	24.57	24.45	1
CEO and Executives	STI deferred shares	22-Nov-13	31.66	31.68	1
CEO and Executives	STI deferred shares	22-Nov-13	31.66	31.68	2
Executives	STI deferred shares	04-Dec-13	31.60	31.76	3
Executives	LTI deferred shares	24-Apr-01	13.96	13.32	3
Executives	LTI deferred shares	23-Oct-02	18.05	17.25	3
Executives	LTI deferred shares	20-May-03	18.07	17.29	3
Executives	LTI deferred shares	05-Nov-04	20.70	20.77	3
Executives	LTI deferred shares	31-Oct-08	17.18	17.36	3
Executives	LTI deferred shares	12-Nov-10	23.32	23.22	3

1 The volume weighted average share price of all ANZ shares sold on the ASX on the date of grant is used to calculate the fair value of shares. No dividends are incorporated into the measurement of the fair value of shares.

Equity valuation inputs – rights

ANZ engages external experts to independently value any required deferred share rights and performance rights, taking into account factors including the performance conditions, share price volatility, life of the instrument, dividend yield and share price at grant date.

The following tables provide details of the valuations of the various equity instruments issued during the year and in prior years for shares and rights where vesting, lapse/forfeiture or exercise/sale has occurred during the year:

TABLE 11: EQUITY VALUATION INPUTS – RIGHTS

Recipients	Type	Grant date	Exercise price \$	Equity fair value \$	Share closing price at grant \$	ANZ expected volatility %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
Executives	STI deferred share rights	14-Nov-11	0.00	18.21	20.66	25.0	4	2	2	6.50	3.65
Executives	STI deferred share rights	12-Nov-12	0.00	23.07	24.45	22.5	3	1	1	6.00	2.82
Executives	STI deferred share rights	22-Nov-13	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
Executives	STI deferred share rights	22-Nov-13	0.00	28.60	31.68	20.0	4	2	2	5.25	2.75
Executives	LTI performance rights	12-Nov-10	0.00	11.96	23.22	30.0	5	3	3	5.00	5.04
CEO	LTI performance rights	17-Dec-10	0.00	11.85	23.59	30.0	4	3	3	5.00	5.15
Executives	LTI performance rights	22-Nov-13	0.00	13.87	31.68	20.0	5	3	3	5.25	3.13
Executives	LTI performance rights	22-Nov-13	0.00	15.19	31.68	20.0	5	3	3	5.25	3.13
CEO	LTI performance rights	18-Dec-13	0.00	15.62	30.70	20.0	5	3	3	5.50	2.90
CEO	LTI performance rights	18-Dec-13	0.00	15.71	30.70	20.0	5	3	3	5.50	2.90
Executives	LTI deferred share rights	22-Nov-13	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13

10. NEDs, CEO and Disclosed Executives Loan and Other Transactions (non remuneration)

10.1 LOAN TRANSACTIONS

Loans made to the NEDs, the CEO and Disclosed Executives are made in the ordinary course of business on normal commercial terms and conditions no more favourable than those given to other employees or customers, including the term of the loan, security required and the interest rate.

Details of loans outstanding at the reporting date to NEDs, the CEO and Disclosed Executives including their related parties, where the individual's aggregate loan balance exceeded \$100,000 at any time during the year, are provided below.

Other than the loans disclosed below no other loans were made, guaranteed or secured by any entity in the Group to the NEDs, the CEO and Disclosed Executives, including their related parties.

TABLE 12: NED LOAN TRANSACTIONS

Name	Opening balance at 1 Oct 2013 ¹ \$	Closing balance at 30 Sep 2014 ¹ \$	Interest paid and payable in the reporting period ² \$	Highest balance in the reporting period \$
Non-Executive Directors				
J Macfarlane	6,634,025	6,489,628	383,363	7,255,500
A Watkins (former)	3,600,000	3,600,000	193,426	3,600,000
Total	10,234,025	10,089,628	576,789	10,855,500

¹ For NEDs who commenced during the 2014 financial year, opening balances are as at date of commencement. For NEDs who retired during the 2014 financial year, closing balances are as at retirement date.

² Actual interest paid after taking into account offset accounts. The loan balance is shown gross, however the interest paid takes into account the impact of offset accounts.

DIRECTORS' REPORT (continued)

TABLE 13: CEO AND DISCLOSED EXECUTIVE LOAN TRANSACTIONS

Name	Opening balance at 1 Oct 2013 \$	Closing balance at 30 Sep 2014 \$	Interest paid and payable in the reporting period ¹ \$	Highest balance in the reporting period \$
CEO and Current Disclosed Executives				
M Smith	1,000,000	1,000,000	45,900	1,000,000
A Currie	5,126,691	3,778,488	173,401	5,275,085
S Elliott	2,000,000	1,600,000	21,182	2,000,000
A Géczy	–	8,394,849	110,198	8,394,849
D Hisco	2,039,881	3,438,788	93,655	3,472,601
G Hodges	5,094,023	3,189,527	243,253	5,258,545
N Williams	1,581,874	1,668,474	49,207	1,668,474
Total	16,842,469	23,070,126	736,796	27,069,554

¹ Actual interest paid after taking into account offset accounts. The loan balance is shown gross, however the interest paid takes into account the impact of offset amounts.

10.2 OTHER TRANSACTIONS

All other transactions of the NEDs, the CEO and Disclosed Executives and their related parties are conducted on normal commercial terms and conditions no more favourable than those given to other employees or customers, and are deemed trivial or domestic in nature.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

5 November 2014



Michael R P Smith, OBE
Director

SECTION 2

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FINANCIAL STATEMENTS

INCOME STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER

	Note	Consolidated		The Company	
		2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Interest income	3	29,524	28,627	25,560	25,513
Interest expense	4	(15,714)	(15,869)	(15,550)	(16,149)
Net interest income		13,810	12,758	10,010	9,364
Other operating income	3	4,189	3,851	5,868	5,249
Net funds management and insurance income	3	1,538	1,431	217	203
Share of associates' profit	3	517	482	–	–
Operating income		20,054	18,522	16,095	14,816
Operating expenses	4	(8,760)	(8,257)	(6,878)	(6,509)
Profit before credit impairment and income tax		11,294	10,265	9,217	8,307
Credit impairment charge	15	(986)	(1,188)	(974)	(1,132)
Profit before income tax		10,308	9,077	8,243	7,175
Income tax expense	6	(3,025)	(2,757)	(1,971)	(1,788)
Profit for the year		7,283	6,320	6,272	5,387
Comprising:					
Profit attributable to non-controlling interests		12	10	–	–
Profit attributable to shareholders of the Company		7,271	6,310	6,272	5,387
Earnings per ordinary share (cents)					
Basic	8	267.1	232.7	n/a	n/a
Diluted	8	257.0	225.7	n/a	n/a
Dividend per ordinary share (cents)	7	178	164	178	164

1 Comparative amounts have changed. Refer to note 48 for details.

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER

		Consolidated		The Company	
	Note	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Profit for the year		7,283	6,320	6,272	5,387
Other comprehensive income					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Remeasurement gain/(loss) on defined benefit plans	28, 44	43	43	8	(15)
Fair value gain/(loss) attributable to changes in own credit risk of financial liabilities designated at fair value		(35)	(63)	(35)	(63)
<i>Income tax on items that will not be reclassified subsequently to profit or loss</i>					
Remeasurement gain/(loss) on defined benefit plans		(11)	(18)	(2)	(3)
Fair value gain/(loss) attributable to changes in own credit risk of financial liabilities designated at fair value		10	19	10	19
<i>Items that may be reclassified subsequently to profit or loss</i>					
Foreign currency translation reserve					
Exchange differences taken to equity	28	487	1,712	94	234
Exchange differences transferred to income statement		37	–	–	–
Available-for-sale revaluation reserve					
Valuation gain/(loss) taken to equity	28	134	13	90	32
Transferred to the income statement		(47)	3	(40)	4
Cash flow hedge reserve					
Valuation gain/(loss) taken to equity	28	165	(186)	168	(78)
Transferred to income statement		(31)	–	8	24
Share of associates' other comprehensive income ²		(24)	18	–	–
<i>Income tax on items that may be reclassified subsequently to profit or loss</i>					
Available-for-sale revaluation reserve		(23)	(7)	(14)	(20)
Cash flow hedge reserve		(41)	52	(53)	16
Other comprehensive income net of tax		664	1,586	234	150
Total comprehensive income for the year		7,947	7,906	6,506	5,537
Comprising total comprehensive income attributable to:					
Non-controlling interests		16	15	–	–
Shareholders of the Company		7,931	7,891	6,506	5,537

1 Comparative amounts have changed. Refer to note 48 for details.

2 Share of associates' other comprehensive income is comprised of available-for-sale revaluation reserve loss of \$25 million (2013: gain of \$18 million), foreign currency translation reserve of nil (2013: loss of \$1 million) and cash flow hedge reserve gain of \$1 million (2013: gain of \$1 million).

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

BALANCE SHEET AS AT 30 SEPTEMBER

		Consolidated		The Company	
	Note	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Assets					
Cash	9	32,559	25,270	30,655	22,798
Settlement balances owed to ANZ		20,241	19,225	18,150	16,621
Collateral paid		5,459	6,530	4,873	5,638
Trading securities	10	49,692	41,288	38,049	31,464
Derivative financial instruments	11	56,369	45,878	52,882	41,011
Available-for-sale assets	12	30,917	28,277	26,151	23,823
Net loans and advances	13	521,752	483,264	415,066	383,173
Regulatory deposits		1,565	2,106	434	990
Due from controlled entities		–	–	99,194	71,354
Shares in controlled entities	16	–	–	14,870	14,955
Investments in associates	16	4,582	4,123	720	841
Current tax assets	17	38	20	27	18
Deferred tax assets	17	417	725	778	936
Goodwill and other intangible assets	18	7,950	7,690	2,451	2,124
Investments backing policy liabilities	47	33,579	32,083	–	–
Premises and equipment	20	2,181	2,164	1,001	983
Other assets	19	4,791	4,352	2,243	2,268
Total assets		772,092	702,995	707,544	618,997
Liabilities					
Settlement balances owed by ANZ		10,114	8,695	8,189	7,451
Collateral received		5,599	3,921	4,886	3,531
Deposits and other borrowings	21	510,079	466,915	423,172	385,449
Derivative financial instruments	11	52,925	47,509	50,474	41,827
Due to controlled entities		–	–	93,796	64,649
Current tax liabilities	22	449	972	301	882
Deferred tax liabilities	22	120	14	62	12
Policy liabilities	47	34,554	32,388	–	–
External unit holder liabilities (life insurance funds)		3,181	3,511	–	–
Payables and other liabilities	23	10,984	9,059	7,682	6,276
Provisions	24	1,100	1,228	695	825
Debt issuances	25	80,096	70,376	64,161	56,968
Subordinated debt	26	13,607	12,804	12,870	12,062
Total liabilities		722,808	657,392	666,288	579,932
Net assets		49,284	45,603	41,256	39,065
Shareholders' equity					
Ordinary share capital	27	24,031	23,641	24,280	23,914
Preference share capital	27	871	871	871	871
Reserves	28	(239)	(907)	(215)	(473)
Retained earnings	28	24,544	21,936	16,320	14,753
Share capital and reserves attributable to shareholders of the Company		49,207	45,541	41,256	39,065
Non-controlling interests	27	77	62	–	–
Total shareholders' equity		49,284	45,603	41,256	39,065

1 Comparative amounts have changed. Refer to note 48 for details.

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER

		Consolidated		The Company	
	Note	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Cash flows from operating activities					
Interest received		29,327	28,752	25,417	25,706
Interest paid		(14,886)	(16,333)	(14,716)	(16,613)
Dividends received		127	114	1,890	1,340
Other operating income received		2,704	9,616	3,780	9,437
Other operating expenses paid		(8,123)	(7,351)	(6,476)	(5,874)
Income taxes paid		(3,207)	(2,494)	(2,615)	(2,043)
<i>Net cash flows from funds management and insurance business</i>					
Premiums, other income and life investment deposits received		7,549	6,093	168	152
Investment income and policy deposits received		620	198	–	–
Claims and policyholder liability payments		(5,578)	(4,983)	–	–
Commission expense (paid)/received		(471)	(446)	49	51
Cash flows from operating activities before changes in operating assets and liabilities		8,062	13,166	7,497	12,156
Changes in operating assets and liabilities arising from cash flow movements:					
<i>(Increase)/decrease in operating assets</i>					
Collateral paid		1,271	348	957	237
Trading securities		(8,600)	768	(7,131)	(736)
Loans and advances		(35,154)	(30,137)	(29,408)	(24,119)
Net intra-group loans and advances		–	–	1,856	(3,734)
<i>Net cash flows from investments backing policyholder liabilities</i>					
Purchase of insurance assets		(4,856)	(3,505)	–	–
Proceeds from sale/maturity of insurance assets		4,625	4,341	–	–
<i>Increase/(decrease) in operating liabilities:</i>					
Deposits and other borrowings		36,592	27,541	31,798	26,036
Settlement balances owed by ANZ		1,358	3,279	668	3,114
Collateral received		1,435	1,391	1,103	1,205
Payables and other liabilities		910	(1,025)	1,417	(1,475)
Change in operating assets and liabilities arising from cash flow movements		(2,419)	3,001	1,260	528
Net cash provided by operating activities	36(a)	5,643	16,167	8,757	12,684
Cash flows from investing activities					
Available-for-sale assets					
Purchases		(12,652)	(16,320)	(7,849)	(12,944)
Proceeds from sale or maturity		11,136	10,224	6,489	8,042
Controlled entities and associates					
Purchased (net of cash acquired)	36(c)	–	(2)	(21)	(484)
Proceeds from sale (net of cash disposed)	36(c)	251	81	249	25
Premises and equipment					
Purchases		(370)	(356)	(248)	(354)
Other assets		(292)	(1,234)	86	(507)
Net cash (used in) by investing activities		(1,927)	(7,607)	(1,294)	(6,222)
Cash flows from financing activities					
Debt issuances					
Issue proceeds		17,156	18,895	13,102	16,658
Redemptions		(10,710)	(19,773)	(8,642)	(15,766)
Subordinated debt					
Issue proceeds		3,258	1,868	3,258	1,869
Redemptions		(2,586)	(1,465)	(2,586)	(1,465)
Dividends paid		(3,827)	(3,226)	(3,843)	(3,239)
Share capital issues		4	30	4	30
Share buybacks		(500)	(425)	(500)	(425)
Net cash provided by/(used in) financing activities		2,795	(4,096)	793	(2,338)
Net increase in cash and cash equivalents		6,511	4,464	8,256	4,124
Cash and cash equivalents at beginning of year		41,111	35,507	36,279	31,419
Effects of exchange rate changes on cash and cash equivalents		607	1,140	513	736
Cash and cash equivalents at end of year	36(b)	48,229	41,111	45,048	36,279

¹ Comparative amounts have changed. Refer to note 48 for details.

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER

Consolidated	Ordinary share capital \$m	Preference shares \$m	Reserves ¹ \$m	Retained earnings \$m	Shareholders' equity attributable to equity holders of the Bank \$m	Non-controlling interests \$m	Total shareholders' equity \$m
As at 1 October 2012	23,070	871	(2,498)	19,728	41,171	49	41,220
Restatement	–	–	–	(17)	(17)	–	(17)
As at 1 October 2012 (restated)	23,070	871	(2,498)	19,711	41,154	49	41,203
Profit or loss	–	–	–	6,310	6,310	10	6,320
Other comprehensive income for the year	–	–	1,600	(19)	1,581	5	1,586
Total comprehensive income for the year	–	–	1,600	6,291	7,891	15	7,906
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,088)	(4,088)	(1)	(4,089)
Dividend income on Treasury shares held within the Group's life insurance statutory funds	–	–	–	20	20	–	20
Dividend reinvestment plan	843	–	–	–	843	–	843
Transactions with non-controlling interests	–	–	(10)	–	(10)	(1)	(11)
Other equity movements:							
Share-based payments/(exercises)	–	–	3	–	3	–	3
Treasury shares Global Wealth adjustment	7	–	–	–	7	–	7
Group share option scheme	30	–	–	–	30	–	30
Group employee share acquisition scheme	116	–	–	–	116	–	116
Group share buyback	(425)	–	–	–	(425)	–	(425)
Transfer of options/rights lapsed	–	–	(2)	2	–	–	–
As at 30 September 2013	23,641	871	(907)	21,936	45,541	62	45,603
Profit or loss	–	–	–	7,271	7,271	12	7,283
Other comprehensive income for the year	–	–	653	7	660	4	664
Total comprehensive income for the year	–	–	653	7,278	7,931	16	7,947
Transactions with equity holders in their capacity as equity holders:							
Dividends paid	–	–	–	(4,700)	(4,700)	(1)	(4,701)
Dividend income on Treasury shares held within the Group's life insurance statutory funds	–	–	–	22	22	–	22
Dividend reinvestment plan	851	–	–	–	851	–	851
Transactions with non-controlling interests	–	–	10	–	10	–	10
Other equity movements:							
Share-based payments/(exercises)	–	–	13	–	13	–	13
Treasury shares Global Wealth adjustment	24	–	–	–	24	–	24
Group share option scheme	4	–	–	–	4	–	4
Group employee share acquisition scheme	11	–	–	–	11	–	11
Group share buyback	(500)	–	–	–	(500)	–	(500)
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
As at 30 September 2014	24,031	871	(239)	24,544	49,207	77	49,284

¹ Further information on other comprehensive income is disclosed in note 28 to the financial statements.

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

The Company	Ordinary share capital \$m	Preference shares \$m	Reserves ¹ \$m	Retained earnings \$m	Shareholders' equity attributable to equity holders of the Bank \$m	Non-controlling interests \$m	Total shareholders' equity \$m
As at 1 October 2012	23,350	871	(686)	13,508	37,043	–	37,043
Restatement	–	–	–	–	–	–	–
As at 1 October 2012 (restated)	23,350	871	(686)	13,508	37,043	–	37,043
Profit or loss	–	–	–	5,387	5,387	–	5,387
Other comprehensive income for the year	–	–	212	(62)	150	–	150
Total comprehensive income for the year	–	–	212	5,325	5,537	–	5,537
Transactions with equity holders in their capacity as equity holders:	–	–	–	–	–	–	–
Dividends paid	–	–	–	(4,082)	(4,082)	–	(4,082)
Dividend reinvestment plan	843	–	–	–	843	–	843
Other equity movements:	–	–	–	–	–	–	–
Share-based payments/(exercises)	–	–	3	–	3	–	3
Group share option scheme	30	–	–	–	30	–	30
Group employee share acquisition scheme	116	–	–	–	116	–	116
Group share buyback	(425)	–	–	–	(425)	–	(425)
Transfer of options/rights lapsed	–	–	(2)	2	–	–	–
As at 30 September 2013	23,914	871	(473)	14,753	39,065	–	39,065
Profit or loss	–	–	–	6,272	6,272	–	6,272
Other comprehensive income for the year	–	–	253	(19)	234	–	234
Total comprehensive income for the year	–	–	253	6,253	6,506	–	6,506
Transactions with equity holders in their capacity as equity holders:	–	–	–	–	–	–	–
Dividends paid	–	–	–	(4,694)	(4,694)	–	(4,694)
Dividend reinvestment plan	851	–	–	–	851	–	851
Other equity movements:	–	–	–	–	–	–	–
Share-based payments/(exercises)	–	–	13	–	13	–	13
Group share option scheme	4	–	–	–	4	–	4
Group employee share acquisition scheme	11	–	–	–	11	–	11
Group share buyback	(500)	–	–	–	(500)	–	(500)
Transfer of options/rights lapsed	–	–	(8)	8	–	–	–
As at 30 September 2014	24,280	871	(215)	16,320	41,256	–	41,256

1 Further information on other comprehensive income is disclosed in note 28 to the financial statements.

The notes appearing on pages 84 to 192 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1: Significant Accounting Policies

The financial statements of Australia and New Zealand Banking Group Limited (the Company) and its controlled entities (the Group) for the year ended 30 September 2014 were authorised for issue in accordance with the resolution of the Directors on 5 November 2014.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied by the Company and all Group entities for all years presented in these financial statements.

The Company is incorporated and domiciled in Australia. The address of the Company's registered office is ANZ Centre, Level 9, 833 Collins Street, Docklands, Victoria, Australia 3008.

The Company and Group are for-profit entities.

A) BASIS OF PREPARATION

i) Statement of compliance

The financial statements of the Company and Group are general purpose financial statements which have been prepared in accordance with the relevant provisions of the Banking Act 1959, Australian Accounting Standards (AASs) and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

International Financial Reporting Standards (IFRS) are Standards and Interpretations adopted by the International Accounting Standards Board (IASB). IFRS forms the basis of AASs. The Group's application of AASs ensures that the financial statements of the Company and Group comply with IFRS.

ii) Use of estimates and assumptions

The preparation of these financial statements requires the use of management judgement, estimates and assumptions that affect reported amounts and the application of accounting policies. Discussion of the critical accounting treatments, which include complex or subjective decisions or assessments, are covered in note 2. Such estimates and judgements are reviewed on an ongoing basis.

iii) Basis of measurement

The financial information has been prepared in accordance with the historical cost basis except that the following assets and liabilities are stated at their fair value:

- ▶ derivative financial instruments;
- ▶ available-for-sale financial assets;
- ▶ financial instruments held for trading; and
- ▶ assets and liabilities designated at fair value through profit and loss.

In accordance with AASB 1038 Life Insurance Contracts ('AASB 1038'), life insurance liabilities are measured using the Margin on Services model.

In accordance with AASB 119 Employee Benefits ('AASB 119'), defined benefit obligations are measured using the Projected Unit Credit Method.

iv) Changes in Accounting Policy

All new and amended AASs applicable for the first time to the Group in the year ended 30 September 2014 have been applied to these financial statements effective from their required date of application. The accounting policies are consistent with those of the previous financial year except as noted below.

AASB 119 Employee Benefits – Revised 2011 ('AASB 119')

The Group applied the amended AASB 119 from 1 October 2013. Amendments to AASB 119 resulted mainly in changes to the measurement of interest cost relating to defined benefit obligations. Certain additional disclosures have also resulted from applying the amended AASB 119 as provided in note 44.

In accordance with transitional provisions the changes have been applied retrospectively, with the net impact of initial application recognised in retained earnings as at 1 October 2012. The comparative balances of payables and other liabilities and the associated deferred tax asset have been restated. Refer to note 48 for further details.

AASB 10 Consolidated Financial Statements ('AASB 10')

AASB 10 replaced AASB 127 Consolidated and Separate Financial Statements and Interpretation 112 Consolidation – Special Purpose Entities to establish revised guidance for consolidation of financial statements. The Standard provides a revised definition of 'control' based on whether the investor is exposed to, or has rights to, variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. 'Control' is established as the single basis for consolidation for all entities, regardless of the nature of the investee.

The Group applied AASB 10 from 1 October 2013 and the initial application did not materially impact the Group.

AASB 12 Disclosure of Interests in Other Entities ('AASB 12')

AASB 12 sets out disclosure requirements for the Group's interest in subsidiaries, associates and structured entities. Adoption of AASB 12 resulted in revised disclosures for associates as provided in note 38 and new disclosures for structured entities as set out in note 39. Comparative disclosures for interests in unconsolidated structured entities are not required in the first year of adoption. Initial application of AASB 12 had no impact on the financial position and the results of the Group.

AASB 13 Fair Value Measurement ('AASB 13')

The Group applied AASB 13 prospectively from 1 October 2013. AASB 13 provides a single source of guidance on fair value measurement for financial and non-financial assets and liabilities. The Standard does not change when fair value is required to be applied, but rather provides guidance on how to determine fair value when fair value measurement is required or permitted. AASB 13 requires additional fair value disclosures which have been provided in note 32. As comparative information is not required in the first year of application, it has only been included where readily available from prior years. The initial application of AASB 13 did not materially impact the financial position and results of the Group.

AASB 2013-3 Recoverable Amount Disclosures for Non-Financial Assets – Amendments to AASB 136 ('AASB 2013-3')

At the time of issue of AASB 13, a consequential change was made to AASB 136 Impairment of Assets requiring additional disclosures on management's estimate of the fair value of cash generating units containing goodwill when there has been no impairment. This change was subsequently identified as broader than intended and was corrected by AASB 2013-3 which is not mandatorily applicable to the Group until the year ending 30 September 2015. Accordingly, the Group has early adopted AASB 2013-3 in these financial statements to obviate the need for one-off disclosure.

1: Significant Accounting Policies (continued)

AASB 9 Financial Instruments ('AASB 9')

A revised version of AASB 9 was issued by the Australian Accounting Standards Board in December 2013 which, unless early adopted, is effective for the Group's 30 September 2019 financial year-end.

The Group has early adopted, from 1 October 2013, the part of AASB 9 relating to gains and losses attributable to changes in own credit risk of financial liabilities designated as 'fair value through profit or loss.' Accordingly, such gains and losses that were previously recognised in the income statement are now presented in other comprehensive income. There will be no recycling of these gains or losses on disposal. The current year impact of reclassifying the gain or loss attributable to own credit risk is an increase in other operating income of \$35 million, an increase in income tax expense of \$10 million, a decrease in other comprehensive income of \$25 million and an increase in basic and diluted earnings per ordinary share of 0.9 and 0.9 cents respectively. There is no impact on the balance sheet. Comparative information has been restated. Refer to note 48 for further details.

AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities ('AASB 2012-2')

AASB 2012-2 amends AASB 7 Financial Instruments: Disclosures (AASB 7) to require additional disclosure of the Group's use of enforceable master netting arrangements and their effects, even when financial assets and financial liabilities subject to such arrangements are not offset on the Balance Sheet. The application of AASB 2012-2 had no impact on the financial position and the results of the Group. The required disclosures have been provided in note 34.

Cash Equivalents

During the year, following the Balance Sheet reclassification, the Group removed loans and advances with financial institution counterparties with original maturities of less than 90 days from the definition of 'cash equivalents' (as presented in the cash flow statement). These balances now form part of 'Net Loans and advances' in the Balance Sheet and the associated cash inflows/outflows form part of cash flows from operating activities. The Group considers that this change better reflects the characteristics of those financial instruments.

v) Rounding

The Company is an entity of the kind referred to in Australian Securities and Investments Commission class order 98/100 dated 10 July 1998 (as amended). Consequently, amounts in the financial statements have been rounded to the nearest million dollars, except where otherwise indicated.

vi) Comparatives

Certain amounts in the comparative information have been reclassified to conform with current period financial statement presentations. Refer to note 48 for further details.

vii) Principles of consolidation

The consolidated financial statements of the Group comprise the financial statements of the Company and all its subsidiaries. An entity, including a structured entity, is considered a subsidiary of the Group when it is determined that control over the entity exists. Control is deemed to exist when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is assessed by examining existing rights that give the Group the current ability to direct the relevant activities of the entity.

At times, the determination of control can be judgemental. Further detail on the judgement involved in assessing control has been provided in note 2(iii).

The effect of all transactions between entities in the Group has been eliminated.

Where subsidiaries have been sold or acquired during the year, their operating results have been included to the date of disposal or from the date of acquisition. When control ceases, the assets and liabilities of the subsidiary, any related non-controlling interest and other components of equity are derecognised. Any resulting gain or loss is recognised in profit or loss and any interest retained in the former subsidiary is measured at fair value.

In the Company's financial statements, investments in subsidiaries are carried at cost less accumulated impairment losses.

viii) Associates

The Group applies the equity method of accounting for associates.

The Group's share of results of associates is included in the consolidated income statement. Shares in associates are carried in the consolidated balance sheet at cost plus the Group's share of changes in associates' post-acquisition net assets less accumulated impairment.

Interests in associates are reviewed for any indication of impairment at least at each reporting date. Where an indication of impairment exists the recoverable amount of the associate is determined based on the higher of the associate's fair value less costs to sell and its value in use. A discounted cash flow methodology and other methodologies such as the capitalisation of earnings methodology are used to determine the reasonableness of the recoverable amount calculation.

In the Company's financial statements, investments in associates are carried at cost less accumulated impairment losses.

ix) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency).

The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities resulting from foreign currency transactions are subsequently translated at the spot rate at reporting date.

Exchange rate differences arising on the settlement of monetary items or translation differences on monetary items at rates different to those at which they were initially recognised or included in a previous financial report, are recognised in the income statement in the period in which they arise.

Translation differences on non-monetary items measured at fair value through profit or loss, are reported as part of the fair value gain or loss on these items.

Translation differences on non-monetary items measured at fair value through equity, such as equities classified as available-for-sale financial assets, are included in the available-for-sale reserve in equity.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1: Significant Accounting Policies (continued)

Translation to presentation currency

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- ▶ assets and liabilities are translated at the rates of exchange ruling at reporting date;
- ▶ revenue and expenses are translated at the average exchange rate for the period, unless this average is not a reasonable approximation of the rate prevailing on transaction date, in which case revenue and expenses are translated at the exchange rate ruling at transaction date; and
- ▶ all resulting exchange differences are recognised in the foreign currency translation reserve.

When a foreign operation is disposed, exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill arising on the acquisition of a foreign operation is treated as an asset of the foreign operation and translated at the spot rate at reporting date.

B) INCOME RECOGNITION

i) Interest income

Interest income is recognised as it accrues using the effective interest rate method.

The effective interest rate method calculates the amortised cost of a financial asset or financial liability and allocates the interest income or interest expense over the expected life of the financial asset or financial liability so as to achieve a constant yield on the financial asset or liability.

For assets subject to prepayment, expected life is determined on the basis of the historical behaviour of the particular asset portfolio, taking into account contractual obligations and prepayment experience. This is assessed on a regular basis.

ii) Fee and commission income

Fees and commissions received that are integral to the effective interest rate of a financial asset are recognised using the effective interest method. For example, loan origination fees, together with related direct costs, are deferred and recognised as an adjustment to the effective interest rate on a loan once drawn.

Fees and commissions that relate to the execution of a significant act (for example, advisory or arrangement services, placement fees and underwriting fees) are recognised when the significant act has been completed.

Fees charged for providing ongoing services (for example, maintaining and administering existing facilities) are recognised as income over the period the service is provided.

iii) Dividend income

Dividends are recognised as revenue when the right to receive payment is established.

iv) Leasing income

Income on finance leases is recognised on a basis that reflects a constant periodic return on the net investment in the finance lease.

v) Gain or loss on sale of assets

The gain or loss on the disposal of assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds of disposal, net of incremental disposal costs. This is recognised as an item of other income in the year in which the significant risks and rewards of ownership transfer to the buyer.

C) EXPENSE RECOGNITION

i) Interest expense

Interest expense on financial liabilities measured at amortised cost is recognised as it accrues using the effective interest rate method.

ii) Loan origination expenses

Certain loan origination expenses are an integral part of the effective interest rate of a financial asset measured at amortised cost. These loan origination expenses include:

- ▶ fees and commissions payable to brokers and certain customer incentive payments in respect of originating lending business; and
- ▶ other expenses of originating lending business, such as external legal costs and valuation fees, provided these are direct and incremental costs related to the issue of a financial asset.

Such loan origination expenses are initially recognised as part of the cost of acquiring the financial asset and amortised as part of the effective yield of the financial asset over its expected life using the effective interest rate method.

iii) Share-based compensation expense

The Group has various equity settled share-based compensation plans. These are described in note 45 and comprise the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan.

ANZ Employee Share Acquisition Plan

The fair value of ANZ ordinary shares granted under the Employee Share Acquisition Plan is measured at grant date, using the one-day volume weighted average market price of ANZ shares. The fair value is expensed on a straight-line basis over the relevant vesting period, with a corresponding increase in share capital.

ANZ Share Option Plan

The fair value of share options is measured at grant date, using an option pricing model. The fair value is expensed on a straight-line basis over the relevant vesting period. This is recognised as share-based compensation expense with a corresponding increase in the share options reserve.

The option pricing model takes into account the exercise price of the option, the risk-free interest rate, the expected volatility of ANZ's ordinary share price and other factors. Market vesting conditions are taken into account in determining the fair value.

A deferred share right or a performance right is a right to acquire a share at nil cost to the employee subject to satisfactorily meeting time and/or performance hurdles. For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion. The fair value of deferred share rights or performance rights is determined at grant date using an option pricing model, taking into account market-based performance conditions. The fair value is expensed over the relevant vesting period. This is recognised as share-based compensation expense with a corresponding increase in the share options reserve.

1: Significant Accounting Policies (continued)

Other adjustments

Subsequent to the grant of an equity-based award, the amount recognised as an expense is reversed when an employee fails to satisfy the minimum service period specified in the award upon resignation, termination or notice of dismissal for serious misconduct. The expense is not reversed where the award does not vest due to the failure to meet a market-based performance condition.

iv) Lease payments

Leases entered into by the Group as lessee are predominantly operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

D) INCOME TAX

i) Income tax expense

Income tax on earnings for the year comprises current and deferred tax and is based on the applicable tax law in each jurisdiction. It is recognised in the income statement as tax expense, except when it relates to items credited directly to equity, in which case it is recorded in equity, or where it arises from the initial accounting for a business combination, in which case it is included in the determination of goodwill.

ii) Current tax

Current tax is the expected tax payable on taxable income for the year, based on tax rates (and tax laws) which are enacted at the reporting date, including any adjustment for tax payable in previous periods. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

iii) Deferred tax

Deferred tax is accounted for using the comprehensive tax balance sheet method. It is generated by temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base.

Deferred tax assets, including those related to the tax effects of income tax losses and credits available to be carried forward, are recognised only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences or unused tax losses and credits can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, other than those relating to taxable temporary differences arising from goodwill. They are also recognised for taxable temporary differences arising on investments in controlled entities, branches, and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that temporary differences will not reverse in the foreseeable future. Deferred tax assets associated with these interests are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and there will be sufficient taxable profits against which to utilise the benefits of the temporary difference.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement reflects the tax consequences that would follow from the manner in which the Group, at the reporting date, recovers or settles the carrying amount of its assets and liabilities.

iv) Offsetting

Current and deferred tax assets and liabilities are offset only to the extent that they relate to income taxes imposed by the same taxation authority, there is a legal right and intention to settle on a net basis and it is allowed under the tax law of the relevant jurisdiction.

E) ASSETS

FINANCIAL ASSETS

i) Financial assets and liabilities at fair value through profit or loss

Trading securities are financial instruments acquired principally for the purpose of selling in the short-term or which are a part of a portfolio which is managed for short-term profit-taking. Trading securities are initially recognised and subsequently measured in the balance sheet at their fair value.

Derivatives that are not effective accounting hedging instruments are carried at fair value through profit or loss.

The Group may designate certain financial assets and liabilities as measured at fair value through profit or loss in any of the following circumstances:

- ▶ the asset represents investments backing policy liabilities (refer note 1 (I)(iii));
- ▶ life investment contract liability (refer note 1 (I)(i));
- ▶ doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets and liabilities, or recognising the gains or losses thereon, on different bases;
- ▶ a group of financial assets or financial liabilities or both that are managed and their performance evaluated on a fair value basis; or
- ▶ the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Changes in the fair value of these financial instruments are recognised in the income statement in the period in which they occur, except in the case of financial liabilities designated as 'fair value through profit or loss'. For financial liabilities designated as 'fair value through profit or loss', the amount of fair value gain or loss attributable to changes in the Group's own credit risk is recognised in other comprehensive income (retained earnings). The remaining amount of fair value gain or loss of the liability is recognised in profit or loss. Amounts recognised in other comprehensive income are not subsequently reclassified to profit or loss.

Purchases and sales of trading securities are recognised on trade date.

ii) Derivative financial instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying price, index or other variable. They include swaps, forward rate agreements, futures, options and combinations of these instruments.

Derivative financial instruments are entered into for trading purposes (including customer-related reasons), or for hedging purposes where the derivative instruments are used to hedge the Group's exposures to interest rate risk, currency risk, credit risk and other exposures relating to non-trading positions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1: Significant Accounting Policies (continued)

Derivative financial instruments are recognised initially at fair value with gains or losses from subsequent measurement at fair value being recognised in the income statement. Valuation adjustments are integral in determining the fair value of derivatives. This includes a credit valuation adjustment (CVA) to reflect the credit worthiness of the counterparty and funding valuation adjustment (FVA) to account for the funding cost inherent in the portfolio.

Where the derivative is effective as a hedging instrument and is designated as such, the timing of the recognition of any resultant gain or loss in the income statement is dependent on the hedging designation. These hedging designations and associated accounting are set out below:

Fair value hedge

Where the Group hedges the fair value of a recognised asset or liability or firm commitment, changes in the fair value of the derivative designated as a fair value hedge are recognised in the income statement. Changes in the fair value of the hedged item attributable to the hedged risk are reflected in adjustments to the carrying value of the hedged item, which are also recognised in the income statement.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. The resulting adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to the income statement over the period to maturity of the hedged item.

If the hedged item is sold or repaid, the unamortised fair value adjustment is recognised immediately in the income statement.

Cash flow hedge

The Group designates derivatives as cash flow hedges where the instrument hedges the variability in cash flows of a recognised asset or liability, a foreign exchange component of a firm commitment or a highly probable forecast transaction. For qualifying cash flow hedges, the fair value gain or loss associated with the effective portion of the cash flow hedge is recognised initially in other comprehensive income and then recycled to the income statement in the periods when the hedged item will affect profit or loss. Any ineffective portion is recognised immediately in the income statement. When the hedging instrument expires, is sold, terminated, or no longer qualifies for hedge accounting, the cumulative amount deferred in equity remains in the hedging reserve, and is subsequently transferred to the income statement when the hedged item is recognised in the income statement.

When a forecast hedged transaction is no longer expected to occur, the amount deferred in equity is recognised immediately in the income statement.

Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. The gain or loss from remeasuring the fair value of the hedging instrument relating to the effective portion of the hedge is deferred in the foreign currency translation reserve in other comprehensive income and the ineffective portion is recognised immediately in the income statement.

The cumulative gain or loss recognised in other comprehensive income is recognised in the income statement on the disposal or partial disposal of the foreign operations.

Derivatives that do not qualify for hedge accounting

All gains and losses from changes in the fair value of derivatives that are not designated in a hedging relationship but are entered into to manage the interest rate and foreign exchange risk of the Group are recognised in the income statement. Under certain circumstances, the component of the fair value change in the derivative which relates to current period realised and accrued interest is included in net interest income. The remainder of the fair value movement is included in other income.

iii) Available-for-sale financial assets

Available-for-sale financial assets comprise non-derivative financial assets which the Group designates as available-for-sale but which are not deemed to be held principally for trading purposes, and include equity investments and debt securities.

They are initially recognised at fair value plus transaction costs. Subsequent gains or losses arising from changes in fair value are included as a separate component of equity in the available-for-sale revaluation reserve except for interest, dividends and foreign exchange gains and losses on monetary assets, which are recognised directly in the income statement. When the asset is sold, the cumulative gain or loss relating to the asset is transferred from the available-for-sale revaluation reserve to the income statement.

Where there is objective evidence of impairment on an available-for-sale financial asset, the cumulative loss related to that asset is removed from equity and recognised in the income statement, as an impairment expense for debt instruments or as other non-interest income for equity instruments. If, in a subsequent period, the amount of an impairment loss relating to an available-for-sale debt instrument decreases and the decrease can be linked objectively to an event occurring after the impairment event, the loss is reversed through the income statement through the impairment expense line.

Purchases and sales of available-for-sale financial assets are recognised on trade date being the date on which the Group commits to purchase or sell the asset.

iv) Net loans and advances

Net loans and advances are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money to a debtor with no intention of trading the loans and advances. The loans and advances are initially recognised at fair value plus transaction costs that are directly attributable to the issue of the loan or advance. They are subsequently measured at amortised cost using the effective interest rate method (refer note 1 (B)(i)) unless specifically designated on initial recognition at fair value through profit or loss.

All loans are graded according to the level of credit risk.

Net loans and advances includes direct finance provided to customers such as bank overdrafts, credit cards, term loans, finance lease receivables and commercial bills.

Impairment of loans and advances

Loans and advances are reviewed at least at each reporting date for impairment.

1: Significant Accounting Policies (continued)

Credit impairment provisions are raised for exposures that are known to be impaired. Exposures are impaired and impairment losses are recorded if, and only if, there is objective evidence of impairment as a result of one or more loss events that occurred after the initial recognition of the loan and prior to the reporting date, and that loss event, or events, has had an impact on the estimated future cash flows of the individual loan or the collective portfolio of loans that can be reliably estimated.

Impairment is assessed for assets that are individually significant (or on a portfolio basis for small value loans) and then on a collective basis for those exposures not individually known to be impaired.

Exposures that are assessed collectively are placed in pools of similar assets with similar risk characteristics. The required provision is estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the collective pool. The historical loss experience is adjusted based on current observable data such as changed economic conditions. The provision also takes account of the impact of inherent risk of large concentrated losses within the portfolio and an assessment of the economic cycle.

The estimated impairment losses are measured as the difference between the asset's carrying amount and the estimated future cash flows discounted to their present value. As the discount unwinds during the period between recognition of impairment and recovery of the cash flow, it is recognised in interest income.

Impairment of capitalised acquisition-related expenses is assessed through comparing the actual behaviour of the portfolio against initial expected life assumptions.

The provision for impairment loss (individual and collective) is deducted from loans and advances in the balance sheet and the movement for the reporting period is reflected in the income statement.

When a loan is uncollectable, either partially or in full, it is written-off against the related provision for loan impairment. Unsecured facilities are normally written-off when they become 180 days past due or earlier in the event of the customer's bankruptcy or similar legal release from the obligation. However, a certain level of recoveries is expected after the write-off, which is reflected in the amount of the provision for credit losses. In the case of secured facilities, remaining balances are written-off after proceeds from the realisation of collateral have been received if there is a shortfall.

Where impairment losses recognised in previous periods have subsequently decreased or no longer exist, such impairment losses are reversed in the income statement.

A provision is also raised for off-balance sheet items such as loan commitments that are considered to be onerous.

v) Lease receivables

Contracts to lease assets and hire purchase agreements are classified as finance leases if they transfer substantially all the risks and rewards of ownership of the asset to the customer or an unrelated third party. All other lease contracts are classified as operating leases.

vi) Repurchase agreements

Securities sold under repurchase agreements are retained in the financial statements where substantially all the risks and rewards of ownership remain with the Group. A counterparty liability is recognised and classified as payables and other liabilities. The difference between the sale price and the repurchase price is accrued over the life of the repurchase agreement and charged to interest expense in the income statement.

Securities purchased under agreements to resell, where the Group does not acquire the risks and rewards of ownership, are recorded as receivables in cash or net loans and advances if original maturity is greater than 90 days. The security is not included in the balance sheet. Interest income is accrued on the underlying loan amount.

Securities borrowed are not recognised in the balance sheet, unless these are sold to third parties, at which point the obligation to repurchase is recorded as a financial liability at fair value with fair value movements included in the income statement.

vii) Derecognition

The Group enters into transactions where it transfers financial assets recognised on its balance sheet yet retains either all or a portion of the risks and rewards of the transferred assets. If all, or substantially all, of the risks and rewards are retained, the transferred assets are not derecognised from the balance sheet.

In transactions where substantially all the risks and rewards of ownership of a financial asset are neither retained nor transferred, the Group derecognises the asset if control over the asset is lost. In transfers where control over the asset is retained, the Group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. The rights and obligations retained or created in the transfer are recognised separately as assets and liabilities as appropriate.

NON-FINANCIAL ASSETS

viii) Goodwill

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable net assets of a controlled entity at the date of gaining control. Goodwill is recognised as an asset and not amortised, but assessed for impairment at least annually or more frequently if there is an indication that the goodwill may be impaired. This involves using the discounted cash flows or capitalisation of earnings methodology to determine the expected future benefits of the cash-generating units (CGU) to which the goodwill relates. Where the goodwill balance exceeds the assessed value of expected future benefits, the difference is charged to the income statement. Any impairment of goodwill is not subsequently reversed.

ix) Software and computer system costs

Software and computer system costs include costs incurred in acquiring and building software and computer systems (software).

Software is amortised using the straight-line method over its expected useful life to the Group. The period of amortisation is between 3 and 5 years, except for certain major core infrastructure projects where the useful life has been determined to be 7 or 10 years and has been approved by the Audit Committee. The amortisation period for software assets is reviewed at least annually. Where the expected useful life of the asset is different from previous estimates the amortisation period is changed accordingly.

At each reporting date, software assets are reviewed for impairment indicators. If any such indication exists, the recoverable amount of the assets are estimated and compared against the existing carrying value. Where the existing carrying value exceeds the recoverable amount, the difference is charged to the income statement.

Costs incurred in planning or evaluating software proposals, or in maintaining systems after implementation, are not capitalised.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1: Significant Accounting Policies (continued)

x) Acquired portfolio of insurance and investment business

Identifiable intangible assets in respect of acquired portfolios of insurance and investment business acquired in a business combination are stated initially at fair value at acquisition date. These are amortised over the period of expected benefits of between 15 to 23 years.

xi) Deferred acquisition costs

Refer to note 1(l)(vii).

xii) Other intangible assets

Other intangible assets include management fee rights, distribution relationships and distribution agreements where they are clearly identifiable, can be reliably measured and where it is probable they will lead to future economic benefits that the Group can control.

Where, based on historical observation, there is an expectation that, for the foreseeable future, the level of investment in the funds will not decline significantly and the Group will continue to manage the fund, the management fee right is assessed to have an indefinite life and is carried at cost less any impairment losses.

Other management fee rights, distribution relationships and distribution agreements are amortised over the expected useful lives to the Group using the straight line method. The period of amortisation is no longer than:

Management fee rights	7 years
Aligned advisor relationships	15 years

The amortisation period is reviewed at least at the end of each annual reporting period and changed if there has been a significant change in the pattern of expected future benefits from the asset.

xiii) Premises and equipment

Assets other than freehold land are depreciated at rates based upon their expected useful lives to the Group, using the straight-line method. The depreciation rates used for each class of asset are:

Buildings	1.5%
Building integrals	10%
Furniture & equipment	10%–20%
Computer & office equipment	12.5%–33%

Leasehold improvements are amortised on a straight-line basis over the shorter of their useful lives or remaining terms of the lease.

The depreciation rate is reviewed at least at the end of each annual reporting period and changed if there has been a significant change in the pattern of expected future benefits from the asset.

At each reporting date, the carrying amounts of premises and equipment are reviewed for impairment. If any impairment indicator exists, the recoverable amount of the assets are estimated and compared against the existing carrying value. Where the existing carrying value exceeds the recoverable amount, the difference is charged to the income statement. If it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

A previously recognised impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

xiv) Borrowing costs

Borrowing costs incurred for the construction of qualifying assets are capitalised into the cost of the qualifying asset during the period of time that is required to complete and prepare the asset for its intended use. The calculation of borrowing costs is based on an internal measure of the costs associated with the borrowing of funds.

F) LIABILITIES

FINANCIAL LIABILITIES

i) Deposits and other borrowings

Deposits and other borrowings include certificates of deposit, interest bearing deposits, debentures and other related interest bearing financial instruments. Deposits and other borrowings not designated at fair value through profit or loss on initial recognition are measured at amortised cost. The interest expense is recognised using the effective interest rate method.

ii) Financial liabilities at fair value through profit or loss

Refer to note 1(E)(i).

iii) Acceptances

The exposure arising from the acceptance of bills of exchange that are sold into the market is recognised as a liability. An asset of equal value is recognised to reflect the offsetting claim against the drawer of the bill. Bill acceptances generate fee income that is recognised in the income statement when earned.

iv) Debt issuances and subordinated debt

Debt issuances and subordinated debt are accounted for in the same way as deposits and other borrowings, except for those debt securities which are designated as at fair value through profit or loss on initial recognition.

v) Financial guarantee contracts

Financial guarantee contracts that require the issuer to make specified payments to reimburse the holder for a loss the holder incurs because a specified debtor fails to make payments when due, are initially recognised in the financial statements at fair value on the date the guarantee was given; typically this is the premium received. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of their amortised amount and the best estimate of the expenditure required to settle any financial obligation arising at the reporting date. These estimates are determined based on experience of similar transactions and the history of past losses.

vi) Derecognition

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

NON-FINANCIAL LIABILITIES

vii) Employee benefits

Leave benefits

The liability for long service leave is calculated and accrued for in respect of all applicable employees (including on-costs) using an actuarial valuation. The amounts expected to be paid in respect of employees' entitlements to annual leave are accrued at expected salary rates including on-costs. Expected future payments for long service leave are discounted using market yields at the reporting date on a blended rate of national and state government bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows.

1: Significant Accounting Policies (continued)

Defined contribution superannuation schemes

The Group operates a number of defined contribution schemes and also contributes, according to local law, in the various countries in which it operates, to government and other plans that have the characteristics of defined contribution schemes.

The Group's contributions to these schemes are recognised as an expense in the income statement when incurred.

Defined benefit superannuation schemes

The Group operates a small number of defined benefit schemes. The liability and expense related to providing benefits to employees under each defined benefit scheme are calculated by independent actuaries.

A defined benefit liability is recognised to the extent that the present value of the defined benefit obligation of each scheme, calculated using the Projected Unit Credit Method, is greater than the fair value of each scheme's assets. Where this calculation results in an asset of the Group, a defined benefit asset is recognised, which is capped at the recoverable amount. In each reporting period, the movements in the net defined benefit liability is treated as follows:

- ▶ the net movement relating to the current period's service cost, net interest on the net defined benefit liability, past service costs and other costs (such as the effects of any curtailments and settlements) is recognised as an operating expense in the Income Statement;
- ▶ remeasurements of the net defined benefit liability, which comprise actuarial gains and losses and return on scheme assets (excluding interest income included in net interest), are recognised directly in retained earnings through other comprehensive income; and
- ▶ contributions made by the Group are recognised directly against the net defined benefit position.

viii) Provisions

The Group recognises provisions when there is a present obligation, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation at reporting date. Where a provision is measured using the estimated cash flows required to settle the present obligation, its carrying amount is the present value of those cash flows.

G) EQUITY

i) Ordinary shares

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

ii) Treasury shares

Shares in the Company which are purchased on-market by the ANZ Employee Share Acquisition Plan or issued by the Company to the ANZ Employee Share Acquisition Plan are classified as treasury shares (to the extent that they relate to unvested employee share-based awards) and are deducted from Capital.

In addition, the life insurance business may also purchase and hold shares in the Company to back policy liabilities in the life insurance statutory funds. These shares are also classified as treasury shares and deducted from Capital. These assets, plus any corresponding income statement fair value movement on the assets and dividend income, are eliminated when the life statutory funds are consolidated into the Group. The cost of the investment in the shares is deducted from Capital. However, the corresponding life investment contract and insurance contract liabilities, and related changes in the liabilities recognised in the income statement, remain upon consolidation.

Treasury shares are excluded from the weighted average number of ordinary shares used in the earnings per share calculations.

iii) Non-controlling interest

Non-controlling interests represent the share in the net assets of subsidiaries attributable to equity interests not owned directly or indirectly by the Company.

iv) Reserves

Foreign currency translation reserve

As indicated in note 1 (A)(ix), exchange differences arising on translation of the assets and liabilities of all Group entities are reflected in the foreign currency translation reserve. Any offsetting gains or losses on hedging these balances, together with any tax effect, are also reflected in this reserve. When a foreign operation is sold, attributable exchange differences are recognised in the income statement.

Available-for-sale revaluation reserve

This reserve includes changes in the fair value and exchange differences on the revaluation of available-for-sale financial assets, net of tax. These changes are transferred to the income statement (in other operating income) when the asset is derecognised. Where the asset is impaired, the changes are transferred to impairment expense in the income statement for debt instruments and in the case of equity instruments to other income.

Cash flow hedge reserve

This reserve includes the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments. The cumulative deferred gain or loss on the hedge is recognised in the income statement when the hedged transaction impacts the income statement.

Share option reserve

This reserve includes the amounts which arise on the recognition of share-based compensation expense (see note 1 (C)(iii)). Amounts are transferred out of the reserve into share capital when the equity investments are exercised.

Transactions with non-controlling interests reserve

The transactions with non-controlling interests reserve represents the impact of transactions with non-controlling shareholders in their capacity as shareholders.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1: Significant Accounting Policies (continued)

H) PRESENTATION

i) Offsetting of income and expenses

Income and expenses are not offset unless required or permitted by an accounting standard. This generally arises in the following circumstances:

- ▶ where transaction costs form an integral part of the effective interest rate of a financial instrument which is measured at amortised cost, these are offset against the interest income generated by the financial instrument; or
- ▶ where gains and losses relating to fair value hedges are assessed as being effective; or
- ▶ where gains and losses arise from a group of similar transactions, such as foreign exchange gains and losses.

ii) Offsetting assets and liabilities

Assets and liabilities are offset and the net amount reported in the balance sheet only where there is:

- ▶ a current enforceable legal right to offset the asset and liability; and
- ▶ an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

iii) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents comprise coins, notes, money at call, balances held with central banks, liquid settlement balances (readily convertible to known amounts of cash which are subject to insignificant risk of changes in value) and securities purchased under agreements to resell ("reverse repos") in less than three months.

iv) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance and for which discrete information is available. Changes in the internal organisational structure of the Group can cause the composition of the Group's reportable segments to change. Where this occurs corresponding segment information for the previous financial year is restated, unless the information is not available and the cost to develop it would be excessive.

I) LIFE INSURANCE AND FUNDS MANAGEMENT BUSINESS

The Group conducts its life insurance and funds management business (the Life Business) in Australia primarily through OnePath Life Limited, which is registered under the Life Insurance Act 1995 (Life Act) and in New Zealand through OnePath Life (NZ) Limited and OnePath Insurance Services (NZ) Limited which are licensed under the Insurance (Prudential Supervision) Act 2010.

The operations of the Life Business are conducted within separate statutory funds, as required by the Life Act and are reported in aggregate with the Shareholder's Fund in the Income Statement, Statement of Changes in Equity, Balance Sheet and Cash Flow Statements of the Group. The assets of the Life Business in Australia are allocated between policyholder and shareholder funds in accordance with the requirements of the Life Act. Under AASs, the financial statements must include all assets, liabilities, revenues, expenses and equity, irrespective of whether they are designated as relating to shareholders or policyholders. Accordingly, the consolidated financial statements include both policyholder (statutory) and shareholders' funds.

(i) Policy liabilities

Policy liabilities include liabilities arising from life insurance contracts and life investment contracts.

Life insurance contracts are insurance contracts regulated under the Life Act and similar contracts issued by entities operating outside Australia. An insurance contract is a contract under which an insurer accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event adversely affects the policyholder.

All contracts written by registered life insurers that do not meet the definition of an insurance contract are referred to as life investment contracts. Life investment contract business relates to funds management products in which the Group issues a contract where the resulting liability to policyholders is linked to the performance and value of the assets that back those liabilities.

Whilst the underlying assets are registered in the name of the life insurer and the policyholder has no direct access to the specific assets, the contractual arrangements are such that the policyholder bears the risks and rewards of the fund's underlying assets investment performance with the exception of capital guaranteed products where the policyholder is guaranteed a minimum return or asset value. The Group derives fee income from the administration of the underlying assets.

Life investment contracts that include a discretionary participation feature (participating contracts) are accounted for as if they are life insurance contracts under AASB 1038 Life Insurance Contracts.

Life insurance liabilities

Life insurance liabilities are determined using the 'Margin on Services' (MoS) model using a projection method. Under the projection method, the liability is determined as the net present value of the expected future cash flows, plus planned margins of revenues over expenses relating to services yet to be provided, discounted using a risk-free discount rate that reflects the nature, structure and term of the liabilities. Expected future cash flows include premiums, expenses, redemptions and benefit payments, including bonuses.

1: Significant Accounting Policies (continued)

Profits from life insurance contracts are brought to account using the MoS model in accordance with Actuarial Standard LPS 340 Valuation of Policy Liabilities as issued by APRA under the Life Act and Professional Standard 3 Determination of Life Insurance Policy Liabilities as issued by the New Zealand Society of Actuaries. Under MoS, profit is recognised as premiums are received and services are provided to policyholders. When premiums are received but the service has not been provided, the profit is deferred. Losses are expensed when identified.

Costs associated with the acquisition of policies are recognised over the period that the policy will generate profits. Costs may only be deferred, however, to the extent that a contract is expected to be profitable.

Participating contracts, defined as those contracts that entitle the policyholder to participate in the performance and value of certain assets in addition to the guaranteed benefit, are entitled to share in the profits that arise from the participating business. This profit sharing is governed by the Life Act and the life insurance company's constitution. The profit sharing entitlement is treated as an expense in the consolidated financial statements. Any benefits which remain payable at the end of the reporting period are recognised as part of life insurance liabilities.

Life investment contract liabilities

Life investment contracts consist of two components: a financial instrument and an investment management service.

The financial instrument component of the life investment contract liabilities is designated as at fair value through profit or loss. The investment management service component, including associated acquisition costs, is recognised as revenue in the profit or loss as services are performed. See note 1 (I)(vii) for the deferral and amortisation of life investment contract acquisition costs and entry fees.

For life investment contracts, the life investment contract liability is directly linked to the performance and value of the assets that back them and is determined as the fair value of those assets after tax. For fixed income policies the liability is determined as the net present value of expected cash flows subject to a minimum of current surrender value.

(ii) External unit holder liabilities (life insurance funds)

The life insurance business includes controlling interests in managed funds and the total amounts of each underlying asset, liability, revenue and expense of the controlled entities are recognised in the Group's consolidated financial statements. When a controlled managed fund is consolidated, the share of the unit holder liability attributable to the Group is eliminated but amounts due to external unit holders remain as liabilities in the Group's consolidated balance sheet.

(iii) Investments backing policy liabilities

All investments backing policy liabilities are designated as at fair value through profit or loss. All policyholder assets, being those assets held within the statutory funds of the life company that are not segregated and managed under a distinct shareholder investment mandate are held to back life insurance and life investment contract liabilities (collectively referred to as policy liabilities). These investments are designated as at fair value through profit or loss.

(iv) Claims

Claims are recognised when the liability to the policyholder under the policy contract has been established or upon notification of the insured event depending on the type of claim.

Claims incurred in respect of life investment contracts represent withdrawals and are recognised as a reduction in life investment contract liabilities.

Claims incurred that relate to the provision of services and bearing of insurance risks are treated as expenses and these are recognised on an accruals basis once the liability to the policyholder has been established under the terms of the contract.

(v) Revenue

Life insurance premiums

Life insurance premiums earned by providing services and bearing risks are treated as revenue. For annuity, risk and traditional business, all premiums are recognised as revenue. Premiums with no due date are recognised as revenue on a cash received basis. Premiums with a regular due date are recognised as revenue on an accruals basis. Unpaid premiums are only recognised as revenue during the days of grace or where secured by the surrender value of the policy and are included as 'Other assets' in the balance sheet.

Life investment contract premiums

There is no premium revenue in respect of life investment contracts. Life investment deposit premiums are recognised as an increase in policy liabilities. Amounts received from policyholders in respect of life investment contracts are recognised as an investment contract liability where the receipt is in the nature of a deposit, or recognised as an origination fee with an ongoing investment management fee.

Fees

Fees are charged to policyholders in connection with life insurance and life investment contracts and are recognised when the service has been provided. Entry fees from life investment contracts are deferred and recognised over the average expected life of the contracts. Deferred entry fees are presented within 'Other liabilities' in the balance sheet.

(vi) Reinsurance contracts

Reinsurance premiums, commissions and claim settlements, as well as the reinsurance element of insurance contract liabilities, are accounted for on the same basis as the underlying direct insurance contracts for which the reinsurance was purchased.

(vii) Policy acquisition costs

Life insurance contract acquisition costs

Policy acquisition costs are the fixed and variable costs of acquiring new business. The appointed actuary assesses the value and future recoverability of these costs in determining policy liabilities. The net profit impact is presented in the income statement as a change in policy liabilities. The deferral is determined as the lesser of actual costs incurred and the allowance for recovery of these costs from the premiums or policy charge as appropriate for each business class. This is subject to an overall limit that future profits are anticipated to cover these costs. Losses arising on acquisition are recognised in the income statement in the year in which they occur. Amounts which are deemed recoverable from future premiums or policy charges are deferred and amortised over the life of the policy.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1: Significant Accounting Policies (continued)

Life investment contract acquisition costs

Incremental acquisition costs, such as commissions, that are directly attributable to securing a life investment contract are recognised as an asset where they can be identified separately and measured reliably and if it is probable that they will be recovered. These deferred acquisition costs are presented in the balance sheet as an intangible asset and are amortised over the period that they will be recovered from future policy charges average period of seven years.

Any impairment losses arising on deferred acquisition costs are recognised in the income statement in the period in which they occur.

(viii) Basis of expense apportionment

All life investment contracts and insurance contracts are categorised based on individual policy or products. Expenses for these products are then allocated between acquisition, maintenance, investment management and other expenses.

Expenses which are directly attributable to an individual policy or product are allocated directly to a particular expense category, fund, class of business and product line as appropriate. Where expenses are not directly attributable to an individual policy or product, they are appropriately apportioned based on detailed expense analysis having regard to the objective in incurring that expense and the outcome achieved. The apportionment has been made in accordance with Actuarial Standard LPS 340 Valuation of Policy Liabilities, issued by the Australian Prudential Regulation Authority, and on an equitable basis to the different classes of business in accordance with Division 2 of Part 6 of the Life Act.

J) OTHER

i) Contingent liabilities

Contingent liabilities acquired in a business combination are individually measured at fair value at the acquisition date. At subsequent reporting dates the value of such contingent liabilities is reassessed based on the estimate of the expenditure required to settle the contingent liability.

Other contingent liabilities are not recognised in the balance sheet but disclosed in note 43 unless it is considered remote that the Group will be liable to settle the possible obligation.

ii) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period after eliminating treasury shares.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effect of dilutive ordinary shares.

iii) Accounting Standards not early adopted

The following standards relevant to the Company and/or the Group were available for early adoption, but have not been applied in these financial statements.

AAS	Nature of the impending changes and possible impact on the Company and the Group in period of initial application	Mandatory application date for the Company and Group
AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities	<p>This standard adds application guidance to AASB 132 Financial Instruments: Presentation to clarify the offsetting criteria for financial assets and financial liabilities as set out in AASB 132 (as amended by AASB 2012-2).</p> <p>This is not expected to have a material impact on the Company or Group.</p>	1 October 2014
AASB 2013-4 Amendments to Australian Accounting Standards – Novation of the Derivatives and Continuation of Hedge Accounting	<p>This standard amends AASB 139 Financial Instruments: Recognition and Measurement to permit the continuation of hedge accounting where a derivative which has been designated as a hedging instrument is novated from one counterparty to a central counterparty as a consequence of new laws or regulations.</p> <p>This is not expected to have a material impact on the Company or Group.</p>	1 October 2014

1: Significant Accounting Policies (continued)

AAS	Nature of the impending changes and possible impact on the Company and the Group in period of initial application	Mandatory application date for the Company and Group
AASB 9 Financial Instruments	<p>This standard is being released in phases and once finalised will replace AASB 139 Financial Instruments: Recognition and Measurement in its entirety. The current version of the standard (reflecting the amendments in Part C of AASB 2013-9 and Part E of AASB 2014-1) addresses recognition and measurement requirements for financial assets and financial liabilities and general hedge accounting. Its main features (excluding the 'own credit requirements' which the Group has early adopted in isolation as described in note 1 (A)(iv)) include:</p> <ul style="list-style-type: none"> ▶ all financial assets, except for certain equity instruments, will be classified into two categories: <ul style="list-style-type: none"> – amortised cost, where they generate solely payments of interest and principal and the business model is to collect contractual cash flows that represent principal and interest; or – fair value through profit or loss; ▶ equity instruments not held for trading purposes will be classified at fair value through profit or loss except for certain instruments which may be classified at fair value through other comprehensive income with dividends recognised in profit or loss; ▶ financial assets which meet the requirements for classification at amortised cost are permitted to be measured at fair value if this eliminates or significantly reduces an accounting mismatch; and ▶ hedge accounting requirements which more closely align with risk management activities undertaken when hedging financial and non-financial risks. <p>In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments, however the Australian equivalent standard has not yet been issued in Australia by the Australian Accounting Standards Board. The final version of IFRS 9 includes:</p> <ul style="list-style-type: none"> ▶ new impairment requirements that introduce an expected credit loss impairment model; and ▶ limited amendments to the previously released classification and measurement requirements including the introduction of a fair value through other comprehensive income classification for financial assets when the business model is to collect contractual cash flows and to sell financial assets. <p>The Group is in the process of assessing the full impact of application of AASB 9 and is not yet able to estimate the impact on the financial statements.</p>	1 October 2018

2: Critical Estimates and Judgements Used in Applying Accounting Policies

The preparation of the financial statements of the Company and Group involves making estimates and judgements that affect the reported amounts within the financial statements. The estimates and judgements are continually evaluated and are based on historical factors, including expectations of future events, which are believed to be reasonable under the circumstances. All material changes to accounting policies and estimates and the application of these policies and judgements are approved by the Audit Committee of the Board.

A brief explanation of the critical estimates and judgements follows.

i) PROVISIONS FOR CREDIT IMPAIRMENT

The measurement of impairment of loans and advances requires management's best estimate of the losses incurred in the loan portfolio at reporting date.

Individual and collective provisioning involves the use of assumptions for estimating the amount and timing of expected future cash flows. The process of estimating the amount and timing of cash flows involves considerable management judgement. These judgements are regularly revised to reduce any differences between loss estimates and actual loss experience.

The collective provision involves estimates regarding the historical loss experience for assets with credit characteristics similar to those in the collective pool. The historical loss experience is adjusted based on current observable data and events and an assessment of the impact

of model risk. The provision also takes into account management's assessment of the impact of large concentrated losses inherent within the portfolio and the economic cycle.

The use of such judgements and reasonable estimates is considered by management to be an essential part of the process and does not impact on the reliability of the provision.

ii) IMPAIRMENT OF NON-LENDING ASSETS

The carrying values of non-lending assets are subject to impairment assessments at each reporting date. Judgement is required in identifying the cash-generating units to which goodwill and other assets are allocated for the purpose of impairment testing.

Impairment testing involves identifying appropriate internal and external indicators of impairment and whether these exist at each reporting date. Where an indication of impairment exists, the recoverable amount of the asset is determined based on the higher of the assets fair value less costs to sell and its value in use. Judgement is applied when determining the assumptions supporting the recoverable amount calculations.

2: Critical Estimates and Judgements Used in Applying Accounting Policies (continued)

iii) STRUCTURED ENTITIES

The Company assesses, at inception and at each reporting date, whether a structured entity should be consolidated based on the accounting policy outlined in note 1(A)(vii). Such assessments are predominantly required for structured finance transactions, securitisation activities, and involvement with investment funds. When assessing whether the Company controls (and therefore consolidates) a structured entity, judgement is required about whether the Company has power over the relevant activities as well as exposure to variable returns of the structured entity. All involvement, rights and exposure to returns are considered when assessing if control exists.

The Company is deemed to have power over an investment fund when it preforms the function of Manager/Responsible Entity of that investment fund. Whether the Company controls the investment fund depends on whether it holds that power as principal, or as an agent for other investors. The Company is considered the principal, and thus controls an investment fund, when it cannot be easily removed from the position of Manager/Responsible Entity by other investors and has variable returns through significant aggregate economic interest in that investment fund. In all other cases the Company is considered to be acting in an agency capacity and does not control the investment fund.

iv) FINANCIAL INSTRUMENTS AT FAIR VALUE

The Group's financial instruments measured at fair value are stated in note 1 (A)(iii). In estimating the fair value of financial instruments the Group uses quoted market prices in an active market, wherever possible.

In the event that there is no active market for the instrument, fair value is based on present value estimates or other market accepted valuation techniques. The valuation models incorporate the impact of bid/ask spreads, counterparty credit spreads and other factors that market participants would consider in determining the fair value. The selection of appropriate valuation techniques, methodologies and inputs requires judgement. These are reviewed and updated as market practice evolves.

The majority of valuation techniques employ only observable market data. However, for certain financial instruments, the fair value cannot be determined with reference to current market transactions or valuation techniques whose variables only include data from observable markets. For these financial instruments, the fair value is determined using data derived and extrapolated from market data and tested against historic transactions and observed market trends. Application of professional judgement is required to analyse the data available to support each assumption upon which these valuations are based. Changing the assumptions changes the resulting estimate of fair value.

The majority of outstanding derivative positions are transacted over-the-counter and therefore need to be valued using valuation techniques. Included in the determination of the fair value of derivatives is a credit valuation adjustment (CVA) to reflect the credit worthiness of the counterparty. This is influenced by the mark-to-market of the derivative trades and by the movement in the market cost of credit. Further adjustments are made to account for the funding costs inherent in the derivative. Judgment is required to determine the appropriate cost of funding and the future expected cash flows used in this funding valuation adjustment (FVA).

v) PROVISIONS (OTHER THAN LOAN IMPAIRMENT)

The Group holds provisions for various obligations including employee entitlements, restructurings and litigation related claims. The provision for long-service leave is supported by an independent actuarial report and involves assumptions regarding employee turnover, future salary growth rates and discount rates. Other provisions involve judgements regarding the outcome of future events including estimates of expenditure required to satisfy such obligations. Where relevant, expert legal advice has been obtained and, in light of such advice, provisions and or disclosures as deemed appropriate have been made.

vi) LIFE INSURANCE CONTRACT LIABILITIES

Policy liabilities for life insurance contracts are computed using statistical or mathematical methods, which are expected to give approximately the same results as if an individual liability was calculated for each contract. The computations are made by suitably qualified personnel on the basis of recognised actuarial methods, with due regard to relevant actuarial principles and standards. The methodology takes into account the risks and uncertainties of the particular class of life insurance business written. Deferred policy acquisition costs are connected with the measurement basis of life insurance liabilities and are equally sensitive to the factors that are considered in the liability measurement.

The key factors that affect the estimation of these liabilities and related assets are:

- ▶ the cost of providing the benefits and administering these insurance contracts;
- ▶ mortality and morbidity experience on life insurance products, including enhancements to policyholder benefits;
- ▶ discontinuance experience, which affects the Company's ability to recover the cost of acquiring new business over the lives of the contracts; and
- ▶ the amounts credited to policyholders' accounts compared to the returns on invested assets through asset-liability management and strategic and tactical asset allocation.

In addition, factors such as regulation, competition, interest rates, taxes and general economic conditions affect the level of these liabilities.

The total value of policy liabilities for life insurance contracts have been appropriately calculated in accordance with these principles.

vii) TAXATION

Judgement is required in determining provisions held in respect of uncertain tax positions. The Group estimates its tax liabilities based on its understanding of the relevant law in each of the countries in which it operates and seeks independent advice where appropriate.

3: Income

	Consolidated		The Company	
	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Interest income				
Trading securities	1,546	1,315	1,091	955
Available-for-sale assets	627	532	500	433
Loans and advances and acceptances	26,752	26,199	20,620	20,987
Other	599	581	432	434
Total external interest income	29,524	28,627	22,643	22,809
Controlled entities	–	–	2,917	2,704
Total interest income	29,524	28,627	25,560	25,513
Interest income is analysed by type of financial asset as follows:				
Financial assets not at fair value through profit or loss	27,949	27,298	24,446	24,551
Trading securities	1,546	1,315	1,091	955
Financial assets designated at fair value through profit or loss	29	14	23	7
Other operating income	29,524	28,627	25,560	25,513
i) Fee and commission income				
Lending fees ²	779	744	676	659
Non-lending fees and commissions	2,160	2,085	1,487	1,482
	2,939	2,829	2,163	2,141
Controlled entities	–	–	1,257	968
Total fee and commission income	2,939	2,829	3,420	3,109
Fee and commission expense ³	(424)	(370)	(314)	(279)
Net fee and commission income	2,515	2,459	3,106	2,830
ii) Other income				
Net foreign exchange earnings	1,073	844	672	648
Net (losses)/gains from trading securities and derivatives ⁴	138	300	54	291
Credit risk on credit intermediation trades	(22)	63	(22)	63
Movement on financial instruments measured at fair value through profit or loss ⁵	97	58	71	84
Dividends received from controlled entities ⁶	–	–	1,745	1,314
Brokerage income	50	53	–	–
Loss on divestment/writedown of investment in SSI	(21)	(26)	25	(21)
Dilution gain on investment in Bank of Tianjin	12	–	–	–
Insurance settlement	26	–	–	–
Gain on sale of ANZ Trustees	125	–	115	–
Profit on liquidation of investment in subsidiaries and branches	–	–	–	18
Other	196	100	102	22
Total other income	1,674	1,392	2,762	2,419
Other operating income	4,189	3,851	5,868	5,249
Net funds management and insurance income				
Funds management income	917	862	122	109
Investment income	2,656	4,135	–	–
Insurance premium income	1,314	1,348	46	43
Commission income/(expense)	(471)	(446)	49	51
Claims	(707)	(709)	–	–
Changes in policy liabilities	(2,147)	(3,669)	–	–
Elimination of treasury share gain	(24)	(90)	–	–
Total net funds management and insurance income	1,538	1,431	217	203
Total other operating income	5,727	5,282	6,085	5,452
Total share of associates' profit	517	482	–	–
Total income	35,768	34,391	31,645	30,965

1 Comparative amounts have changed. Refer to note 48 for details.

2 Lending fees exclude fees treated as part of the effective yield calculation and included in interest income (refer note 1 B(ii)).

3 Includes interchange fees paid.

4 Does not include interest income relating to trading securities and derivatives used for balance sheet risk management.

5 Includes fair value movements (excluding realised and accrued interest) on derivatives not designated as accounting hedges entered into to manage interest rate and foreign exchange risk on funding instruments, ineffective portions of cash flow hedges, and fair value movements in financial assets and financial liabilities designated at fair value.

6 Dividends received from controlled entities are subject to meeting applicable regulatory and company law requirements, including solvency requirements.

NOTES TO THE FINANCIAL STATEMENTS (continued)

4: Expenses

	Consolidated		The Company	
	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Interest expense				
Deposits	11,229	11,462	8,935	9,588
Borrowing corporations' debt	62	60	–	–
Commercial paper	436	439	241	311
Debt issuances and subordinated debt	3,543	3,558	2,780	2,834
Other	444	350	359	270
Total external interest expense	15,714	15,869	12,315	13,003
Controlled entities	–	–	3,235	3,146
Total interest expense	15,714	15,869	15,550	16,149
Interest expense is analysed by types of financial liabilities as follows:				
Financial liabilities not at fair value through profit or loss	15,381	15,391	15,412	15,799
Financial liabilities designated at fair value through profit or loss	333	478	138	350
	15,714	15,869	15,550	16,149
Operating expenses				
i) Personnel				
Employee entitlements and taxes	278	264	209	196
Salaries and wages	3,495	3,391	2,591	2,574
Superannuation costs – defined benefit plan	10	15	4	6
– defined contribution plans	300	283	246	237
Equity-settled share-based payments	215	200	183	171
Other	790	752	590	592
Total personnel expenses (excl. restructuring)	5,088	4,905	3,823	3,776
ii) Premises				
Depreciation of buildings and integrals	200	185	136	133
Rent	450	435	364	344
Utilities and other outgoings	178	170	118	115
Other	62	55	51	39
Total premises expenses (excl. restructuring)	890	845	669	631
iii) Technology				
Data communication	104	115	64	70
Depreciation	550	496	453	391
Licences and outsourced services	400	335	291	255
Rentals and repairs	153	142	126	112
Software impairment	15	8	11	8
Other	44	26	17	3
Total computer expenses (excl. restructuring)	1,266	1,122	962	839
iv) Other				
Advertising and public relations	278	241	208	146
Audit fees and other fees (note 5)	19	18	10	9
Freight, stationery, postage and telephone	273	263	189	171
Non-lending losses, frauds and forgeries	52	54	39	38
Professional fees	239	249	220	187
Travel and entertainment expenses	193	187	141	134
Amortisation of other intangible assets	89	99	8	8
Impairment of other intangible assets	28	1	–	1
Other	232	188	509	503
Total other expenses (excl. restructuring)	1,403	1,300	1,324	1,197
v) Restructuring	113	85	100	66
Total operating expenses	8,760	8,257	6,878	6,509

1 Comparative amounts have changed. Refer to note 48 for details.

5: Compensation of Auditors

	Consolidated		The Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
KPMG Australia¹				
Audit or review of financial reports of the Company or Group entities	9,031	8,644	5,346	5,327
Audit-related services ²	3,166	2,886	2,444	1,747
Non-audit services ³	630	198	530	130
	12,827	11,728	8,320	7,204
Overseas related practices of KPMG Australia				
Audit or review of financial reports of the Company or Group entities	5,396	5,093	1,227	1,143
Audit-related services ²	1,195	993	516	471
Non-audit services ³	4	365	–	222
	6,595	6,451	1,743	1,836
Total compensation of auditors	19,422	18,179	10,063	9,040

1 Inclusive of goods and services tax.

2 For the Group, comprises prudential and regulatory services of \$3.217 million (2013: \$2.908 million), comfort letters \$0.814 million (2013: \$0.508 million) and other \$0.330 million (2013: \$0.463 million). For the Company, comprises prudential and regulatory services of \$1.927 million (2013: \$1.541 million), comfort letters of \$0.585 million (2013: \$0.374 million) and other \$0.448 million (2013: \$0.303 million).

3 The nature of the non-audit services include reviews of compliance with legal and regulatory requirements, benchmarking reviews and a branch optimisation analysis performed during the year. Further details are provided in the Directors' Report.

Group Policy allows KPMG Australia or any of its related practices to provide assurance and other audit-related services that, while outside the scope of the statutory audit, are consistent with the role of external auditor. These include regulatory and prudential reviews requested by the Company's regulators such as APRA. Any other services that are not audit or audit-related services are non-audit services. Group Policy allows certain non-audit services to be provided where the service would not contravene auditor independence requirements. KPMG Australia or any of its related practices may not provide services that are perceived to be in conflict with the role of the external auditor. These include consulting advice and subcontracting of operational activities normally undertaken by management, and engagements where the auditor may ultimately be required to express an opinion on its own work.

NOTES TO THE FINANCIAL STATEMENTS (continued)

6: Income Tax Expense

	Consolidated		The Company	
	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Income tax recognised in the income statement				
Tax expense/(income) comprises:				
Current tax expense/(income)	2,658	2,679	1,769	1,929
Adjustments recognised in the current year in relation to the current tax of prior years	1	2	–	2
Deferred tax expense/(income) relating to the origination and reversal of temporary differences	366	76	202	(143)
Total income tax expense charged in the income statement	3,025	2,757	1,971	1,788
Reconciliation of the prima facie income tax expense on pre-tax profit with the income tax expense charged in the income statement				
Profit before income tax	10,308	9,077	8,243	7,175
Prima facie income tax expense at 30%	3,092	2,723	2,473	2,153
Tax effect of permanent differences:				
Overseas tax rate differential	(96)	(41)	(25)	4
Rebateable and non-assessable dividends	(2)	(4)	(570)	(394)
Profit from associates	(155)	(144)	–	–
Write-down of investment in SSI	–	8	–	6
Sale of ANZ Trustees and SSI	(11)	–	(22)	–
Offshore Banking Units	5	(6)	5	(6)
Foreign exchange translation of US hybrid loan capital	–	–	72	27
ANZ Wealth Australia – policyholder income and contributions tax	170	261	–	–
ANZ Wealth Australia – tax consolidation adjustment	–	(50)	–	–
Tax provisions no longer required	(50)	(4)	(40)	–
Interest on Convertible Instruments	71	58	71	58
Adjustment between members of the Australian tax-consolidated group	–	–	–	(24)
Other	–	(46)	7	(38)
	3,024	2,755	1,971	1,786
Income tax (over) provided in previous years	1	2	–	2
Total income tax expense charged in the income statement	3,025	2,757	1,971	1,788
Effective tax rate	29.3%	30.4%	23.9%	24.9%
Australia	2,136	2,078	1,811	1,644
Overseas	889	679	160	144

1 Comparative amounts have changed. Refer to note 48 for details.

TAX CONSOLIDATION

The Company and all its wholly owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. The Company is the head entity in the tax-consolidated group. Tax expense/income and deferred tax liabilities/assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group on a 'group allocation' basis. Current tax liabilities and assets of the tax consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the tax-consolidated group in relation to the tax contribution amounts paid or payable between the Company and the other members of the tax-consolidated group in accordance with the arrangement.

Members of the tax-consolidated group have also entered into a tax sharing agreement that provides for the allocation of income tax liabilities between the entities should the head entity default on its income tax payment obligations.

7: Dividends

	Consolidated ¹		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Ordinary share dividends²				
Interim dividend	2,278	2,003	2,278	2,003
Final dividend	2,497	2,150	2,497	2,150
Bonus option plan adjustment	(81)	(71)	(81)	(71)
Dividend on ordinary shares	4,694	4,082	4,694	4,082

1 Excludes dividends paid by subsidiaries of the Group to non-controlling equity holders (2014: \$1 million, 2013: \$1 million).

2 Dividends are not accrued and are recorded when paid.

A final dividend of 95 cents, fully franked for Australian tax purposes, is proposed to be paid on each eligible fully paid ANZ ordinary share on 16 December 2014 (2013: final dividend of 91 cents, paid 16 December 2013, fully franked for Australian tax purposes). It is proposed that New Zealand imputation credits of NZ 12 cents per fully paid ANZ ordinary share will also be attached to the 2014 final dividend (2013: NZ 10 cents). The 2014 interim dividend of 83 cents, paid 1 July 2014, was fully franked for Australian tax purposes (2013: interim dividend of 73 cents, paid 1 July 2013, fully franked for Australian tax purposes). New Zealand imputation credits of NZ 10 cents per fully paid ANZ ordinary share were attached to the 2014 interim dividend (2013: NZ 9 cents).

The tax rate applicable to the Australian franking credits attached to the 2014 interim dividend and to be attached to the proposed 2014 final dividend is 30% (2013: 30%).

Dividends paid in cash or satisfied by the issue of shares under the Dividend Reinvestment Plan during the years ended 30 September 2014 and 2013 were as follows:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Paid in cash ¹	3,843	3,239	3,843	3,239
Satisfied by share issue ²	851	843	851	843
	4,694	4,082	4,694	4,082

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Preference share dividend³				
Euro Trust Securities ⁴	6	6	–	–
Dividend on preference shares	6	6	–	–

1 Refers to cash paid to shareholders who did not elect to participate in the dividend reinvestment plan or the bonus option plan.

2 Includes shares issued to participating shareholders under the dividend reinvestment plan.

3 Dividends are not accrued and are recorded when paid.

4 Refer to note 27 for details.

DIVIDEND FRANKING ACCOUNT

	2014 \$m	2013 \$m
Australian franking credits available for subsequent financial years at a corporate tax rate of 30% (2013: 30%)	982	1,335

The above amounts represent the balances of the franking accounts as at the end of the financial year, adjusted for:

- ▶ franking credits that will arise from the payment of income tax payable as at the end of the financial year, and
- ▶ franking credits/debits that will arise from the receipt/payment of dividends that have been recognised as tax receivables/payables as at the end of the financial year.

The final dividend for the 2013 financial year utilised \$1,070 million of the \$1,335 million franking credits available at 30 September 2013 resulting in a balance of \$265 million. The final proposed 2014 dividend will utilise the entire balance of \$982 million franking credits available at 30 September 2014. Instalment tax payments on account of the 2015 financial year which will be made after 30 September 2014 will generate sufficient franking credits to enable the final 2014 dividend to be fully franked. The extent to which future dividends will be franked will depend on a number of factors, including the level of profits that will be subject to tax in Australia.

New Zealand imputation credits can be attached to our Australian dividends, but may only be used by our New Zealand resident shareholders. The amount of available New Zealand imputation credits at the end of the financial year, adjusted for credits that will arise from the payment of New Zealand income tax payable as at the end of the financial year and New Zealand imputation credits that will arise from dividends receivable as at the end of the financial year, is NZ\$3,492 million (2013: NZ\$3,500 million).

NOTES TO THE FINANCIAL STATEMENTS (continued)

7: Dividends (continued)

RESTRICTIONS WHICH LIMIT THE PAYMENT OF DIVIDENDS

There are presently no significant restrictions on the payment of dividends from material controlled entities to the Company. Various capital adequacy, liquidity, foreign currency controls, statutory reserve and other prudential and legal requirements must be observed by certain controlled entities and the impact of these requirements on the payment of cash dividends is monitored.

There are presently no significant restrictions on the payment of dividends by the Company, although reductions in shareholders' equity through the payment of cash dividends are monitored having regard to the following:

- ▶ There are regulatory and other legal requirements to maintain a specified level of capital. Further, APRA has advised that a bank under its supervision, including the Company, must obtain its written approval before paying dividends (i) on ordinary shares which exceed its after tax earnings after taking into account any payments on more senior capital instruments in the financial year to which they relate or (ii) where the Company's Common Equity Tier 1 capital ratio falls within capital range buffers specified by APRA from time to time;
- ▶ The Corporations Act 2001 (Cth) provides that the Company must not pay a dividend on any instrument unless (i) it has sufficient net assets for the payment, (ii) the payment is fair and reasonable to the Company's shareholders as a whole, and (iii) the payment does not materially prejudice the Company's ability to pay its creditors;
- ▶ The terms of the Group's Euro Trust Securities and ANZ Convertible Preference Shares also limit the payment of dividends on these securities in certain circumstances. Whilst the terms of the securities vary, generally the Company may not pay a dividend on these securities if to do so would result in the Company becoming, or likely to become, insolvent or breaching specified capital adequacy ratios, if the dividend would exceed its after tax prudential profits (as defined by APRA from time to time) or if APRA so directs; and
- ▶ If any dividend, interest or redemption payments or other distributions are not paid on the scheduled payment date, or shares or other qualifying Tier 1 securities are not issued on the applicable conversion or redemption dates, on the Group's Euro Trust Securities, ANZ Convertible Preference Shares or ANZ Capital Notes in accordance with their terms, the Group may be restricted from declaring or paying any dividends or other distributions on Tier 1 securities including ANZ ordinary shares and preference shares. This restriction is subject to a number of exceptions.

DIVIDEND REINVESTMENT PLAN

During the year ended 30 September 2014, 14,941,125 fully paid ANZ ordinary shares were issued at \$31.83 per share and 11,268,833 fully paid ANZ ordinary shares at \$33.30 per share to participating shareholders under the Dividend Reinvestment Plan (2013: 19,090,655 fully paid ANZ ordinary shares at \$23.64 per share, and 13,535,178 fully paid ANZ ordinary shares at \$28.96 per share). All eligible shareholders can elect to participate in the Dividend Reinvestment Plan.

Refer to note 27 for details of the on-market buy-back of ordinary shares which occurred following the announcement of the 2013 final dividend.

For the 2014 final dividend, no discount will be applied when calculating the 'Acquisition Price' used in determining the number of fully paid ANZ ordinary shares to be provided under the Dividend Reinvestment Plan and Bonus Option Plan terms and conditions, and the 'Pricing Period' under the Dividend Reinvestment Plan and Bonus Option Plan terms and conditions will be the ten trading days commencing on 14 November 2014 (unless otherwise determined by the Directors and announced on the ASX).

BONUS OPTION PLAN

The amount paid in dividends during the year has been reduced as a result of certain eligible shareholders participating in the Bonus Option Plan and foregoing all or part of their right to dividends. These shareholders were issued fully paid ANZ ordinary shares under the Bonus Option Plan.

During the year ended 30 September 2014, 2,479,917 fully paid ANZ ordinary shares were issued under the Bonus Option Plan (2013: 2,719,008 fully paid ANZ ordinary shares).

8: Earnings per Ordinary Share

	Consolidated	
	2014 \$m	2013 \$m
Basic earnings per share (cents)	267.1	232.7
Earnings reconciliation (\$millions)		
Profit for the year	7,283	6,320
Less: profit attributable to minority interests	12	10
Less: preference share dividend paid	6	6
Earnings used in calculating basic earnings per share	7,265	6,304
Weighted average number of ordinary shares (millions)¹	2,719.7	2,709.4
Diluted earnings per share (cents)	257.0	225.7
Earnings reconciliation (\$millions)		
Earnings used in calculating basic earnings per share	7,265	6,304
Add: US Trust Securities interest expense	7	31
Add: ANZ Convertible Preference Shares interest expense	155	186
Add: ANZ Capital Notes interest expense	81	7
Earnings used in calculating diluted earnings per share	7,508	6,528
Weighted average number of ordinary shares (millions)¹		
Used in calculating basic earnings per share	2,719.7	2,709.4
Add: weighted average number of options/rights potentially convertible to ordinary shares	5.5	5.0
weighted average number of convertible US Trust Securities at current market prices	6.1	27.5
weighted average number of ANZ Convertible Preference Shares	127.5	144.6
weighted average number of ANZ Capital Notes	63.1	5.5
Used in calculating diluted earnings per share	2,921.9	2,892.0

¹ Weighted average number of ordinary shares excludes 14.5 million weighted average number of ordinary treasury shares held in ANZEST Pty Ltd (2013: 16.4 million) for the Group employee share acquisition scheme and 12.5 million weighted average number of ordinary treasury shares held in ANZ Wealth Australia (2013: 12.7 million).

The weighted average number of converted and lapsed options, weighted with reference to the date of conversion or lapse, and included in the calculation of diluted earnings per share is approximately 0.5 million (2013: approximately 0.6 million).

9: Cash

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Coins, notes and cash at bank	1,487	1,318	1,005	914
Money at call, bills receivable and remittances in transit	6	238	1	1
Securities purchased under agreements to resell in less than three months	9,851	10,081	9,631	9,792
Balances with Central Banks	21,215	13,633	20,018	12,091
Total cash	32,559	25,270	30,655	22,798

10: Trading Securities

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Commonwealth Securities	6,338	3,445	6,089	3,198
Local, semi-government and other government securities	18,559	16,638	12,239	11,834
Other securities and equity securities	24,795	21,205	19,721	16,432
Total trading securities	49,692	41,288	38,049	31,464

11: Derivative Financial Instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying variables or indices defined in the contract, require little or no initial net investment and are settled at a future date. Derivatives include contracts traded on registered exchanges and contracts agreed between counterparties. The use of derivatives and their sale to customers as risk management products is an integral part of the Group's trading and sales activities. Derivatives are also used to manage the Group's own exposure to fluctuations in foreign exchange and interest rates as part of its asset and liability management activities.

Derivative financial instruments are subject to market and credit risk, and these risks are managed in a manner consistent with the risks arising on other financial instruments.

The Group's objectives and policies on managing risks that arise in connection with derivatives, including the policies for hedging, are outlined in note 31.

TYPES OF DERIVATIVE FINANCIAL INSTRUMENTS

The Group transacts principally in foreign exchange, interest rate, commodity and credit derivative contracts. The principal types of derivative contracts include swaps, forwards, futures and options contracts and agreements.

Derivatives, except for those that are specifically designated as effective hedging instruments, are classified as held for trading. The held for trading classification includes two categories of derivative financial instruments: those held as trading positions and those used in the Group's balance sheet risk management activities.

TRADING POSITIONS

Trading positions arise from both sales to customers and market making activities. Sales to customers include the structuring and marketing of derivative products which enable customers to manage their own risks. Market making activities consist of derivatives entered into principally for the purpose of generating profits from short-term fluctuations in prices or margins. Positions may be traded actively or held over a period of time to benefit from expected changes in market rates.

Trading derivatives are managed within the Group's market risk management policies, which are outlined in note 31.

Gains or losses, including any current period interest, from the change in fair value of trading positions are recognised in the income statement as 'other income' in the period in which they occur.

BALANCE SHEET RISK MANAGEMENT

The Group designates balance sheet risk management derivatives into hedging relationships in order to minimise income statement volatility. This volatility is created by differences in the timing of recognition of gains and losses between the derivative and the hedged item. Hedge accounting is not applied to all balance sheet risk management positions.

Gains or losses from the change in fair value of balance sheet risk management derivatives that form part of an effective hedging relationship are recognised in the income statement based on the hedging relationship. Any ineffectiveness is recognised in the income statement as 'other income' in the period in which it occurs.

Gains or losses, excluding any current period interest, from the change in fair value of balance sheet risk management positions that are not designated into hedging relationships are recognised in the income statement as 'other income' in the period in which they occur. Current period interest is included in interest income and expense.

The tables on the following pages provide an overview of the Group's and the Company's foreign exchange, interest rate, commodity and credit derivatives. They include all trading and balance sheet risk management contracts. Notional principal amounts measure the amount of the underlying physical or financial commodity and represent the volume of outstanding transactions. They are not a measure of the risk associated with a derivative. Further information on netting of derivative financial instruments is included in note 34 Offsetting. The derivative instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in market rates relative to the terms of the derivative. Notional amounts of the contracts are not recorded on the balance sheet.

11: Derivative Financial Instruments (continued)

Consolidated at 30 September 2014	Notional Principal Amount \$m	Fair Value								Total fair value of derivatives	
		Trading		Fair value		Hedging		Net investment			
		Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m
Foreign exchange contracts											
Spot and forward contracts	746,023	10,264	(9,324)	–	–	–	–	–	(4)	10,264	(9,328)
Swap agreements	640,600	19,191	(19,003)	66	(40)	–	–	–	–	19,257	(19,043)
Options purchased	105,985	2,079	–	–	–	–	–	–	–	2,079	–
Options sold	139,062	–	(1,923)	–	–	–	–	–	–	–	(1,923)
	1,631,670	31,534	(30,250)	66	(40)	–	–	–	(4)	31,600	(30,294)
Commodity contracts											
Derivative contracts	33,886	1,612	(946)	–	–	–	–	–	–	1,612	(946)
Interest rate contracts											
Forward rate agreements	65,754	4	(10)	–	–	–	(1)	–	–	4	(11)
Swap agreements	2,837,264	19,768	(19,049)	1,808	(888)	765	(499)	–	–	22,341	(20,436)
Futures contracts	128,208	33	(75)	–	(14)	–	(4)	–	–	33	(93)
Options purchased	56,573	505	–	–	–	–	–	–	–	505	–
Options sold	47,827	–	(823)	–	–	–	–	–	–	–	(823)
	3,135,626	20,310	(19,957)	1,808	(902)	765	(504)	–	–	22,883	(21,363)
Credit default swaps											
Structured credit											
derivatives purchased	1,171	58	–	–	–	–	–	–	–	58	–
Other credit derivatives purchased	17,060	162	(224)	–	–	–	–	–	–	162	(224)
Total credit derivatives purchased	18,231	220	(224)	–	–	–	–	–	–	220	(224)
Structured credit derivatives sold	1,171	–	(80)	–	–	–	–	–	–	–	(80)
Other credit derivatives sold	17,359	54	(18)	–	–	–	–	–	–	54	(18)
Total credit derivatives sold	18,530	54	(98)	–	–	–	–	–	–	54	(98)
	36,761	274	(322)	–	–	–	–	–	–	274	(322)
Total	4,837,943	53,730	(51,475)	1,874	(942)	765	(504)	–	(4)	56,369	(52,925)

NOTES TO THE FINANCIAL STATEMENTS (continued)

11: Derivative Financial Instruments (continued)

Consolidated at 30 September 2013	Notional Principal Amount ¹ \$m	Fair Value									
		Trading		Hedging						Total fair value of derivatives	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m
Assets \$m	Liabilities \$m			Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m				
Foreign exchange contracts											
Spot and forward contracts	570,615	7,593	(7,514)	–	–	–	–	–	(25)	7,593	(7,539)
Swap agreements	570,809	10,276	(12,641)	76	(10)	–	–	–	(41)	10,352	(12,692)
Options purchased	79,239	1,376	–	–	–	–	–	–	–	1,376	–
Options sold	95,588	–	(1,449)	–	–	–	–	–	–	–	(1,449)
	1,316,251	19,245	(21,604)	76	(10)	–	–	–	(66)	19,321	(21,680)
Commodity contracts											
Derivative contracts	30,206	1,368	(1,255)	–	–	–	–	–	–	1,368	(1,255)
Interest rate contracts											
Forward rate agreements	85,251	3	(5)	–	–	–	–	–	–	3	(5)
Swap agreements	2,250,331	21,249	(20,735)	1,272	(998)	838	(743)	–	–	23,359	(22,476)
Futures contracts	100,849	452	(459)	1	(39)	3	–	–	–	456	(498)
Options purchased	29,671	1,049	–	–	–	–	–	–	–	1,049	–
Options sold	35,282	–	(1,233)	–	–	–	–	–	–	–	(1,233)
	2,501,384	22,753	(22,432)	1,273	(1,037)	841	(743)	–	–	24,867	(24,212)
Credit default swaps											
Structured credit											
derivatives purchased	4,812	136	–	–	–	–	–	–	–	136	–
Other credit derivatives purchased	17,837	122	(143)	–	–	–	–	–	–	122	(143)
Total credit derivatives purchased	22,649	258	(143)	–	–	–	–	–	–	258	(143)
Structured credit derivatives sold	4,812	–	(169)	–	–	–	–	–	–	–	(169)
Other credit derivatives sold	17,042	64	(50)	–	–	–	–	–	–	64	(50)
Total credit derivatives sold	21,854	64	(219)	–	–	–	–	–	–	64	(219)
	44,503	322	(362)	–	–	–	–	–	–	322	(362)
Total	3,892,344	43,688	(45,653)	1,349	(1,047)	841	(743)	–	(66)	45,878	(47,509)

¹ To align with current period presentation, Notional Principal Amounts are presented gross. Previously, Notional Principal Amounts were presented net where a master netting arrangement was in place.

11: Derivative Financial Instruments (continued)

The Company at 30 September 2014	Notional Principal Amount \$m	Fair Value										Total fair value of derivatives	
		Trading		Fair value		Hedging		Cash flow		Net investment			
		Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m
Foreign exchange contracts													
Spot and forward contracts	723,896	9,664	(8,880)	–	–	–	–	–	–	(4)	9,664	(8,884)	
Swap agreements	636,477	18,552	(18,694)	66	(40)	–	–	–	–	–	18,618	(18,734)	
Options purchased	104,919	2,061	–	–	–	–	–	–	–	–	2,061	–	
Options sold	138,285	–	(1,915)	–	–	–	–	–	–	–	–	(1,915)	
	1,603,577	30,277	(29,489)	66	(40)	–	–	–	–	(4)	30,343	(29,533)	
Commodity contracts													
Derivative contracts	33,486	1,606	(925)	–	–	–	–	–	–	–	1,606	(925)	
Interest rate contracts													
Forward rate agreements	61,699	4	(10)	–	–	–	(1)	–	–	–	4	(11)	
Swap agreements	2,590,629	17,851	(17,561)	1,587	(807)	680	(403)	–	–	–	20,118	(18,771)	
Futures contracts	112,227	31	(72)	–	(14)	–	(4)	–	–	–	31	(90)	
Options purchased	55,969	506	–	–	–	–	–	–	–	–	506	–	
Options sold	47,382	–	(822)	–	–	–	–	–	–	–	–	(822)	
	2,867,906	18,392	(18,465)	1,587	(821)	680	(408)	–	–	–	20,659	(19,694)	
Credit default swaps													
Structured credit													
derivatives purchased	1,171	58	–	–	–	–	–	–	–	–	58	–	
Other credit derivatives purchased	17,060	162	(224)	–	–	–	–	–	–	–	162	(224)	
Total credit derivatives purchased	18,231	220	(224)	–	–	–	–	–	–	–	220	(224)	
Structured credit derivatives sold	1,171	–	(80)	–	–	–	–	–	–	–	–	(80)	
Other credit derivatives sold	17,359	54	(18)	–	–	–	–	–	–	–	54	(18)	
Total credit derivatives sold	18,530	54	(98)	–	–	–	–	–	–	–	54	(98)	
	36,761	274	(322)	–	–	–	–	–	–	–	274	(322)	
Total	4,541,730	50,549	(49,201)	1,653	(861)	680	(408)	–	–	(4)	52,882	(50,474)	

NOTES TO THE FINANCIAL STATEMENTS (continued)

11: Derivative Financial Instruments (continued)

The Company at 30 September 2013	Notional Principal Amount ¹ \$m	Fair Value											
		Trading		Hedging								Total fair value of derivatives	
		Assets \$m	Liabilities \$m	Fair value		Cash flow		Net investment		Assets \$m	Liabilities \$m		
Assets \$m	Liabilities \$m			Assets \$m	Liabilities \$m	Assets \$m	Liabilities \$m						
Foreign exchange contracts													
Spot and forward contracts	545,564	7,391	(6,803)	–	–	–	–	–	–	7,391	(6,803)		
Swap agreements	527,972	9,418	(10,977)	75	(10)	–	–	–	(41)	9,493	(11,028)		
Options purchased	78,758	1,370	–	–	–	–	–	–	–	1,370	–		
Options sold	95,237	–	(1,427)	–	–	–	–	–	–	–	(1,427)		
	1,247,531	18,179	(19,207)	75	(10)	–	–	–	(41)	18,254	(19,258)		
Commodity contracts													
Derivative contracts	29,652	1,361	(1,253)	–	–	–	–	–	–	1,361	(1,253)		
Interest rate contracts													
Forward rate agreements	72,816	3	(4)	–	–	–	–	–	–	3	(4)		
Swap agreements	1,897,806	17,684	(17,655)	1,127	(930)	758	(654)	–	–	19,569	(19,239)		
Futures contracts	78,728	451	(454)	1	(39)	3	–	–	–	455	(493)		
Options purchased	28,641	1,047	–	–	–	–	–	–	–	1,047	–		
Options sold	34,372	–	(1,218)	–	–	–	–	–	–	–	(1,218)		
	2,112,363	19,185	(19,331)	1,128	(969)	761	(654)	–	–	21,074	(20,954)		
Credit default swaps													
Structured credit derivatives purchased	4,811	136	–	–	–	–	–	–	–	136	–		
Other credit derivatives purchased	17,838	122	(143)	–	–	–	–	–	–	122	(143)		
Total credit derivatives purchased	22,649	258	(143)	–	–	–	–	–	–	258	(143)		
Structured credit derivatives sold	4,811	–	(169)	–	–	–	–	–	–	–	(169)		
Other credit derivatives sold	17,043	64	(50)	–	–	–	–	–	–	64	(50)		
Total credit derivatives sold	21,854	64	(219)	–	–	–	–	–	–	64	(219)		
	44,503	322	(362)	–	–	–	–	–	–	322	(362)		
Total	3,434,049	39,047	(40,153)	1,203	(979)	761	(654)	–	(41)	41,011	(41,827)		

1 To align with current period presentation, Notional Principal Amounts are presented gross. Previously, Notional Principal Amounts were presented net where a master netting arrangement was in place.

HEDGING ACCOUNTING

There are three types of hedging accounting relationships: fair value hedges, cash flow hedges and hedges of a net investment in a foreign operation. Each type of hedging has specific requirements when accounting for the fair value changes in the hedging relationship. For details on the accounting treatment of each type of hedging relationship refer to note 1.

FAIR VALUE HEDGE ACCOUNTING

The risk being hedged in a fair value hedge is a change in the fair value of an asset or liability or unrecognised firm commitment that may affect the income statement. Changes in fair value might arise through changes in interest rates or foreign exchange rates. The Group's fair value hedges consist principally of interest rate swaps

and cross currency swaps that are used to protect against changes in the fair value of fixed-rate long-term financial instruments due to movements in market interest rates and exchange rates.

The application of fair value hedge accounting results in the fair value adjustment on the hedged item attributable to the hedged risk being recognised in the income statement at the same time the hedging instrument impacts the income statement. If hedge relationships no longer meet the criteria for hedge accounting, hedge accounting is discontinued. The fair value adjustment to the hedged item continues to be recognised as part of the carrying amount of the item or group of items and is amortised to the income statement as a part of the effective yield over the period to maturity. Where the hedged item is derecognised from the Group's balance sheet, the fair value adjustment is included in the income statement as 'other income' as a part of the gain or loss on disposal.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Gain/(loss) arising from fair value hedges				
Hedged item	(434)	534	(370)	476
Hedging Instrument	429	(532)	369	(466)

11: Derivative Financial Instruments (continued)

CASH FLOW HEDGE ACCOUNTING

The risk being hedged in a cash flow hedge is the potential variability in future cash flows that may affect the income statement. Variability in the future cash flows may result from changes in interest rates or exchange rates affecting recognised financial assets and liabilities and highly probable forecast transactions. The Group's cash flow hedges consist principally of interest rate swaps, forward rate agreements and cross currency swaps that are used to protect against exposures to variability in future cash flows on non-trading assets and liabilities which bear interest at variable rates or which are expected to be refunded or reinvested in the future. The Group primarily applies cash flow hedge accounting to its variable rate loan assets, variable rate liabilities and short-term re-issuances of fixed rate customer and wholesale deposit liabilities. The amounts and timing of future cash flows, representing both principal and interest flows, are projected

for each portfolio of financial assets and liabilities on the basis of their forecast repricing profile. This forms the basis for identifying gains and losses on the effective portions of derivatives designated as cash flow hedges.

The effective portion of changes in the fair value of derivatives qualifying and designated as cash flow hedges is recognised initially in other comprehensive income. These are recognised in the income statement in the period during which the hedged forecast transactions take place. The ineffective portion of a designated cash flow hedge relationship is recognised immediately as other income in the income statement. The schedule below shows the movements in the hedging reserve:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Opening	75	208	51	89
Item recorded in net interest income	(30)	–	8	24
Tax effect on items recorded in net interest income	8	–	(2)	(7)
Valuation gain taken to other comprehensive income	165	(186)	168	(78)
Tax effect on net gain on cash flow hedges	(49)	53	(51)	23
Closing Balance	169	75	174	51

The table below shows the breakdown of the hedging reserve attributable to each type of cash flow hedging relationship:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Variable rate assets	407	446	433	457
Variable rate liabilities	(114)	(184)	(119)	(192)
Re-issuances of short term fixed rate liabilities	(124)	(187)	(140)	(214)
Total hedging reserve	169	75	174	51

All underlying hedged cash flows are expected to be recognised in the income statement in the period in which they occur which is anticipated to take place over the next 0–10 years (2013: 0–10 years).

All gains and losses associated with the ineffective portion of the hedging derivatives are recognised immediately as 'other income' in the income statement. Ineffectiveness recognised in the income statement in respect of cash flow hedges amounted to a \$10 million gain for the Group (2013: \$1 million loss) and a \$9 million gain for the Company (2013: \$1 million loss).

HEDGES OF NET INVESTMENTS IN FOREIGN OPERATIONS

In a hedge of a net investment in a foreign operation, the risk being hedged is the exposure to exchange rate differences arising on consolidation of foreign operations with a functional currency other than the Australian Dollar. Hedging is undertaken using foreign exchange derivative contracts or by financing with borrowings in the same currency as the applicable foreign functional currency.

Ineffectiveness arising from hedges of net investments in foreign operations and recognised as 'other income' in the income statement amounted to nil (2013: nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)

12: Available-for-sale Assets

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Listed				
Other government securities	1,513	1,197	688	422
Other securities and equity securities	9,971	7,976	9,687	7,737
Total listed	11,484	9,173	10,375	8,159
Unlisted				
Local and semi-government securities	11,382	9,468	11,187	8,366
Other government securities	2,168	5,402	184	3,893
Other securities and equity securities	5,883	4,234	4,405	3,405
Total unlisted	19,433	19,104	15,776	15,664
Total available-for-sale assets	30,917	28,277	26,151	23,823

During the year net gains (before tax) recognised in the income statement in respect of available-for-sale assets amounted to \$47 million for the Group (2013: \$3 million net loss before tax) and \$40 million for the Company (2013: \$4 million net loss before tax).

AVAILABLE-FOR-SALE BY MATURITIES AT 30 SEPTEMBER 2014

	Less than 3 months \$m	Between 3 and 12 months \$m	Between 1 and 5 years \$m	Between 5 and 10 years \$m	After 10 years \$m	No maturity specified \$m	Total fair value \$m
Local and semi-government securities	2,450	719	3,096	3,686	1,431	–	11,382
Other government securities	656	1,822	1,203	–	–	–	3,681
Other securities and equity securities	523	2,649	8,128	1,492	3,019	43	15,854
Total available-for-sale assets	3,629	5,190	12,427	5,178	4,450	43	30,917

AVAILABLE-FOR-SALE BY MATURITIES AT 30 SEPTEMBER 2013

	Less than 3 months \$m	Between 3 and 12 months \$m	Between 1 and 5 years \$m	Between 5 and 10 years \$m	After 10 years \$m	No maturity specified \$m	Total fair value \$m
Local and semi-government securities	1,018	819	2,201	3,741	1,689	–	9,468
Other government securities	3,604	1,342	1,566	78	9	–	6,599
Other securities and equity securities	588	1,376	6,948	602	2,632	64	12,210
Total available-for-sale assets	5,210	3,537	10,715	4,421	4,330	64	28,277

13: Net Loans and Advances

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Overdrafts	8,629	8,833	7,078	6,945
Credit card outstandings	11,440	11,247	9,244	9,213
Term loans – housing	271,388	253,277	221,576	206,711
Term loans – non-housing	213,324	191,615	161,913	143,211
Hire purchase	2,238	2,760	1,409	2,010
Lease receivables	1,905	2,056	1,190	1,395
Commercial bills	15,027	16,536	14,766	16,257
Other	432	494	4	125
Total gross loans and advances	524,383	486,818	417,180	385,867
Less: Provision for credit impairment (refer to note 15)	(3,933)	(4,354)	(3,011)	(3,242)
Less: Unearned income	(892)	(954)	(657)	(723)
Add: Capitalised brokerage/mortgage origination fees ¹	1,043	942	837	787
Add: Customer liability for acceptances	1,151	812	717	484
Adjustments to gross loans and advances	(2,631)	(3,554)	(2,114)	(2,694)
Net loans and advances	521,752	483,264	415,066	383,173
Lease receivables				
a) Finance lease receivables				
Gross finance lease receivables				
Less than 1 year	370	575	225	350
1 to 5 years	527	522	350	320
Later than 5 years	387	430	63	202
Less: unearned future finance income on finance leases	(154)	(155)	(98)	(91)
Net investment in finance lease receivables	1,130	1,372	540	781
b) Operating lease receivables				
Gross operating lease receivables				
Less than 1 year	55	133	51	130
1 to 5 years	566	395	501	392
Later than 5 years	–	1	–	1
Total operating lease receivables	621	529	552	523
Net lease receivables	1,751	1,901	1,092	1,304
Present value of net investment in finance lease receivables				
Less than 1 year	332	535	206	335
1 to 5 years	480	468	285	297
Later than 5 years	318	369	49	149
Total	1,130	1,372	540	781
Hire purchase receivables				
Less than 1 year	758	907	456	641
1 to 5 years	1,466	1,838	939	1,354
Later than 5 years	14	15	14	15
Total	2,238	2,760	1,409	2,010

¹ Capitalised brokerage/mortgage origination fees are amortised over the term of the loan.

NOTES TO THE FINANCIAL STATEMENTS (continued)

14: Impaired Financial Assets

Presented below is a summary of impaired financial assets that are measured on the balance sheet at amortised cost. For these items, impairment losses are recorded through the provision for credit impairment. This contrasts to financial assets carried on the balance sheet at fair value, for which any impairment loss is recognised as a component of the overall fair value.

Detailed information on impaired financial assets is provided in note 31 Financial Risk Management.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Summary of impaired financial assets				
Impaired loans	2,682	3,751	1,923	2,723
Restructured items ¹	67	341	26	284
Non-performing commitments and contingencies ²	140	172	105	149
Gross impaired financial assets	2,889	4,264	2,054	3,156
Individual provisions				
Impaired loans	(1,130)	(1,440)	(814)	(1,046)
Non-performing commitments and contingencies	(46)	(27)	(40)	(10)
Net impaired financial assets	1,713	2,797	1,200	2,100
Accruing loans past due 90 days or more³				
These amounts are not classified as impaired assets as they are either 90 days or more past due and well secured, or are portfolio managed facilities that can be held on a productive basis for up to 180 days past due	1,982	1,818	1,778	1,576

1 Restructured items are facilities in which the original contractual terms have been modified for reasons related to the financial difficulties of the customer. Restructuring may consist of reduction of interest, principal or other payments legally due, or an extension in maturity materially beyond those typically offered to new facilities with similar risk.

2 Includes impaired derivative financial instruments.

3 Includes unsecured credit card and personal loans 90 days past due accounts which are retained on a performing basis for up to 180 days past due amounting to \$154 million (2013: \$151 million) for the Group and \$111 million (2013: \$106 million) for the Company.

15: Provision for Credit Impairment

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Credit impairment charge analysis				
New and increased provisions				
Australia	1,292	1,304	1,275	1,304
New Zealand	274	310	16	15
Asia Pacific, Europe & America	246	275	156	157
	1,812	1,889	1,447	1,476
Write-backs	(447)	(487)	(253)	(255)
	1,365	1,402	1,194	1,221
Recoveries of amounts previously written off	(224)	(247)	(174)	(194)
Individual credit impairment charge	1,141	1,155	1,020	1,027
Impairment on available-for-sale assets	–	3	–	3
Collective credit impairment charge/(release)	(155)	30	(46)	102
Credit impairment charge	986	1,188	974	1,132

15: Provision for Credit Impairment (continued)

MOVEMENT IN PROVISION FOR CREDIT IMPAIRMENT BY FINANCIAL ASSET CLASS

Consolidated	Net loans and advances		Credit related commitments		Total provision	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Collective provision						
Balance at start of year	2,292	2,236	595	529	2,887	2,765
Adjustment for exchange rate fluctuations and transfers	8	63	17	29	25	92
Disposal	–	–	–	–	–	–
Charge/(release) to income statement	(156)	(7)	1	37	(155)	30
Total collective provision	2,144	2,292	613	595	2,757	2,887
Individual provision						
Balance at start of year	1,440	1,729	27	44	1,467	1,773
New and increased provisions	1,794	1,889	18	–	1,812	1,889
Adjustment for exchange rate fluctuations and transfers	7	62	1	(11)	8	51
Write-backs	(447)	(481)	–	(6)	(447)	(487)
Discount unwind	(65)	(102)	–	–	(65)	(102)
Bad debts written off	(1,599)	(1,657)	–	–	(1,599)	(1,657)
Total individual provision	1,130	1,440	46	27	1,176	1,467
Total provision for credit impairment	3,274	3,732	659	622	3,933	4,354

The table below contains a detailed analysis of the movements in individual provision for net loans and advances.

Consolidated	Australia		International and Institutional Banking		New Zealand		Other ¹		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Individual provision										
Balance at start of year	747	716	417	650	242	348	34	15	1,440	1,729
New and increased provisions	1,114	1,132	418	447	260	294	2	16	1,794	1,889
Adjustment for exchange rate fluctuations and transfers	(2)	–	7	22	2	34	–	6	7	62
Write-backs	(202)	(229)	(79)	(70)	(163)	(180)	(3)	(2)	(447)	(481)
Discount unwind	(33)	(34)	(35)	(45)	3	(23)	–	–	(65)	(102)
Bad debts written off	(994)	(838)	(418)	(587)	(157)	(231)	(30)	(1)	(1,599)	(1,657)
Total individual provision	630	747	310	417	187	242	3	34	1,130	1,440

Ratios (as a percentage of total gross loans and advances)	Consolidated	
	2014 %	2013 %
Individual provision	0.22	0.30
Collective provision	0.53	0.59
Bad debts written off	0.30	0.34

1 Other contains Global Wealth and GTSO and Group Centre.

NOTES TO THE FINANCIAL STATEMENTS (continued)

15: Provision for Credit Impairment (continued)

The Company	Net loans and advances		Credit related commitments		Total provision	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Collective provision						
Balance at start of year	1,729	1,728	457	410	2,186	2,138
Adjustment for exchange rate fluctuations and transfers	5	(55)	12	1	17	(54)
Disposal	–	–	–	–	–	–
Charge/(credit) to income statement	(65)	56	19	46	(46)	102
Total collective provision	1,669	1,729	488	457	2,157	2,186
Individual provision						
Balance at start of year	1,046	1,242	10	27	1,056	1,269
New and increased provisions	1,417	1,476	30	–	1,447	1,476
Adjustment for exchange rate fluctuations and transfers	4	(51)	–	(11)	4	(62)
Write-backs	(253)	(249)	–	(6)	(253)	(255)
Discount unwind	(60)	(75)	–	–	(60)	(75)
Bad debts written off	(1,340)	(1,297)	–	–	(1,340)	(1,297)
Total individual provision	814	1,046	40	10	854	1,056
Total provision for credit impairment	2,483	2,775	528	467	3,011	3,242

		The Company	
		2014 %	2013 %
Ratios (as a percentage of total gross loans and advances)			
Individual provision		0.20	0.27
Collective provision		0.52	0.57
Bad debts written off		0.32	0.34

16: Shares in Controlled Entities and Associates

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Total shares in controlled entities	–	–	14,870	14,955
Total shares in associates ¹	4,582	4,123	720	841
Total shares in controlled entities and associates	4,582	4,123	15,590	15,796

1 Investments in associates are accounted for using the equity method of accounting by the Group and are carried at cost by the Company.

DISPOSAL OF CONTROLLED ENTITIES

On 4 July 2014 ANZ Trustees Limited was sold.

Details of aggregate assets and liabilities of material controlled entities disposed of by the Group are as follows:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash consideration received	156	–	156	–
Less: Balances of disposed cash and cash equivalents	11	–	–	–
Net cash consideration received	145	–	156	–
Less: Net assets disposed				
Net loans and advances	–	–	–	–
Premises and equipment	–	–	–	–
Shares in controlled entities	–	–	22	–
Other assets, including allocated goodwill	2	–	–	–
Deposits and other borrowings	–	–	–	–
Payables and other liabilities	(1)	–	–	–
Provisions	–	–	–	–
	1	–	22	–
Less: Provisions for warranties, indemnities and direct costs relating to disposal	19	–	19	–
Gain on disposal	125	–	115	–

ACQUISITION OF CONTROLLED ENTITIES

There were no material controlled entities acquired during the year ended 30 September 2014 or the year ended 30 September 2013.

17: Tax Assets

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Australia				
Current tax asset	9	–	9	–
Deferred tax asset	280	530	676	815
	289	530	685	815
New Zealand				
Current tax asset	–	1	–	–
Deferred tax asset	–	37	6	6
	–	38	6	6
Asia Pacific, Europe & America				
Current tax asset	29	19	18	18
Deferred tax asset	137	158	96	115
	166	177	114	133
Total current and deferred tax assets	455	745	805	954
Total current tax assets	38	20	27	18
Total deferred tax assets	417	725	778	936
Deferred tax assets recognised in profit and loss				
Collective provision for loans and advances	724	764	594	612
Individual provision for impaired loans and advances	292	359	236	279
Other provisions	272	318	184	223
Provision for employee entitlements	152	154	119	119
Policyholder tax assets	–	67	–	–
Other	203	323	102	134
	1,643	1,985	1,235	1,367
Deferred tax assets recognised directly in equity				
Defined benefits obligation	–	20	–	7
Own credit risk of financial liabilities	10	–	10	–
	10	20	10	7
Set-off of deferred tax assets pursuant to set-off provisions ¹	(1,236)	(1,280)	(467)	(438)
Net deferred tax assets	417	725	778	936
Unrecognised deferred tax assets				
The following deferred tax assets will only be recognised if:				
▶ 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 are complied with; and				
▶ no changes in tax legislation adversely affect the Group in realising the benefit.				
Unused realised tax losses (on revenue account)	5	5	–	–
Total unrecognised deferred tax assets	5	5	–	–

¹ Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.

NOTES TO THE FINANCIAL STATEMENTS (continued)

18: Goodwill and Other Intangible Assets

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Goodwill¹				
Gross carrying amount				
Balances at start of the year	4,499	4,212	77	92
Additions through business combinations	–	–	–	–
Reclassifications ²	–	–	9	–
Impairment/write off expense	–	–	–	–
Derecognised on disposal	–	(23)	–	(23)
Foreign currency exchange differences	12	310	4	8
Balance at end of year	4,511	4,499	90	77
Software				
Balances at start of the year	2,170	1,762	2,007	1,613
Software capitalisation during the period	777	780	683	710
Amortisation expense	(426)	(383)	(368)	(315)
Impairment expense/write-offs	(15)	(8)	(11)	(8)
Foreign currency exchange differences	27	19	25	7
Balance at end of year	2,533	2,170	2,336	2,007
Cost	5,005	4,258	4,568	3,866
Accumulated amortisation	(2,263)	(1,884)	(2,031)	(1,663)
Accumulated impairment	(209)	(204)	(201)	(196)
Carrying amount	2,533	2,170	2,336	2,007
Acquired Portfolio of Insurance and Investment Business				
Balances at start of the year	856	928	–	–
Amortisation expense	(71)	(78)	–	–
Foreign currency exchange differences	(1)	6	–	–
Balance at end of year	784	856	–	–
Cost	1,187	1,187	–	–
Accumulated amortisation	(403)	(331)	–	–
Carrying amount	784	856	–	–
Other intangible assets³				
Balances at start of the year	165	180	40	47
Other additions	3	3	–	–
Reclassification ²	–	–	(9)	–
Amortisation expense	(18)	(21)	(8)	(8)
Impairment expense	(28)	(1)	–	(1)
Foreign currency exchange differences	–	4	2	2
Balance at end of year	122	165	25	40
Cost	227	272	68	74
Accumulated amortisation/impairment	(105)	(107)	(43)	(34)
Carrying amount	122	165	25	40
Goodwill and other intangible assets				
Net book value				
Balances at start of the year	7,690	7,082	2,124	1,752
Balance at end of year	7,950	7,690	2,451	2,124

1 Excludes notional goodwill in equity accounted entities.

2 Reclassification from other intangible assets to goodwill.

3 The consolidated other intangibles comprises aligned advisor relationships, distribution agreements and management fee rights, credit card relationships and other intangibles. The company other intangible assets comprises distribution agreements and management fee rights, credit card relationships and other intangibles.

18: Goodwill and Other Intangible Assets (continued)

GOODWILL ALLOCATED TO CASH-GENERATING UNITS

The goodwill balance above largely comprises the goodwill purchased on acquisition of NBNZ Holdings Limited in December 2003 (included in the New Zealand division) and ANZ Wealth Australia Limited (formerly OnePath Australia Limited) on 30 November 2009 (included in the Global Wealth division).

The recoverable amount of the CGU to which each goodwill component is allocated is estimated using a market multiple approach as representative of the fair value less cost to sell of each CGU. The price earnings multiples are based on observable multiples reflecting the businesses and markets in which each CGU operates. The earnings are based on the current forecast earnings of the divisions. The aggregate fair value less cost to sell across the Group is compared to the Group's market capitalisation to validate the conclusion that goodwill is not impaired.

Key assumptions on which management has based its determination of fair value less cost to sell include assumptions as to the market multiples being reflective of the segment's businesses, cost to sell estimates and the ability to achieve forecast earnings. Changes in assumptions upon which the valuation is based could materially impact the assessment of the recoverable amount of each CGU. As at 30 September 2014, the impairment testing performed did not result in any material impairment being identified.

19: Other Assets

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Accrued interest/prepaid discounts	1,472	1,300	998	890
Accrued commissions	129	134	75	98
Prepaid expenses	356	319	152	140
Insurance contract liabilities ceded	591	519	–	–
Outstanding premiums	200	315	–	–
Defined benefit superannuation plan surplus	47	–	47	–
Operating leases residual value	334	378	334	378
Other	1,662	1,387	637	762
Total other assets	4,791	4,352	2,243	2,268

20: Premises and Equipment

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Freehold and leasehold land and buildings				
At cost ¹	1,193	1,219	95	94
Depreciation ¹	(315)	(315)	(45)	(49)
	878	904	50	45
Leasehold improvements				
At cost ¹	640	587	421	406
Depreciation ¹	(393)	(394)	(276)	(262)
	247	193	145	144
Furniture and equipment				
At cost ¹	1,134	1,377	912	1,077
Depreciation ¹	(670)	(880)	(518)	(639)
	464	497	394	438
Technology equipment				
At cost ¹	1,172	1,342	850	998
Depreciation ¹	(721)	(951)	(485)	(693)
	451	391	365	305
Capital works in progress				
At cost	141	179	47	51
Total premises and equipment	2,181	2,164	1,001	983

¹ The current year cost and accumulated depreciation was reduced to remove assets with a nil net book value that are no longer in use. Comparative information was not adjusted.

NOTES TO THE FINANCIAL STATEMENTS (continued)

20: Premises and Equipment (continued)

Reconciliations of the carrying amounts for each class of premises and equipment are set out below:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Freehold and leasehold land and buildings				
Carrying amount at beginning of year	904	926	45	608
Additions ¹	24	43	12	1
Disposals	(15)	(42)	(2)	(558)
Depreciation	(38)	(36)	(6)	(9)
Foreign currency exchange difference	3	13	1	3
Carrying amount at end of year	878	904	50	45
Leasehold improvements				
Carrying amount at beginning of year	193	195	144	141
Additions ¹	122	48	44	37
Disposals	(10)	(7)	(6)	(2)
Depreciation	(59)	(52)	(39)	(36)
Foreign currency exchange difference	1	9	2	4
Carrying amount at end of year	247	193	145	144
Furniture and equipment				
Carrying amount at beginning of year	497	516	438	451
Additions ¹	84	84	53	248
Disposals ²	(17)	(14)	(9)	(176)
Depreciation	(103)	(97)	(91)	(88)
Foreign currency exchange difference	3	8	3	3
Carrying amount at end of year	464	497	394	438
Technology equipment				
Carrying amount at beginning of year	391	349	305	256
Additions ¹	183	161	142	129
Disposals ²	(2)	(13)	–	(4)
Depreciation	(124)	(113)	(85)	(76)
Impairment	–	(3)	–	(3)
Foreign currency exchange difference	3	10	3	3
Carrying amount at end of year	451	391	365	305
Capital works in progress				
Carrying amount at beginning of year	179	128	51	78
Net (transfers)/additions	(38)	51	(4)	(27)
Carrying amount at end of year	141	179	47	51
Total premises and equipment	2,181	2,164	1,001	983

¹ Includes transfers.

² On the 31st of December 2012, "the Company" transferred the ownership of all Land and Buildings, Furniture and Equipment and Computer Equipment relating to the premises known as "ANZ Centre" located at 833 Collins Street, Docklands into two fully owned Unit Trusts – ANZ Centre Trust and ANZ Centre Chattels Trust. Land and Buildings were transferred at market value of \$545.1 million. Furniture and Equipment and Computer Equipment were transferred at their written down value of \$167.4 million.

21: Deposits and Other Borrowings

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Certificates of deposit	52,755	58,276	51,634	56,453
Term Deposits	192,716	186,691	154,763	148,593
Other deposits bearing interest and other borrowings	193,459	166,659	160,995	138,378
Deposits not bearing interest	16,404	14,446	8,688	7,574
Deposits from banks	38,193	27,241	37,339	26,436
Commercial Paper	15,152	12,255	9,753	8,015
Borrowing corporations' debt ¹	1,400	1,347	–	–
Deposits and other borrowings	510,079	466,915	423,172	385,449

¹ Included in this balance is debenture stock of \$1 million (September 2013: \$19 million) of Esanda Finance Corporation Limited (Esanda), together with accrued interest thereon, which is secured by a trust deed and collateral debentures, giving floating charges upon the undertaking and all the assets of the entity amounting to \$43 million (September 2013: \$255 million) other than land and buildings. All controlled entities of Esanda have guaranteed the payment of principal, interest and other monies in relation to all debenture stock and unsecured notes issued by Esanda. The only loans pledged as collateral are those in Esanda and its subsidiaries. Effective from 18 March 2009, Esanda ceased to write new debentures and since September 2009 stopped writing new loans. In addition, this balance also includes NZD 1.6 billion (September 2013: NZD 1.5 billion) of secured debenture stock of the consolidated subsidiary UDC Finance Limited (UDC) and the accrued interest thereon which are secured by a floating charge over all assets of UDC NZD 2.5 billion (September 2013: NZD 2.3 billion).

22: Tax Liabilities

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Australia				
Current tax payable	208	811	208	811
Deferred tax liabilities	–	–	–	–
	208	811	208	811
New Zealand				
Current tax payable	60	–	21	16
Deferred tax liabilities	53	–	–	–
	113	–	21	16
Asia Pacific, Europe & America				
Current tax payable	181	161	72	55
Deferred tax liabilities	67	14	62	12
	248	175	134	67
Total current and deferred income tax liability	569	986	363	894
Total current tax payable	449	972	301	882
Total deferred income tax liabilities	120	14	62	12
Deferred tax liabilities recognised in profit and loss				
Acquired portfolio of insurance and investment business	235	258	–	–
Insurance related deferred acquisition costs	124	108	–	–
Lease finance	249	227	41	39
Other	562	583	375	373
	1,170	1,176	416	412
Deferred tax liabilities recognised directly in equity				
Cash flow hedges	73	30	76	21
Foreign currency translation reserve	36	36	–	–
Available-for-sale revaluation reserve	75	52	29	17
Defined benefits obligation	2	–	8	–
	186	118	113	38
Set-off of deferred tax liabilities pursuant to set-off provision ¹	(1,236)	(1,280)	(467)	(438)
Net deferred tax liability	120	14	62	12
Unrecognised deferred tax liabilities				
The following deferred tax liabilities have not been brought to account as liabilities:				
Other unrealised taxable temporary differences ²	323	253	45	38
Total unrecognised deferred tax liabilities	323	253	45	38

1 Deferred tax assets and liabilities are set-off where they relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities within the same taxable group.

2 Represents additional potential foreign tax costs should all retained earnings in offshore branches and subsidiaries be repatriated.

23: Payables and Other Liabilities

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Creditors	1,335	1,182	477	431
Accrued interest and unearned discounts	2,096	2,135	1,592	1,644
Defined benefits plan obligations	39	91	15	29
Accrued expenses	1,394	1,517	1,022	1,133
Securities sold short	3,870	2,530	3,556	2,403
Liability for acceptances	1,151	812	717	484
Other liabilities	1,099	792	303	152
Total payables and other liabilities	10,984	9,059	7,682	6,276

NOTES TO THE FINANCIAL STATEMENTS (continued)

24: Provisions

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Employee entitlements ¹	526	533	404	403
Restructuring costs and surplus leased space ²	56	57	48	38
Non-lending losses, frauds and forgeries	134	155	104	131
Other	384	483	139	253
Total provisions	1,100	1,228	695	825
Restructuring costs and surplus leased space²				
Carrying amount at beginning of the year	57	140	38	51
Provisions made during the year	64	49	57	45
Payments made during the year	(57)	(116)	(42)	(41)
Transfer/release of provision	(8)	(16)	(5)	(17)
Carrying amount at the end of the year	56	57	48	38
Non-lending losses, frauds and forgeries				
Carrying amount at beginning of the year	155	163	131	139
Provisions made during the year	26	23	6	12
Payments made during the year	(17)	(16)	(12)	(7)
Transfer/release of provision	(30)	(15)	(21)	(13)
Carrying amount at the end of the year	134	155	104	131
Other provisions³				
Carrying amount at beginning of the year	483	365	253	151
Provisions made during the year	482	463	122	149
Payments made during the year	(440)	(336)	(118)	(31)
Transfer/release of provision	(141)	(9)	(118)	(16)
Carrying amount at the end of the year	384	483	139	253

1 The aggregate liability for employee entitlements largely comprises provisions for annual leave and long service leave.

2 Restructuring costs and surplus leased space provisions arise from activities related to material changes in the scope of business undertaken by the Group or the manner in which that business is undertaken and includes termination benefits. Costs relating to on-going activities are not provided for. Provision is made when the Group is demonstrably committed, it is probable that the costs will be incurred, though their timing is uncertain, and the costs can be reliably estimated.

3 Other provisions comprise various other provisions including loyalty programs, workers' compensation, make-good provisions on leased premises and contingent liabilities recognised as part of a business combination.

25: Debt Issuances

ANZ utilises a variety of established and flexible funding programmes to issue medium term notes featuring either senior or subordinated debt status (details of subordinated debt are presented in note 26: Subordinated Debt). All risks associated with originating term funding are closely managed. Refer to description of ANZ risk management practices in note 31 Financial Risk Management in relation to market risks such as interest rate and foreign currency risks, as well as liquidity risk.

The table below presents debt issuances by currency of issue which broadly is representative of the investor base location.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Debt issuances by currency				
USD United States dollars	36,549	33,094	31,682	28,645
GBP Great British pounds	3,068	2,711	2,576	2,277
AUD Australian dollars	7,796	7,329	7,051	6,572
NZD New Zealand dollars	4,683	2,939	1,647	488
JPY Japanese yen	4,786	6,681	4,469	6,356
EUR Euro	15,723	10,443	11,662	7,545
HKD Hong Kong dollars	817	1,285	802	1,201
CHF Swiss francs	3,882	3,460	1,659	1,621
CAD Canadian dollar	984	901	984	901
NOK Norwegian krone	609	592	609	592
SGD Singapore dollars	254	259	75	88
TRY Turkish Lira	358	171	358	171
ZAR South African rand	147	146	147	146
MXN Mexico Peso	255	190	255	190
CNH Chinese yuan	185	175	185	175
Total Debt issuances	80,096	70,376	64,161	56,968

26: Subordinated Debt

Subordinated debt comprises perpetual and dated securities as follows (net of issue costs):

			Consolidated		The Company	
			2014 \$m	2013 \$m	2014 \$m	2013 \$m
Additional Tier 1 capital (perpetual subordinated)						
USD	US Trust Securities		–	812	–	805
	ANZ Convertible Preference Shares (ANZ CPS) ¹					
AUD	ANZ CPS1		–	1,081	–	1,081
AUD	ANZ CPS2		1,967	1,963	1,967	1,963
AUD	ANZ CPS3		1,333	1,329	1,333	1,329
	ANZ Capital Notes (ANZ CN)					
AUD	ANZ CN1		1,109	1,106	1,109	1,106
AUD	ANZ CN2		1,595	–	1,595	–
			6,004	6,291	6,004	6,284
Perpetual subordinated notes						
USD	300m	floating rate notes	343	322	343	322
NZD	835m	fixed rate notes ²	744	743	–	–
			1,087	1,065	343	322
Dated subordinated notes						
GBP	400m	fixed rate notes due 2018	–	699	–	699
EUR	750m	fixed rate notes due 2019	1,246	1,211	1,247	1,214
AUD	500m	floating rate notes due 2022 ³	499	500	500	500
AUD	1509m	floating rate notes due 2022 ³	1,501	1,496	1,502	1,500
USD	750m	fixed rate notes due 2022 ³	842	793	843	793
AUD	750m	floating rate notes due 2023 ³	748	749	749	750
AUD	750m	floating rate notes due 2024 ^{3,4}	750	–	750	–
USD	800m	fixed rate notes due 2024 ⁴	930	–	932	–
			6,516	5,448	6,523	5,456
Total subordinated debt			13,607	12,804	12,870	12,062
Subordinated debt by currency						
AUD	Australian dollars		9,502	8,224	9,505	8,229
NZD	New Zealand dollars		744	743	–	–
USD	United States dollars		2,115	1,927	2,118	1,920
GBP	Great British pounds		–	699	–	699
EUR	Euro		1,246	1,211	1,247	1,214
			13,607	12,804	12,870	12,062

1 Fully franked preference share dividend payments made during the years ended 30 September 2014 and 30 September 2013 (which are treated as interest expense):

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
ANZ CPS1	24	43	24	43
ANZ CPS2	79	86	79	86
ANZ CPS3	53	59	53	59

2 Rate reset on 18 April 2013 to the five year swap rate +2.00% until the call date on 18 April 2018, whereupon if not called, reverts to a floating rate at the three month FRA rate +3.00% and is callable on any interest payment date thereafter.

3 Callable five years prior to maturity.

4 The convertible subordinated notes convert into ANZ ordinary shares at the average market price of ANZ ordinary shares less a 1% discount subject to a maximum conversion number if ANZ receives a notice of non-viability from APRA.

NOTES TO THE FINANCIAL STATEMENTS (continued)

26: Subordinated Debt (continued)

Subordinated debt is subordinated in right of payment to the claims of depositors and other creditors of the Company and its controlled entities which have issued the notes or preference shares.

As defined by APRA for capital adequacy purposes, ANZ CPS and ANZ Capital Notes constitute Additional Tier 1 capital and all other subordinated notes constitute Tier 2 capital.

The ANZ Capital Notes are Basel 3 compliant instruments. APRA has granted ANZ transitional Basel 3 capital treatment for ANZ CPS2 and ANZ CPS3 until their first conversion date.

The convertible subordinated notes are Basel 3 compliant instruments. APRA has granted transitional Basel 3 capital treatment for:

- ▶ all other term subordinated notes until their first call date;
- ▶ the USD300 million perpetual subordinated notes until the end of the transitional period (December 2021); and
- ▶ the NZD835 million perpetual subordinated notes until the April 2018 call date.

US TRUST SECURITIES

On 27 November 2003, the Company issued 750,000 non-cumulative Trust Securities ('US Trust Securities') at USD1,000 each raising USD750 million. US Trust Securities comprised an interest paying unsecured note and a preference share, which were stapled together and issued by ANZ Capital Trust II.

ANZ redeemed the US Trust Securities for cash on 16 December 2013.

ANZ CONVERTIBLE PREFERENCE SHARES (ANZ CPS)

- ▶ On 30 September 2008, the Company issued 10.8 million convertible preference shares ('ANZ CPS1') at \$100 each, raising \$1,081 million before issue costs. \$627 million ANZ CPS1 were reinvested into ANZ Capital Notes 2 and cancelled on 31 March 2014 and the remaining \$454 million ANZ CPS1 were bought back by ANZ for cash and cancelled on 16 June 2014.
- ▶ On 17 December 2009, the Company issued 19.7 million convertible preference shares ('ANZ CPS2') at \$100 each, raising \$1,969 million before issue costs.
- ▶ On 28 September 2011, the Company issued 13.4 million convertible preference shares ('ANZ CPS3') at \$100 each raising \$1,340 million before issue costs.

ANZ CPS are fully paid, mandatorily convertible preference shares. ANZ CPS are listed on the Australian Stock Exchange.

Dividends on ANZ CPS are non-cumulative and are payable quarterly in arrears in December, March, June and September (ANZ CPS2) and semi-annually in arrears in March and September (ANZ CPS3) in each year and will be franked in line with the franking applied to ANZ ordinary shares. The dividends will be based on a floating rate equal to the aggregate of the 90 day bank bill rate plus a 310 basis point margin (ANZ CPS2) and the 180 day bank bill rate plus 310 basis point margin (ANZ CPS3), multiplied by one minus the Australian Company tax rate. Should the dividend not be fully franked, the terms of the securities provide for a cash gross-up for the amount of the franking benefit not provided. Dividends are subject to the absolute discretion of the Board of Directors of the Company and certain payment tests (including APRA requirements and distributable profits being available). If dividends are not paid on ANZ CPS, the Group may not pay dividends or distributions, or return capital, on ANZ ordinary shares or (ANZ CPS2 only) any other share capital or security ranking equal or junior to the ANZ CPS for a specified period (subject to certain exceptions).

On 15 December 2016 (ANZ CPS2) or 1 September 2019 (ANZ CPS3) (each a 'conversion date'), or an earlier date under certain circumstances, the relevant ANZ CPS will mandatorily convert into a variable number of ANZ ordinary shares based on the average market price of ANZ ordinary shares less a 1.0% discount, subject to a maximum conversion number.

The mandatory conversion to ANZ ordinary shares is however deferred for a specified period if the conversion tests are not met.

In respect of ANZ CPS3 only, if a common equity capital trigger event occurs the ANZ CPS3 will immediately convert into ANZ ordinary shares, subject to a maximum conversion number. A common equity capital trigger event occurs if ANZ's Common Equity Tier 1 capital ratio is equal to or less than 5.125%.

In respect of ANZ CPS3 only, on 1 September 2017 and each subsequent semi annual Dividend Payment Date, subject to receiving APRA's prior approval and satisfying certain conditions, the Company has the right to redeem or convert into ANZ ordinary shares all or some ANZ CPS3 at its discretion on similar terms as mandatory conversion on a conversion date.

The ANZ CPS rank equally with each other, the ANZ Capital Notes and the preference shares issued in connection with the Euro Trust Securities. Except in limited circumstances, holders of ANZ CPS do not have any right to vote in general meetings of the Company.

ANZ CAPITAL NOTES

- ▶ On 7 August 2013, the Company issued 11.2 million convertible notes ('ANZ CN1') at \$100 each, raising \$1,120 million before issue costs.
- ▶ On 31 March 2014, the Company issued 16.1 million convertible notes ('ANZ CN2') at \$100 each, raising \$1,610 million before issue costs.

The ANZ Capital Notes are fully paid mandatorily convertible subordinated perpetual notes. The notes are listed on the Australian Stock Exchange.

Distributions on the notes are non-cumulative and payable semi-annual in arrears in March and September in each year and will be franked in line with the franking applied to ANZ ordinary shares. The distributions will be based on a floating rate equal to the aggregate of the 180 day bank bill rate plus a 340 basis point margin (ANZ CN1) and 325 basis point margin (ANZ CN2), multiplied by one minus the Australian company tax rate. Should the distribution not be fully-franked, the terms of the notes provide for a cash gross-up for the amount of the franking benefit not provided. Distributions are subject to ANZ's absolute discretion and certain payment conditions being satisfied (including APRA requirements). If distributions are not paid on the notes, ANZ may not pay dividends or distributions, or return capital, on ANZ ordinary shares for a specified period (subject to certain exceptions).

On 1 September 2023 (ANZ CN1) or 24 March 2024 (ANZ CN2) (each conversion date), or an earlier date under certain circumstances, the relevant notes will mandatorily convert into a variable number of ANZ ordinary shares based on the average market price of ordinary shares less a 1% discount, subject to a maximum conversion number. The mandatory conversion to ANZ ordinary shares is however deferred for a specified period if the conversion tests are not met.

26: Subordinated Debt (continued)

If a common equity capital trigger event or a non-viability trigger event occurs the notes will immediately convert into ANZ ordinary shares, subject to a maximum conversion number. A common equity capital trigger event occurs if ANZ's Common Equity Tier 1 capital ratio is equal to or less than 5.125%. A non-viability trigger event occurs if APRA notifies the Company that, without the conversion or write-off of certain securities or a public sector injection of capital (or equivalent support), it considers that the Company would become non-viable.

On 1 September 2021 (ANZ CN1) or 24 March 2022 (ANZ CN2), subject to receiving APRA's prior approval and satisfying certain conditions, the Company has the right to redeem or convert into ANZ ordinary shares all or some of the notes at its discretion on similar terms as mandatory conversion on a conversion date.

The notes rank equally with each of the ANZ CPS and the preference shares issued in connection with the Euro Trust Securities. Holders of the notes do not have any right to vote in general meetings of the Company.

CONVERTIBLE SUBORDINATED NOTES

- On 19 March 2014, ANZ issued subordinated notes with a minimum denomination of US\$200,000 and any integral multiple of US\$1,000 above that raising US\$800 million before issue costs. Interest is cumulative and payable semi-annually in arrears in March and September in each year and is based on a fixed rate of 4.5% per annum.
- On 25 June 2014, ANZ issued 750,000 subordinated notes at \$1,000 each raising \$750 million before issue costs. Interest is cumulative and payable quarterly in arrears in March, June, September and December in each year and is based on a floating rate equal to the aggregate of the 90 day bank bill rate plus a 193 basis point margin.

If APRA notifies the Company that, without the conversion or write-off of certain securities or a public sector injection of capital (or equivalent support), it considers that the Company would become non-viable, the notes will immediately convert into ANZ ordinary shares based on the average market price of ANZ ordinary shares less a 1% discount, subject to a maximum conversion number.

27: Share Capital

	The Company	
Numbers of issued shares	2014	2013
Ordinary shares each fully paid	2,756,627,771	2,743,655,310
Preference shares each fully paid	500,000	500,000
Total number of issued shares	2,757,127,771	2,744,155,310

ORDINARY SHARES

Ordinary shares have no par value and entitle holders to receive dividends payable to ordinary shareholders and to participate in the proceeds available to ordinary shareholders on winding up of the Company in proportion to the number of fully paid ordinary shares held.

On a show of hands every holder of fully paid ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll one vote for each share held.

	The Company	
Numbers of issued shares	2014	2013
Balance at start of the year	2,743,655,310	2,717,356,961
Bonus option plan ¹	2,479,917	2,719,008
Dividend reinvestment plan ¹	26,209,958	32,625,833
Group employee share acquisition scheme ^{2,4}	–	4,850,856
Group share option scheme ²	171,742	1,354,856
Group share buyback ³	(15,889,156)	(15,252,204)
Balance at end of year	2,756,627,771	2,743,655,310

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Ordinary share capital				
Balance at start of the year	23,641	23,070	23,914	23,350
Dividend reinvestment plan ¹	851	843	851	843
Group employee share acquisition scheme ^{2,4}	11	116	11	116
ANZ Wealth Australia Treasury shares ⁵	24	7	–	–
Group share option scheme ²	4	30	4	30
Group share buyback ³	(500)	(425)	(500)	(425)
Balance at end of year	24,031	23,641	24,280	23,914

¹ Refer to note 7 for details of plan.

² Refer to note 45 for details of plan.

³ The Company issued 16.2 million ordinary shares under the Dividend Reinvestment Plan and Bonus Option Plan for the 2013 final dividend. Following the announcement of the 2013 final dividend the Company repurchased \$500 million of ordinary shares via an on-market share buy-back resulting in 15.9 million ordinary shares being cancelled.

⁴ Includes on-market purchase of shares for settlement of amounts due under share-based compensation plans. In addition, nil shares were issued during the year ended 30 September 2014 to the Group's Employee Share Trust for settlement of amounts due under share-based compensation plans (2013: 4,850,856). As at 30 September 2014, there were 13,754,867 Treasury Shares outstanding (2013: 15,821,529).

⁵ ANZ Wealth Australia Limited (AWA) Treasury Shares include shares held in statutory funds as assets backing policyholder liabilities. AWA Treasury Shares outstanding as at 30 September 2014 were 11,761,993 (2013: 12,573,976).

NOTES TO THE FINANCIAL STATEMENTS (continued)

27: Share Capital (continued)

PREFERENCE SHARES

Euro Trust Securities

On 13 December 2004, the Company issued 500,000 Euro Floating Rate Non-cumulative Trust Securities ('Euro Trust Securities') at €1,000 each, raising \$871 million net of issue costs. Euro Trust Securities comprise an interest paying unsecured note and a €1,000 preference share, which are stapled together and issued as a Euro Trust Security by ANZ Capital Trust III (the Trust).

On, or at any time after, 15 December 2014, subject to satisfying certain conditions, the Company has the right to buy-back the securities.

Dividends are not payable on the preference shares while they are stapled to the note, except for the period after 15 December 2014 when the preference share (if not bought back) will pay 100 basis points in addition to the distributions on the note. Distributions on Euro Trust Securities are non-cumulative and are payable quarterly in arrears. The distributions are based upon a floating rate equal to the three month EURIBOR rate plus a 66 basis point margin up until 15 December 2014, after which date (if not bought back) the distribution rate is the three month EURIBOR rate plus a 166 basis point margin. At each payment date the three month EURIBOR rate is reset for the next quarter.

Distributions are subject to certain payment tests (i.e. APRA requirements and distributable profits being available). Distributions are expected to be payable on 15 March, 15 June, 15 September and 15 December of each year. If distributions are not paid on Euro Trust Securities, the Group may not pay dividends or distributions, or return capital on ANZ ordinary shares or any other share capital or security ranking equal or junior to the preference share component (subject to certain exceptions).

At any time at ANZ's discretion or upon the occurrence of certain other 'conversion events', the notes that are represented by the relevant Euro Trust Securities will be automatically assigned to a branch of the Company and the preference shares that are represented by the relevant Euro Trust Securities will be distributed to investors in redemption of such Euro Trust Securities. The distributed preference shares will immediately become dividend paying and holders will receive non-cumulative dividends equivalent to the scheduled payments in respect of the Euro Trust Securities.

The preference share forming part of the Euro Trust Securities confers protective voting rights that allow the holder to vote in the Company, in limited circumstances, such as a capital reduction, Company restructure involving a disposal of the whole of the Company's business and undertaking, proposals affecting rights attached to the preference shares, and similar.

On winding up of the Company, the rights of Euro Trust Security holders will be determined by the preference share component of the Euro Trust Security. These preference shares rank behind all depositors and creditors, but ahead of ordinary shareholders.

The preference shares forming each part of each Euro Trust Security rank equally with each of the ANZ CPS and the ANZ Capital Notes.

Euro Trust Securities currently qualify as Additional Tier 1 Capital as defined by APRA for capital adequacy purposes. APRA has granted ANZ Transitional Basel 3 Capital treatment for the Euro Trust Securities until their first call date on 15 December 2014.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Preference share balance at start of year				
– Euro Trust Securities	871	871	871	871

NON-CONTROLLING INTERESTS

	Consolidated	
	2014 \$m	2013 \$m
Share capital	46	43
Retained earnings	31	19
Total non-controlling interests	77	62

28: Reserves and Retained Earnings

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
a) Foreign currency translation reserve				
Balance at beginning of the year	(1,125)	(2,831)	(616)	(850)
Transfer to the income statement	37	–	–	–
Currency translation adjustments net of hedges	483	1,706	94	234
Total foreign currency translation reserve	(605)	(1,125)	(522)	(616)
b) Share option reserve¹				
Balance at beginning of the year	55	54	55	54
Share-based payments/(exercises)	13	3	13	3
Transfer of options/rights lapsed to retained earnings ²	(8)	(2)	(8)	(2)
Total share option reserve	60	55	60	55
c) Available-for-sale revaluation reserve				
Balance at beginning of the year	121	94	37	21
Gain/(loss) recognised	69	(6)	62	14
Transferred to income statement	(30)	33	(26)	2
Total available-for-sale revaluation reserve	160	121	73	37
d) Cash flow hedge reserve				
Balance at beginning of the year	75	208	51	89
Gains/(loss) recognised	117	(133)	117	(55)
Transferred to income statement	(23)	–	6	17
Total hedging reserve	169	75	174	51
e) Transactions with non-controlling interests reserve				
Balance at beginning of the year	(33)	(23)	–	–
Transactions with non-controlling interests ³	10	(10)	–	–
Total transactions with non-controlling interests reserve	(23)	(33)	–	–
Total reserves	(239)	(907)	(215)	(473)

1 Further information about share-based payments to employees is disclosed in note 45.

2 The transfer of balances from the share option reserve to retained earnings represents items of a distributable nature.

3 The premium in excess of the book value paid by an associate to acquire an additional interest in its controlled entity from the non-controlling shareholder recognised in 2013 was released in 2014 as the associate no longer controls that entity.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Retained earnings				
Balance at beginning of the year	21,936	19,711	14,753	13,508
Profit attributable to shareholders of the Company	7,271	6,310	6,272	5,387
Transfer of options/rights lapsed from share option reserve ^{1,2}	8	2	8	2
Remeasurement gain/(loss) on defined benefit plans after tax	32	25	6	(18)
Fair value gain/loss attributable to changes in own credit risk of financial liabilities designated at fair value	(25)	(44)	(25)	(44)
Dividend income on Treasury shares	22	20	–	–
Ordinary share dividends paid	(4,694)	(4,082)	(4,694)	(4,082)
Preference share dividends paid	(6)	(6)	–	–
Retained earnings at end of year	24,544	21,936	16,320	14,753
Total reserves and retained earnings	24,305	21,029	16,105	14,280

1 Further information about share-based payments to employees is disclosed in note 45.

2 The transfer of balances from the share option reserve to retained earnings represents items of a distributable nature.

29: Capital Management

ANZ pursues an active approach to capital management, which is designed to protect the interests of depositors, creditors and shareholders. This involves the on-going review and Board approval of the level and composition of ANZ's capital base, assessed against the following key policy objectives:

- ▶ regulatory compliance such that capital levels exceed APRA's, ANZ's primary prudential supervisor, minimum Prudential Capital Ratios (PCRs) both at Level 1 (the Company and specified subsidiaries) and Level 2 (ANZ consolidated under Australian prudential standards), along with US Federal Reserve's minimum Level 2 requirements under ANZ's Foreign Holding Company Licence in the United States of America;
- ▶ capital levels are aligned with the risks in the business and to meet strategic and business development plans through ensuring that available capital exceeds the level of Economic Capital required to support the Ratings Agency 'default frequency' confidence level for a 'AA' credit rating category bank. Economic Capital is an internal estimate of capital levels required to support risk and unexpected losses above a desired target solvency level;
- ▶ capital levels are commensurate with ANZ maintaining its preferred 'AA' credit rating category for senior long-term unsecured debt given its risk appetite outlined in its strategic plan; and
- ▶ an appropriate balance between maximising shareholder returns and prudent capital management principles.

ANZ achieves these objectives through an Internal Capital Adequacy Assessment Process (ICAAP) whereby ANZ conducts detailed strategic and capital planning over a medium term time horizon.

Annually, ANZ conducts a detailed strategic planning process over a three year time horizon, the outcomes of which are embodied in the Strategic Plan. This process involves forecasting key economic variables which Divisions use to determine key financial data for their existing business. New strategic initiatives to be undertaken over the planning period and their financial impact are then determined. These processes are used for the following:

- ▶ review capital ratios, targets, and levels of different classes of capital against ANZ's risk profile and risk appetite outlined in the Strategic Plan. ANZ's capital targets reflect the key policy objectives above, and the desire to ensure that under specific stressed economic scenarios that capital levels are sufficient to remain above both Economic Capital and Prudential Capital Ratio (PCR) requirements;
- ▶ stress tests are performed under different economic conditions to ensure a comprehensive review of ANZ's capital position both before and after mitigating actions. The stress tests determine the level of additional capital (i.e. the 'stress capital buffer') needed to absorb losses that may be experienced during an economic downturn; and
- ▶ stress testing is integral to strengthening the predictive approach to risk management and is a key component in managing risks, asset writing strategies and business strategies. It creates greater understanding of the impacts on financial performance through modelling relationships and sensitivities between geographic, industry and Divisional exposures under a range of macro economic scenarios. ANZ has a dedicated stress testing team within Risk Management that models and reports to management and the Board's Risk Committee on a range of scenarios and stress tests.

Results are subsequently used to:

- ▶ recalibrate ANZ's management targets for minimum and operating ranges for its respective classes of capital such that ANZ will have sufficient capital to remain above both Economic Capital and regulatory requirements; and
- ▶ identify the level of organic capital generation and hence determine current and future capital issuance requirements for Level 1 and Level 2.

From these processes, a Capital Plan is developed and approved by the Board which identifies the capital issuance requirements, capital securities maturity profile, and options around capital products, timing and markets to execute the Capital Plan under differing market and economic conditions.

The Capital Plan is maintained and updated through a monthly review of forecast financial performance, economic conditions and development of business initiatives and strategies. The Board and senior management are provided with monthly updates of ANZ's capital position. Any actions required to ensure ongoing prudent capital management are submitted to the Board for approval.

REGULATORY ENVIRONMENT

ANZ's regulatory capital calculation is governed by APRA's Prudential Standards which adopt a risk-based capital assessment framework based on the Basel 3 capital measurement standards. This risk-based approach requires eligible capital to be divided by total risk weighted assets (RWAs), with the resultant ratio being used as a measure of an ADI's capital adequacy. APRA determines PCRs for Common Equity Tier 1 (CET1), Tier 1 and Total Capital, with capital as the numerator and RWAs as the denominator.

To ensure that ADIs are adequately capitalised on both a stand-alone and group basis, APRA adopts a tiered approach to the measurement of an ADI's capital adequacy by assessing the ADI's financial strength at three levels:

- ▶ Level 1 – the ADI on a stand-alone basis (i.e. the Company and approved subsidiaries which are consolidated to form the ADI's Extended Licensed Entity);
- ▶ Level 2 – the consolidated banking group (i.e. the consolidated financial group less certain subsidiaries and associates excluded under the prudential standards); and
- ▶ Level 3 – the conglomerate group at the widest level.

ANZ is a Level 1 and Level 2 reporter, and measures capital adequacy monthly on a Level 1 and Level 2 basis, and is not yet required to report on a Level 3 basis.

Regulatory capital is divided into Tier 1, carrying the highest capital elements, and Tier 2, which has lower capital elements, but still adds to the overall strength of the ADI.

Tier 1 capital is comprised of Common Equity Tier 1 capital less deductions and Additional Tier 1 capital instruments. Common Equity Tier 1 capital comprises shareholders' equity adjusted for items which APRA does not allow as regulatory capital or classifies as lower forms of regulatory capital. Common Equity Tier 1 capital includes the following significant adjustments:

- ▶ Additional Tier 1 capital instruments included within shareholders' equity are excluded;
- ▶ Reserves, excluding the hedging reserve and reserves of insurance and funds management subsidiaries, are excluded for Level 2 purposes;

29: Capital Management (continued)

- ▶ Retained earnings excludes retained earnings of insurance and funds management subsidiaries excluded for Level 2 purposes, but includes capitalised deferred fees forming part of loan yields that meet the criteria set out in the prudential standard;
- ▶ Inclusion of qualifying treasury shares; and
- ▶ Current year net of tax earnings less profits of insurance and funds management subsidiaries excluded for Level 2 purposes.

Additional Tier 1 capital instruments are high quality components of capital that provide a permanent and unrestricted commitment of funds, are available to absorb losses, are subordinated to the claims of depositors and senior creditors in the event of the winding up of the issuer and provide for fully discretionary capital distributions.

Deductions from the capital base comprise mainly deductions to the Common Equity Tier 1 component. These deductions are largely intangible assets, investments in insurance and funds management entities and associates, capitalised expenses (including loan and origination fees) and the amount of regulatory expected losses (EL) in excess of eligible provisions.

Tier 2 capital mainly comprises perpetual subordinated debt instruments and dated subordinated debt instruments which have a minimum term of five years at issue date.

Total Capital is the sum of Tier 1 capital and Tier 2 capital.

In addition to the prudential capital oversight that APRA conducts over the Company and the Group, the Company's branch operations and major banking subsidiary operations are overseen by local regulators such as the Reserve Bank of New Zealand, the US Federal Reserve, the UK Prudential Regulation Authority, the Monetary Authority of Singapore, the Hong Kong Monetary Authority and the China Banking Regulatory Commission who may impose minimum capitalisation rates on those operations.

Throughout the financial year, the Company and the Group maintained compliance with the minimum Common Equity Tier 1, Tier 1 and Total Capital ratios set by APRA and the US Federal Reserve (as applicable) as well as applicable capitalisation rates set by regulators in countries where the Company operates branches and subsidiaries.

REGULATORY DEVELOPMENTS

Financial System Inquiry (FSI)

The Federal Government announced on 20 November 2013 the appointment of Mr David Murray AO as head of an inquiry into Australia's financial system. On 20 December 2013, the Government announced the terms of reference for the Inquiry saying that "The Inquiry is charged with examining how the financial system could be positioned to best meet Australia's evolving needs and support Australia's economic growth".

ANZ made an initial submission to the Inquiry on 31 March 2014. The Inquiry then released its Interim Report on 15 July 2014 and invited interested parties to make further submissions relating to the issues raised in the report. ANZ has been actively engaged in contributing to the Inquiry's deliberations and provided a second submission on 26 August 2014. The Inquiry is expected to make its final report to the Government in November 2014.

Leverage Ratio

In September 2014, APRA released a consultation package for discussion on the proposed implementation of the internationally agreed disclosure framework on leverage ratios. APRA propose to apply the leverage ratio requirements to Australian authorised deposit-taking institutions (ADIs) using an internal ratings-based (IRB) approach to Credit Risk Weighted Assets. Leverage ratio requirements are included in the Basel Committee on Banking Supervision (BCBS)

Basel 3 capital framework as a supplement to the current risk based capital requirements and is intended to restrict the build-up of excessive leverage in the banking system.

In the draft requirements, APRA has maintained the BCBS calculation of the leverage ratio of Tier 1 Capital expressed as a percentage of Exposure Measure. However, APRA has not committed to implementing a minimum leverage ratio requirement at this stage, pending BCBS's intention to further analyse and calibrate the requirements before introducing the leverage ratio as a Pillar 1 requirement in 2018. The current BCBS minimum requirement is 3%.

Public disclosures for Australian IRB ADIs will be included in the first financial report after 1 January 2015, with subsequent disclosures published on a quarterly basis. Explanation of key drivers of material changes in the ADIs leverage ratios between the previous and current reporting periods are also required.

APRA will consider submissions to the above proposed requirements (submissions to APRA closed on 31 October 2014) before finalising the standards for implementation from 1 January 2015.

Domestic Systemically Important Bank (D-SIB) Framework

APRA has released details of its D-SIB framework for implementation in Australia and has classified ANZ and three other major Australian banks as domestic systemically important banks. As a result the Capital Conservation Buffer (CCB) applied to the four major Australian banks will increase by 100 basis points from 1 January 2016, further strengthening the capital position of Australia D-SIBs. ANZ's current capital position is already in excess of APRA's requirements including the D-SIB overlay. A significant portion of the 1% CET1 D-SIB capital build is now complete. The Group is well placed for D-SIB implementation in January 2016.

Composition of Level 2 ADI Group

APRA provided further clarification to the definition of the Level 2 ADI group, where subsidiary intermediate holding companies are now considered part of the Level 2 Group.

The above clarification results in the phasing out, over time, of capital benefits arising from the debt issued by ANZ Wealth Australia Limited (ANZWA). As at 30 September 2014, ANZWA has \$805 million of debt outstanding which is equivalent to approximately 22 bps of CET1. APRA has approved transitional arrangements, in line with existing maturity profile of the debt in June 2015 (\$405 million) and March 2016 (\$400 million). As a result, there is no immediate impact on ANZ's capital position and the Group is well placed to mitigate future transitional impacts through organic capital generation.

Level 3 Conglomerates (Level 3)

In August 2014, APRA announced its planned framework for the supervision of Conglomerates Group (Level 3) which includes updated Level 3 capital adequacy standards. These standards will regulate a bancassurance group such as ANZ as a single economic entity with minimum capital requirements and additional monitoring of risk exposure levels.

APRA has deferred a decision on the implementation date as well as the final form of the Level 3 framework until the recommendations of the FSI and the Government's response to them have been announced and considered by APRA. APRA has committed to a minimum transition period of 12 months for affected institutions to comply with the new requirements once an implementation date is established.

Based upon current draft of the Level 3 standards covering capital adequacy, group governance, risk management and risk exposures, ANZ is not expecting any material impact on its operations.

NOTES TO THE FINANCIAL STATEMENTS (continued)

29: Capital Management (continued)

CAPITAL ADEQUACY

The table below provides the composition of capital used for regulatory purposes and capital adequacy ratios.

	2014 \$m	2013 \$m
Qualifying capital		
Tier 1		
Shareholders' equity and non-controlling interests	49,284	45,603
Prudential adjustments to shareholders equity	(1,211)	(932)
Gross Common Equity Tier 1 Capital	48,073	44,671
Deductions	(16,297)	(15,892)
Common Equity Tier 1 Capital	31,776	28,779
Additional Tier 1 capital	6,825	6,401
Tier 1 capital	38,601	35,180
Tier 2 capital	7,138	6,190
Total qualifying capital	45,739	41,370
Capital adequacy ratios		
Common Equity Tier 1	8.8%	8.5%
Tier 1	10.7%	10.4%
Tier 2	2.0%	1.8%
Total	12.7%	12.2%
Risk Weighted Assets	361,529	339,265

REGULATORY ENVIRONMENT – INSURANCE AND FUNDS MANAGEMENT BUSINESS

Under APRA's Prudential Standards, life insurance and funds management activities are de-consolidated for the purposes of calculating capital adequacy and excluded from the risk based capital adequacy framework for the ANZ Level 2 Group. Under APRA's Basel 3 framework, investment in these controlled entities is deducted from CET 1 capital (previously, under Basel 2, only the intangible component of the investment in these controlled entities was deducted from Tier 1 capital with the balance of the investment deducted 50% from Tier 1 and 50% from Tier 2 capital). Additionally any profits from these activities included in ANZ's results are excluded from the determination of CET 1 capital to the extent they have not been remitted to the Level 2 Group.

ANZ's insurance companies in Australia are regulated by APRA on a stand-alone basis. Prudential Standards issued under the Life Insurance Act 1995 and Insurance Act 1973 determine the minimum capital requirements these companies are required to meet. Life insurance companies in New Zealand are required to meet minimum capital requirements as determined by the Insurance (Prudential Supervision) Act 2010.

Fund managers in Australia are subject to 'Responsible Entity' regulation by the Australian Securities and Investment Commission (ASIC). The regulatory capital requirements vary depending on the type of Australian Financial Services Licence or Authorised Representatives' Licence held.

APRA supervises approved trustees of superannuation funds and it introduced new financial requirements which became effective from 1 July 2013.

ANZ's insurance and funds management companies held assets in excess of regulatory capital requirements at 30 September 2014.

30: Assets Charged as Security for Liabilities and Collateral Accepted as Security for Assets

ASSETS CHARGED AS SECURITY FOR LIABILITIES¹

The following assets are pledged as collateral:

- ▶ Mandatory reserve deposits with local central banks in accordance with statutory requirements. These deposits are not available to finance the Group's day to day operations.
- ▶ Securities provided as collateral for repurchase transactions. These transactions are governed by standard industry agreements.
- ▶ Debenture undertakings covering the assets of Esanda Finance Corporation Limited (Esanda), and its subsidiaries, and UDC Finance Limited (UDC). The debenture stock of Esanda, and its subsidiaries, and UDC is secured by a trust deed and collateral debentures, giving floating charges over the undertakings and all the tangible assets of the entity, other than land and buildings (of Esanda only). All controlled entities of Esanda and UDC have guaranteed the payment of principal, interest and other monies in relation to all debenture stock and unsecured notes issued by Esanda and UDC respectively. The only loans pledged as collateral are those in Esanda, UDC and their subsidiaries.
- ▶ Specified residential mortgages provided as security for notes and bonds issued to investors as part of ANZ's covered bond programs.
- ▶ Collateral provided to central banks.
- ▶ Collateral provided to clearing houses.

The carrying amounts of assets pledged as security are as follows:

	Consolidated				The Company			
	Carrying Amount		Related Liability		Carrying Amount		Related Liability	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Regulatory deposits	1,565	2,106	n/a	n/a	434	990	n/a	n/a
Securities sold under arrangements to repurchase	8,736	1,547	8,641	1,540	8,568	1,347	8,473	1,341
Assets pledged as collateral under debenture undertakings	2,141	2,179	1,400	1,347	–	–	–	–
Covered bonds ²	27,241	21,770	20,561	17,639	20,738	16,558	20,738	16,558
Other	219	277	208	145	170	258	170	132

COLLATERAL ACCEPTED AS SECURITY FOR ASSETS¹

ANZ has received collateral in relation to reverse repurchase agreements. These transactions are governed by standard industry agreements.

The fair value of collateral received and sold or repledged is as follows:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Collateral received on standard reverse repurchase agreements				
Fair value of assets which can be sold	14,354	10,164	13,878	9,974
Fair value of assets sold or repledged	4,201	3,073	4,090	3,073

¹ Excludes the amounts disclosed as collateral paid and received in the balance sheet that relate to derivative liabilities and derivative assets respectively. The terms and conditions of the collateral agreements are included in the standard Credit Support Annex that forms part of the International Swaps and Derivatives Association Master Agreement.

² The consolidated related liability represents covered bonds issued to external investors and the related liability for the Company represents the liability to the covered bond structured entities.

31: Financial Risk Management

STRATEGY IN USING FINANCIAL INSTRUMENTS

Financial instruments are fundamental to the Group's business, constituting the core element of its operations. Accordingly, the risks associated with financial instruments are a significant component of the risks faced by the Group. Financial instruments create, modify or reduce the credit, market (including traded and non-traded interest rate and foreign currency related risks) and liquidity risks of the Group's balance sheet. These risks, and the Group's objectives, policies and processes for managing and measuring such risks are outlined below.

Credit Risk

Credit risk is the risk of financial loss resulting from the failure of ANZ's customers and counterparties to honour or perform fully the terms of a loan or contract. The Group assumes credit risk in a wide range of lending and other activities in diverse markets and in many jurisdictions. Credit risks arise not only from traditional lending to customers, but also from inter-bank, treasury, international trade and capital market activities around the world.

The Group has an overall objective of sound growth for appropriate returns. The credit risk principles of the Group have been set by the Board and are implemented and monitored within a tiered structure of delegated authority designed to oversee multiple facets of credit risk, including business writing strategies, credit policies/controls, portfolio monitoring and risk concentrations.

Credit Risk Management Overview

The credit risk management framework ensures a consistent approach is applied across the Group in measuring, monitoring and managing the credit risk appetite set by the Board.

The Board is assisted and advised by the Board Risk Committee in discharging its duty to oversee credit risk. The Board Risk Committee sets the credit risk appetite and credit strategies, as well as approving credit transactions beyond the discretion of executive management.

Responsibility for the oversight and control of the credit risk framework (including the risk appetite) resides with the Credit and Market Risk Committee (CMRC), which is an executive management committee comprising senior risk, business and Group executives, chaired by the Chief Risk Officer (CRO).

Central to the Group's management of credit risk is the existence of an independent credit risk management function that is staffed by risk specialists. Independence is achieved by having all credit risk staff ultimately report to the CRO, including where they are embedded in business units. The primary responsibility for prudent and profitable management of credit risk and customer relationships rests with the business units.

The authority to make credit decisions is delegated by the Board to the CEO who in turn delegates authority to the CRO. The CRO in turn delegates some of his credit discretion to individuals as part of a 'cascade' of authority from senior to the most junior credit officers. Individuals must be suitably skilled and accredited in order to be granted and retain a credit discretion. Credit discretions are reviewed on an annual basis, and may be varied based on the holder's performance.

The Group has two main approaches to assessing credit risk arising from transactions:

- ▶ the larger and more complex credit transactions are assessed on a judgemental credit basis. Rating models provide a consistent and structured assessment, with judgement required around the use of out-of-model factors. Credit approval for judgemental lending is typically on a dual approval basis, jointly by the business writer in the business unit and an independent credit officer; and
- ▶ programmed credit assessment typically covers retail and some small business lending, and refers to the automated assessment of credit applications using a combination of scoring (application and behavioural), policy rules and external credit reporting information. Where an application does not meet the automated assessment criteria it will be referred out for manual assessment, with assessors considering the decision tool recommendation.

Central and divisional credit risk teams perform key roles in portfolio management such as the development and validation of credit risk measurement systems, loan asset quality reporting, stress testing, and the development of credit policies and requirements. Credit policies and requirements cover all aspects of the credit life cycle such as transaction structuring, risk grading, initial approval, ongoing management and problem debt management, as well as specialist policy topics.

The Group's credit grading system is fundamental to the management of credit risk, seeking to measure the probability of default (PD), the exposure at default (EAD) and the loss in the event of default (LGD) for all transactions.

From an operational perspective, the Group's credit grading system has two separate and distinct dimensions that:

- ▶ measure the PD, which is expressed by a 27-grade Customer Credit Rating (CCR), reflecting the ability to service and repay debt. Within the programmed credit assessment sphere, the CCR is typically expressed as a score which maps back to the PD; and
- ▶ measure the LGD, which is expressed by a Security Indicator (SI) ranging from A to G. The SI is calculated by reference to the percentage of the loan covered by security which can be realised in the event of default. The security-related SIs are supplemented with a range of other SIs to cover situations where ANZ's LGD research indicates certain transaction characteristics have different recovery outcomes. Within the programmed credit assessment sphere, exposures are grouped into large homogenous pools – and the LGD is assigned at the pool level.

The development and regular validation of rating models is undertaken by specialist central risk teams. The outputs from these models drive many day-to-day credit decisions, such as origination, pricing, approval levels, regulatory capital adequacy, economic capital allocation and provisioning. The risk grading process includes monitoring of model-generated results to ensure appropriate judgement is exercised (such as overrides to take into account any out-of-model factors).

31: Financial Risk Management (continued)

Collateral management

Collateral is used to mitigate credit risk, as the secondary source of repayment in case the counterparty cannot meet its contractual repayment obligations.

ANZ credit principles specify to only lend when the counterparty has the capacity and ability to repay, and the Group sets limits on the acceptable level of credit risk. Acceptance of credit risk is firstly based on the counterparty's assessed capacity to meet contractual obligations (such as the scheduled repayment of principal and interest).

In certain cases, such as where the customer risk profile is considered very sound or by the nature of the product (for instance, small limit products such as credit cards), a transaction may not be supported by collateral. For some products, the collateral provided is fundamental to its structuring so is not strictly the secondary source of repayment. For example, lending secured by trade receivables is typically repaid by the collection of those receivables.

The most common types of collateral typically taken by ANZ include:

- ▶ charges over cash deposits;
- ▶ security over real estate including residential, commercial, industrial or rural property; and
- ▶ other security includes charges over business assets, security over specific plant and equipment, charges over listed shares, bonds or securities and guarantees and pledges.

Credit policy requirements set out the acceptable types of collateral, as well as a process by which additional instruments and/or asset types can be considered for approval. ANZ's credit risk modelling approach uses historical internal loss data and other relevant external data to assist in determining the discount that each type of collateral would be expected to incur in a forced sale. This discounted value is used in the determination of the SI for LGD purposes.

In the event of customer default, any loan security is usually held as mortgagee in possession while the Group is actively seeking to realise it. Therefore the Group does not usually hold any real estate or other assets acquired through the enforcement of security.

The Group generally uses Master Agreements with its counterparties for derivatives activities. Generally, International Swaps and Derivatives Association (ISDA) Master Agreements will be used. Under the ISDA Master Agreement, if a default of a counterparty occurs, all contracts with the counterparty are terminated. They are then settled on a net basis at market levels current at the time of default.

In addition to the terms noted above, ANZ's preferred practice is to use a Credit Support Annex (CSA) to the ISDA Master Agreement. Under a CSA, open derivative positions with the counterparty are aggregated and cash collateral (or other forms of eligible collateral) is exchanged daily. The collateral is provided by the counterparty that is out of the money. Upon termination of the trade, payment is required only for the final daily mark-to-market movement rather than the mark-to-market movement since inception.

Concentrations of credit risk

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The Group monitors its portfolios, to identify and assess risk concentrations. The Group's strategy is to maintain well-diversified credit portfolios focused on achieving an acceptable risk-return balance. Credit risk portfolios are actively monitored and frequently reviewed to identify, assess and guard against unacceptable risk concentrations. Concentration analysis will typically include geography, industry, credit product and risk grade. The Group also applies single customer counterparty limits to protect against unacceptably large exposures to single name risk. These limits are established based on a combination of factors including the nature of counterparty, probability of default and collateral provided.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Concentrations of credit risk analysis

Composition of financial instruments that give rise to credit risk by industry:

Consolidated	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Australia														
Agriculture, forestry, fishing and mining	21	1	21	3	225	268	13,970	13,200	95	84	10,753	8,523	25,085	22,079
Business services	12	9	3	–	46	100	5,658	5,697	38	36	3,679	3,658	9,436	9,500
Construction	–	–	3	3	94	66	5,688	5,161	38	33	4,353	4,092	10,176	9,355
Electricity, gas and water supply	–	–	237	160	692	700	4,000	3,294	27	21	2,895	3,093	7,851	7,268
Entertainment, leisure and tourism	–	–	1	–	89	115	8,087	7,451	55	47	2,751	2,147	10,983	9,760
Financial, investment and insurance	18,927	13,471	19,115	19,199	38,387	27,634	14,351	12,723	98	81	7,521	5,937	98,399	79,045
Government and official institutions	135	–	25,595	21,054	241	171	541	653	4	4	298	329	26,814	22,211
Manufacturing	4	47	1,528	41	1,057	462	7,129	6,982	48	44	7,537	8,132	17,303	15,708
Personal lending	–	–	–	–	–	–	231,807	215,780	1,569	1,368	44,950	38,496	278,326	255,644
Property services	–	–	48	10	433	540	26,234	24,854	178	157	11,774	9,764	38,667	35,325
Retail trade	2	3	6	111	153	144	10,225	10,586	69	67	4,645	4,205	15,100	15,116
Transport and storage	–	4	70	65	368	402	7,386	6,627	50	42	3,943	3,206	11,817	10,346
Wholesale trade	183	211	7	3	702	439	6,320	5,797	42	36	4,867	5,738	12,121	12,224
Other	21	129	208	23	258	1,061	9,426	8,115	64	51	5,501	4,754	15,478	14,133
	19,305	13,875	46,842	40,672	42,745	32,102	350,822	326,920	2,375	2,071	115,467	102,074	577,556	517,714
New Zealand														
Agriculture, forestry, fishing and mining	–	–	–	–	15	29	16,475	16,367	88	82	1,831	1,590	18,409	18,068
Business services	–	–	–	–	4	6	1,010	844	5	4	383	414	1,402	1,268
Construction	–	–	–	–	–	–	1,085	921	6	5	659	447	1,750	1,373
Electricity, gas and water supply	–	–	30	27	317	322	945	682	5	3	1,179	1,321	2,476	2,355
Entertainment, leisure and tourism	–	–	–	–	22	24	916	918	5	5	219	259	1,162	1,206
Financial, investment and insurance	1,444	1,429	4,925	4,698	5,627	5,939	865	726	4	5	688	736	13,553	13,533
Government and official institutions	1,167	1,570	6,111	5,225	562	221	1,120	1,113	6	5	665	861	9,631	8,995
Manufacturing	–	–	22	26	158	61	2,702	2,637	14	13	1,635	1,437	4,531	4,174
Personal lending	–	–	–	–	–	–	56,993	53,935	304	270	10,499	9,099	67,796	63,304
Property services	–	–	–	–	11	15	7,464	7,072	40	35	1,354	990	8,869	8,112
Retail trade	–	–	–	–	18	36	1,810	1,620	10	8	808	627	2,646	2,291
Transport and storage	–	–	11	3	28	48	1,323	1,308	7	6	670	542	2,039	1,907
Wholesale trade	–	–	–	–	13	12	1,233	1,149	7	5	1,160	1,185	2,413	2,351
Other	–	–	61	41	49	55	692	603	4	3	911	891	1,717	1,593
	2,611	2,999	11,160	10,020	6,824	6,768	94,633	89,895	505	449	22,661	20,399	138,394	130,530

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

31: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

Consolidated	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Overseas Markets														
Agriculture, forestry, fishing and mining	1	–	10	–	137	179	4,385	2,787	118	106	6,883	5,498	11,534	8,570
Business services	5	5	–	–	5	2	955	892	26	34	3,251	2,941	4,242	3,874
Construction	3	2	–	–	17	8	623	591	17	22	3,355	2,816	4,015	3,439
Electricity, gas and water supply	–	–	128	36	57	70	2,732	2,009	74	76	2,595	2,302	5,586	4,493
Entertainment, leisure and tourism	3	–	–	–	7	5	1,107	1,030	30	39	337	426	1,484	1,500
Financial, investment and insurance	34,741	31,811	14,717	11,655	5,926	6,047	19,658	20,478	530	776	10,986	10,601	86,558	81,368
Government and official institutions	4	4	6,445	6,439	59	30	524	368	14	14	869	1,035	7,915	7,890
Manufacturing	60	37	204	81	220	217	16,004	13,896	432	527	34,211	26,446	51,131	41,204
Personal lending	5	–	–	–	–	–	10,070	8,558	269	324	7,448	8,188	17,792	17,070
Property services	1	–	90	84	97	92	4,550	4,116	123	156	2,117	1,899	6,978	6,347
Retail trade	–	1	42	8	18	18	1,475	1,141	40	43	1,330	1,252	2,905	2,463
Transport and storage	1	–	107	69	31	35	3,796	2,825	102	107	1,506	1,883	5,543	4,919
Wholesale trade	28	112	30	21	186	101	11,332	9,556	306	362	18,786	17,461	30,668	27,613
Other	4	861	797	421	40	204	2,868	2,568	77	97	2,257	1,981	6,043	6,132
	34,856	32,833	22,570	18,814	6,800	7,008	80,079	70,815	2,158	2,683	95,931	84,729	242,394	216,882
Consolidated - aggregate														
Agriculture, forestry, fishing and mining	22	1	31	3	377	476	34,830	32,354	301	272	19,467	15,611	55,028	48,717
Business services	17	14	3	–	55	108	7,623	7,433	69	74	7,313	7,013	15,080	14,642
Construction	3	2	3	3	111	74	7,396	6,673	61	60	8,367	7,355	15,941	14,167
Electricity, gas and water supply	–	–	395	223	1,066	1,092	7,677	5,985	106	100	6,669	6,716	15,913	14,116
Entertainment, leisure and tourism	3	–	1	–	118	144	10,110	9,399	90	91	3,307	2,832	13,629	12,466
Financial, investment and insurance	55,112	46,711	38,757	35,552	49,940	39,620	34,874	33,927	632	862	19,195	17,274	198,510	173,946
Government and official institutions	1,306	1,574	38,151	32,718	862	422	2,185	2,134	24	23	1,832	2,225	44,360	39,096
Manufacturing	64	84	1,754	148	1,435	740	25,835	23,515	494	584	43,383	36,015	72,965	61,086
Personal lending	5	–	–	–	–	–	298,870	278,273	2,142	1,962	62,897	55,783	363,914	336,018
Property services	1	–	138	94	541	647	38,248	36,042	341	348	15,245	12,653	54,514	49,784
Retail trade	2	4	48	119	189	198	13,510	13,347	119	118	6,783	6,084	20,651	19,870
Transport and storage	1	4	188	137	427	485	12,505	10,760	159	155	6,119	5,631	19,399	17,172
Wholesale trade	211	323	37	24	901	552	18,885	16,502	355	403	24,813	24,384	45,202	42,188
Other	25	990	1,066	485	347	1,320	12,986	11,286	145	151	8,669	7,626	23,238	21,858
Gross Total	56,772	49,707	80,572	69,506	56,369	45,878	525,534	487,630	5,038	5,203	234,059	207,202	958,344	865,126
Individual provision for credit impairment	–	–	–	–	–	–	(1,130)	(1,440)	–	–	(46)	(27)	(1,176)	(1,467)
Collective provision for credit impairment	–	–	–	–	–	–	(2,144)	(2,292)	–	–	(613)	(595)	(2,757)	(2,887)
	56,772	49,707	80,572	69,506	56,369	45,878	522,260	483,898	5,038	5,203	233,400	206,580	954,411	860,772
Unearned income	–	–	–	–	–	–	(892)	(954)	–	–	–	–	(892)	(954)
Capitalised brokerage/ mortgage origination fees	–	–	–	–	–	–	1,043	942	–	–	–	–	1,043	942
	56,772	49,707	80,572	69,506	56,369	45,878	522,411	483,886	5,038	5,203	233,400	206,580	954,562	860,760
Excluded from analysis above ⁵	1,487	1,318	37	59	–	–	–	–	33,579	32,083	–	–	35,103	33,460
Net Total	58,259	51,025	80,609	69,565	56,369	45,878	522,411	483,886	38,617	37,286	233,400	206,580	989,665	894,220

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments.

3 Mainly comprises regulatory deposits, investments backing policy liabilities and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Comprises bank notes and cash at bank within cash, equity instruments within available-for-sale financial assets and investments relating to the insurance business where the credit risk is passed onto the policy holder.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

The Company	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Australia														
Agriculture, forestry, fishing and mining	21	1	21	3	225	268	13,854	13,018	56	55	10,525	8,517	24,702	21,862
Business services	12	9	3	–	46	100	5,654	5,689	23	24	3,625	3,658	9,363	9,480
Construction	–	–	3	3	94	66	5,688	5,150	23	22	4,266	4,086	10,074	9,327
Electricity, gas and water supply	–	–	132	52	692	700	3,988	3,286	16	14	2,836	3,088	7,664	7,140
Entertainment, leisure and tourism	–	–	1	–	89	115	8,061	7,433	33	32	2,695	2,144	10,879	9,724
Financial, investment and insurance ⁵	20,481	13,483	20,577	20,006	44,627	32,913	14,464	12,813	58	55	9,671	6,030	109,878	85,300
Government and official institutions	135	–	25,599	21,055	241	171	539	652	2	3	292	329	26,808	22,210
Manufacturing	4	47	1,528	41	1,057	462	7,129	6,960	29	30	7,387	8,132	17,134	15,672
Personal lending	–	–	–	–	–	–	231,114	215,234	931	916	44,038	38,437	276,083	254,587
Property services	–	–	48	10	433	540	26,171	24,807	106	106	11,535	9,749	38,293	35,212
Retail trade	2	3	6	111	153	144	10,211	10,571	41	45	4,559	4,204	14,972	15,078
Transport and storage	–	4	70	65	368	402	7,386	6,627	30	28	3,871	3,206	11,725	10,332
Wholesale trade	183	210	7	3	702	439	6,320	5,797	25	25	4,770	5,738	12,007	12,212
Other	21	129	208	23	258	1,061	9,396	8,090	38	34	5,389	4,746	15,310	14,083
	20,859	13,886	48,203	41,372	48,985	37,381	349,975	326,127	1,411	1,389	115,459	102,064	584,892	522,219
New Zealand														
Agriculture, forestry, fishing and mining	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Business services	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Construction	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Electricity, gas and water supply	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Entertainment, leisure and tourism	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Financial, investment and insurance ⁵	–	–	–	–	9	11	–	–	–	–	–	–	9	11
Government and official institutions	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Manufacturing	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Personal lending	–	–	–	–	–	–	8,193	8,252	–	–	29	48	8,222	8,300
Property services	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Retail trade	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Transport and storage	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Wholesale trade	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other	–	–	–	–	–	–	–	–	–	–	–	–	–	–
	–	–	–	–	9	11	8,193	8,252	–	–	29	48	8,231	8,311

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments.

3 Mainly comprises regulatory deposits and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Includes amounts due from other Group entities.

31: Financial Risk Management (continued)

Concentrations of credit risk analysis (continued):

Composition of financial instruments that give rise to credit risk by industry (continued):

The Company	Cash, settlement balances owed to ANZ and collateral paid		Trading securities and AFS ¹		Derivatives		Loans and advances ²		Other financial assets ³		Credit related commitments ⁴		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Overseas Markets														
Agriculture, forestry, fishing and mining	1	–	8	–	83	97	3,829	2,293	50	60	6,025	4,319	9,996	6,769
Business services	2	3	–	–	3	1	770	751	10	19	2,697	2,355	3,482	3,129
Construction	3	2	–	–	10	4	432	398	6	10	3,147	2,731	3,598	3,145
Electricity, gas and water supply	–	–	83	–	28	31	2,309	1,708	30	44	2,250	1,736	4,700	3,519
Entertainment, leisure and tourism	–	–	–	–	4	3	874	788	11	20	243	311	1,132	1,122
Financial, investment and insurance ⁵	31,770	29,290	11,427	9,797	3,455	3,148	16,616	16,246	219	422	9,050	7,841	72,537	66,744
Government and official institutions	1	1	3,474	3,620	36	16	417	226	5	6	820	960	4,753	4,829
Manufacturing	21	10	95	7	91	89	9,597	8,145	125	212	24,736	20,943	34,665	29,406
Personal lending	–	–	–	–	–	–	5,876	5,352	77	139	3,764	3,829	9,717	9,320
Property services	1	–	79	75	54	46	3,636	3,439	48	89	1,726	1,452	5,544	5,101
Retail trade	–	1	18	–	11	10	855	604	11	16	769	692	1,664	1,323
Transport and storage	1	–	93	62	18	18	3,008	2,223	39	58	1,036	1,458	4,195	3,819
Wholesale trade	11	89	3	–	73	46	9,366	7,684	122	200	15,402	14,191	24,977	22,210
Other	3	861	695	310	22	110	2,144	2,115	28	55	1,748	1,541	4,640	4,992
	31,814	30,257	15,975	13,871	3,888	3,619	59,729	51,972	781	1,350	73,413	64,359	185,600	165,428
The Company - aggregate														
Agriculture, forestry, fishing and mining	22	1	29	3	308	365	17,683	15,311	106	115	16,550	12,836	34,698	28,631
Business services	14	12	3	–	49	101	6,424	6,440	33	43	6,322	6,013	12,845	12,609
Construction	3	2	3	3	104	70	6,120	5,548	29	32	7,413	6,817	13,672	12,472
Electricity, gas and water supply	–	–	215	52	720	731	6,297	4,994	46	58	5,086	4,824	12,364	10,659
Entertainment, leisure and tourism	–	–	1	–	93	118	8,935	8,221	44	52	2,938	2,455	12,011	10,846
Financial, investment and insurance ⁵	52,251	42,773	32,004	29,803	48,091	36,072	31,080	29,059	277	477	18,721	13,871	182,424	152,055
Government and official institutions	136	1	29,073	24,675	277	187	956	878	7	9	1,112	1,289	31,561	27,039
Manufacturing	25	57	1,623	48	1,148	551	16,726	15,105	154	242	32,123	29,075	51,799	45,078
Personal lending	–	–	–	–	–	–	245,183	228,838	1,008	1,055	47,831	42,314	294,022	272,207
Property services	1	–	127	85	487	586	29,807	28,246	154	195	13,261	11,201	43,837	40,313
Retail trade	2	4	24	111	164	154	11,066	11,175	52	61	5,328	4,896	16,636	16,401
Transport and storage	1	4	163	127	386	420	10,394	8,850	69	86	4,907	4,664	15,920	14,151
Wholesale trade	194	299	10	3	775	485	15,686	13,481	147	225	20,172	19,929	36,984	34,422
Other	24	990	903	333	280	1,171	11,540	10,205	66	89	7,137	6,287	19,950	19,075
Gross Total	52,673	44,143	64,178	55,243	52,882	41,011	417,897	386,351	2,192	2,739	188,901	166,471	778,723	695,958
Individual provision for credit impairment	–	–	–	–	–	–	(814)	(1,046)	–	–	(40)	(10)	(854)	(1,056)
Collective provision for credit impairment	–	–	–	–	–	–	(1,669)	(1,729)	–	–	(488)	(457)	(2,157)	(2,186)
	52,673	44,143	64,178	55,243	52,882	41,011	415,414	383,576	2,192	2,739	188,373	166,004	775,712	692,716
Unearned income	–	–	–	–	–	–	(657)	(723)	–	–	–	–	(657)	(723)
Capitalised brokerage/ mortgage origination fees	–	–	–	–	–	–	837	787	–	–	–	–	837	787
	52,673	44,143	64,178	55,243	52,882	41,011	415,594	383,640	2,192	2,739	188,373	166,004	775,892	692,780
Excluded from analysis above ⁶	1,005	914	22	44	–	–	–	–	–	–	–	–	1,027	958
Net total	53,678	45,057	64,200	55,287	52,882	41,011	415,594	383,640	2,192	2,739	188,373	166,004	776,919	693,738

1 Available-for-sale assets.

2 Excludes individual and collective provisions for credit impairment held in respect of credit related commitments.

3 Mainly comprises regulatory deposits and accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

5 Includes amounts due from other Group entities.

6 Comprises bank notes and cash at bank within cash and equity instruments within available-for-sale financial assets.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Credit quality

Maximum exposure to credit risk

For financial assets recognised on the balance sheet, the maximum exposure to credit risk is the carrying amount. In certain circumstances, there may be differences between the carrying amounts reported on the balance sheet and the amounts reported in the tables below. Principally, these differences arise in respect of financial assets that are subject to risks other than credit risk, such as equity investments which are primarily subject to market risk, or bank notes and coins. For contingent exposures, the maximum exposure to credit risk is the maximum amount the Group would have to pay if the instrument is called upon. For undrawn facilities, the maximum exposure to credit risk is the full amount of the committed facilities.

The following tables present the maximum exposure to credit risk of on-balance sheet and off-balance sheet financial assets before taking account of any collateral held or other credit enhancements.

Consolidated	Reported on Balance Sheet		Excluded ¹		Maximum exposure to credit risk	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
On-balance sheet positions						
Cash	32,559	25,270	1,487	1,318	31,072	23,952
Settlement balances owed to ANZ	20,241	19,225	–	–	20,241	19,225
Collateral paid	5,459	6,530	–	–	5,459	6,530
Trading securities	49,692	41,288	–	–	49,692	41,288
Derivative financial instruments ²	56,369	45,878	–	–	56,369	45,878
Available-for-sale assets	30,917	28,277	37	59	30,880	28,218
Net loans and advances ³						
– Australia	287,513	272,068	–	–	287,513	272,068
– International and Institutional Banking	141,826	123,467	–	–	141,826	123,467
– New Zealand	86,063	81,542	–	–	86,063	81,542
– Global Wealth	6,350	6,187	–	–	6,350	6,187
Regulatory deposits	1,565	2,106	–	–	1,565	2,106
Investments backing policy liabilities	33,579	32,083	33,579	32,083	–	–
Other financial assets ⁴	3,473	3,097	–	–	3,473	3,097
	755,606	687,018	35,103	33,460	720,503	653,558
Off-balance sheet positions						
Undrawn facilities	193,984	170,670	–	–	193,984	170,670
Contingent facilities	40,075	36,532	–	–	40,075	36,532
	234,059	207,202	–	–	234,059	207,202
Total	989,665	894,220	35,103	33,460	954,562	860,760

The Company	Reported on balance Sheet		Excluded ¹		Maximum exposure to credit risk	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
On-balance sheet positions						
Cash	30,655	22,798	1,005	914	29,650	21,884
Settlement balances owed to ANZ	18,150	16,621	–	–	18,150	16,621
Collateral paid	4,873	5,638	–	–	4,873	5,638
Trading securities	38,049	31,464	–	–	38,049	31,464
Derivative financial instruments ²	52,882	41,011	–	–	52,882	41,011
Available-for-sale assets	26,151	23,823	22	44	26,129	23,779
Net loans and advances ³	415,066	383,173	–	–	415,066	383,173
Regulatory deposits	434	990	–	–	434	990
Investments backing policy liabilities	–	–	–	–	–	–
Other financial assets ⁴	1,758	1,749	–	–	1,758	1,749
	588,018	527,267	1,027	958	586,991	526,309
Off-balance sheet positions						
Undrawn facilities	153,985	134,622	–	–	153,985	134,622
Contingent facilities	34,916	31,849	–	–	34,916	31,849
	188,901	166,471	–	–	188,901	166,471
Total	776,919	693,738	1,027	958	775,892	692,780

¹ Includes bank notes and coins and cash at bank within cash, equity instruments within available-for-sale financial assets and investments relating to the insurance business where the credit risk is passed onto the policy holder.

² Derivative financial instruments are net of credit valuation adjustments.

³ Includes individual and collective provisions for credit impairment held in respect of credit related commitments.

⁴ Mainly comprises accrued interest.

31: Financial Risk Management (continued)

Distribution of financial assets by credit quality

The Group has a comprehensive rating system that is used to quantify credit risk. The use of masterscales ensures consistency across exposure types at the Group, providing a consistent framework for reporting and analysis.

All customers with whom ANZ has a credit relationship, including guarantors, are assigned a Customer Credit Rating (CCR) or score at origination either by programmed credit assessment or by judgemental assessment. In addition, the CCR or score is reviewed on an ongoing basis to ensure it accurately reflects the credit risk of the customer and the prevailing economic conditions.

The Group's risk grade profile therefore changes dynamically through new lending, repayment and/or existing counterparty movements in either risk or volume.

Restructured items

Restructured items are facilities in which the original contractual terms have been modified for reasons related to the financial difficulties of the customer. Restructuring may consist of reduction of interest, principal or other payments legally due or an extension in maturity materially beyond those typically offered to new facilities with similar risk.

Consolidated	Neither past due nor impaired		Past due but not impaired		Restructured		Impaired		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash	31,072	23,952	–	–	–	–	–	–	31,072	23,952
Settlement balances owed to ANZ	20,241	19,225	–	–	–	–	–	–	20,241	19,225
Collateral paid	5,459	6,530	–	–	–	–	–	–	5,459	6,530
Trading securities	49,692	41,288	–	–	–	–	–	–	49,692	41,288
Derivative financial instruments ¹	56,332	45,786	–	–	–	25	37	67	56,369	45,878
Available-for-sale assets	30,880	28,218	–	–	–	–	–	–	30,880	28,218
Net loans and advances ²										
– Australia	277,497	261,888	9,626	9,447	–	3	607	926	287,730	272,264
– International and Institutional Banking	140,902	122,194	623	443	53	300	624	875	142,202	123,812
– New Zealand	83,885	79,343	1,912	1,770	14	13	315	495	86,126	81,621
– Global Wealth	6,256	6,071	91	103	–	–	6	15	6,353	6,189
Regulatory deposits	1,565	2,106	–	–	–	–	–	–	1,565	2,106
Other financial assets ³	3,473	3,097	–	–	–	–	–	–	3,473	3,097
Credit related commitments ⁴	233,343	206,502	–	–	–	–	57	78	233,400	206,580
Total	940,597	846,200	12,252	11,763	67	341	1,646	2,456	954,562	860,760

The Company	Neither past due nor impaired		Past due but not impaired		Restructured		Impaired		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash	29,650	21,884	–	–	–	–	–	–	29,650	21,884
Settlement balances owed to ANZ	18,150	16,621	–	–	–	–	–	–	18,150	16,621
Collateral paid	4,873	5,638	–	–	–	–	–	–	4,873	5,638
Trading securities	38,049	31,464	–	–	–	–	–	–	38,049	31,464
Derivative financial instruments ¹	52,845	40,919	–	–	–	25	37	67	52,882	41,011
Available-for-sale assets	26,129	23,779	–	–	–	–	–	–	26,129	23,779
Net loans and advances ²	404,611	371,987	9,849	9,717	26	259	1,108	1,677	415,594	383,640
Regulatory deposits	434	990	–	–	–	–	–	–	434	990
Other financial assets ³	1,758	1,749	–	–	–	–	–	–	1,758	1,749
Credit related commitments ⁴	188,344	165,932	–	–	–	–	29	72	188,373	166,004
Total	764,843	680,963	9,849	9,717	26	284	1,174	1,816	775,892	692,780

1 Derivative financial instruments are net of credit valuation adjustments.

2 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

3 Mainly comprises accrued interest.

4 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Credit quality of financial assets neither past due nor impaired

The credit quality of financial assets is managed by the Group using internal CCRs based on their current probability of default. The Group's masterscales are mapped to external rating agency scales, to enable wider comparisons.

Internal rating

Strong credit profile	Customers that have demonstrated superior stability in their operating and financial performance over the long-term, and whose debt servicing capacity is not significantly vulnerable to foreseeable events. This rating broadly corresponds to ratings 'Aaa' to 'Baa3' and 'AAA' to 'BBB-' of Moody's and Standard & Poor's respectively.
Satisfactory risk	Customers that have consistently demonstrated sound operational and financial stability over the medium to long-term, even though some may be susceptible to cyclical trends or variability in earnings. This rating broadly corresponds to ratings 'Ba2' to 'Ba3' and 'BB' to 'BB-' of Moody's and Standard & Poor's respectively.
Sub-standard but not past due or impaired	Customers that have demonstrated some operational and financial instability, with variability and uncertainty in profitability and liquidity projected to continue over the short and possibly medium term. This rating broadly corresponds to ratings 'B1' to 'Caa' and 'B+' to 'CCC' of Moody's and Standard & Poor's respectively.

Consolidated	Strong credit profile		Satisfactory risk		Sub-standard but not past due or impaired		Neither past due nor impaired total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash	30,907	23,951	148	1	17	–	31,072	23,952
Settlement balances owed to ANZ	19,671	19,137	422	77	148	11	20,241	19,225
Collateral paid	5,417	6,528	42	2	–	–	5,459	6,530
Trading securities	49,372	41,288	296	–	24	–	49,692	41,288
Derivative financial instruments	55,390	44,465	831	1,170	111	151	56,332	45,786
Available-for-sale assets	29,319	26,923	1,530	1,280	31	15	30,880	28,218
Net loans and advances ¹								
– Australia	208,242	194,789	55,771	54,603	13,484	12,496	277,497	261,888
– International and Institutional Banking	114,969	97,257	23,875	22,109	2,058	2,828	140,902	122,194
– New Zealand	58,167	54,693	23,857	22,404	1,861	2,246	83,885	79,343
– Global Wealth	4,109	3,380	2,122	2,667	25	24	6,256	6,071
Regulatory deposits	1,010	1,132	509	445	46	529	1,565	2,106
Other financial assets ²	3,104	2,757	319	289	50	51	3,473	3,097
Credit related commitments ³	196,558	174,565	34,425	29,661	2,360	2,276	233,343	206,502
Total	776,235	690,865	144,147	134,708	20,215	20,627	940,597	846,200

The Company	Strong credit profile		Satisfactory risk		Sub-standard but not past due or impaired		Neither past due nor impaired total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash	29,612	21,884	38	–	–	–	29,650	21,884
Settlement balances owed to ANZ	17,937	16,550	90	47	123	24	18,150	16,621
Collateral paid	4,831	5,636	42	2	–	–	4,873	5,638
Trading securities	37,928	31,464	98	–	23	–	38,049	31,464
Derivative financial instruments	52,741	39,697	73	1,077	31	145	52,845	40,919
Available-for-sale assets	25,331	23,707	692	63	106	9	26,129	23,779
Net loans and advances ¹	313,681	283,243	75,964	73,966	14,966	14,778	404,611	371,987
Regulatory deposits	300	865	118	124	16	1	434	990
Other financial assets ²	1,520	1,531	201	182	37	36	1,758	1,749
Credit related commitments ³	162,260	142,975	24,159	21,144	1,925	1,813	188,344	165,932
Total	646,141	567,552	101,475	96,605	17,227	16,806	764,843	680,963

1 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

2 Mainly comprises accrued interest.

3 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

31: Financial Risk Management (continued)

Ageing analysis of financial assets that are past due but not impaired

Ageing analysis of past due loans is used by the Group to measure and manage emerging credit risks. Financial assets that are past due but not impaired include those which are assessed, approved and managed on a portfolio basis within a centralised environment (for example credit cards and personal loans) that can be held on a productive basis until they are 180 days past due, as well as those which are managed on an individual basis.

A large portion of retail credit exposures, such as residential mortgages, are generally well secured. That is, the value of associated security is sufficient to cover amounts outstanding.

	Consolidated						The Company					
	1-5 days \$m	6-29 days \$m	30-59 days \$m	60-89 days \$m	>90 days \$m	Total \$m	1-5 days \$m	6-29 days \$m	30-59 days \$m	60-89 days \$m	>90 days \$m	Total \$m
As at 30 Sep 14												
Net loans and advances ¹	3,082	4,559	1,624	1,005	1,982	12,252	2,141	3,805	1,366	759	1,778	9,849
– Australia	2,119	3,701	1,335	743	1,728	9,626	–	–	–	–	–	–
– International and Institutional Banking	52	383	1	91	96	623	–	–	–	–	–	–
– New Zealand	893	442	287	136	154	1,912	–	–	–	–	–	–
– Global Wealth	18	33	1	35	4	91	–	–	–	–	–	–
Total	3,082	4,559	1,624	1,005	1,982	12,252	2,141	3,805	1,366	759	1,778	9,849

	Consolidated						The Company					
	1-5 days \$m	6-29 days \$m	30-59 days \$m	60-89 days \$m	>90 days \$m	Total \$m	1-5 days \$m	6-29 days \$m	30-59 days \$m	60-89 days \$m	>90 days \$m	Total \$m
As at 30 Sep 13												
Net loans and advances ¹	3,096	4,416	1,506	927	1,818	11,763	2,240	3,798	1,313	790	1,576	9,717
– Australia	2,231	3,622	1,295	745	1,554	9,447	–	–	–	–	–	–
– International and Institutional Banking	–	299	1	88	55	443	–	–	–	–	–	–
– New Zealand	852	435	209	83	191	1,770	–	–	–	–	–	–
– Global Wealth	13	60	1	11	18	103	–	–	–	–	–	–
Total	3,096	4,416	1,506	927	1,818	11,763	2,240	3,798	1,313	790	1,576	9,717

1 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

Estimated value of collateral for all financial assets

	Total value of collateral		Credit exposure		Unsecured portion of credit exposure	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Consolidated						
Cash	13,711	9,357	31,072	23,952	17,361	14,595
Settlement balances owed to ANZ	184	177	20,241	19,225	20,057	19,048
Collateral paid	–	–	5,459	6,530	5,459	6,530
Trading securities	991	1,037	49,692	41,288	48,701	40,251
Derivative financial instruments	5,599	3,921	56,369	45,878	50,770	41,957
Available-for-sale assets	887	330	30,880	28,218	29,993	27,888
Net loans and advances ¹						
– Australia	258,854	242,674	287,730	272,264	28,876	29,590
– International and Institutional Banking	46,162	38,550	142,202	123,812	96,040	85,262
– New Zealand	80,323	76,328	86,126	81,621	5,803	5,293
– Global Wealth	5,415	5,587	6,353	6,189	938	602
Regulatory deposits	–	–	1,565	2,106	1,565	2,106
Other financial assets ²	1,308	1,188	3,473	3,097	2,165	1,909
Credit related commitments ³	49,014	36,387	233,400	206,580	184,386	170,193
Total	462,448	415,536	954,562	860,760	492,114	445,224

1 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

2 Mainly comprises accrued interest.

3 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Estimated value of collateral for all financial assets

The Company	Total value of collateral		Credit exposure		Unsecured portion of credit exposure	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash	13,349	9,116	29,650	21,884	16,301	12,768
Settlement balances owed to ANZ	163	159	18,150	16,621	17,987	16,462
Collateral paid	–	–	4,873	5,638	4,873	5,638
Trading securities	660	671	38,049	31,464	37,389	30,793
Derivative financial instruments	4,886	3,531	52,882	41,011	47,996	37,480
Available-for-sale assets	778	222	26,129	23,779	25,351	23,557
Net loans and advances ¹	309,407	296,253	415,594	383,640	106,187	87,387
Regulatory deposits	–	–	434	990	434	990
Other financial assets ²	930	843	1,758	1,749	828	906
Credit related commitments ³	32,965	29,634	188,373	166,004	155,408	136,370
Total	363,138	340,429	775,892	692,780	412,754	352,351

1 Individual and collective provisions for credit impairment held in respect of credit related commitments have been reallocated to credit related commitments in this table.

2 Mainly comprises accrued interest.

3 Credit related commitments comprise undrawn facilities and customer contingent liabilities net of collective and individual provisions.

Financial assets that are individually impaired

	Consolidated				The Company			
	Impaired assets		Individual provision balance		Impaired assets		Individual provision balance	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Australia								
Derivative financial instruments	29	67	–	–	29	67	–	–
Loans and advances	1,632	2,353	700	934	1,572	2,260	671	896
Credit related commitments ¹	70	82	40	10	70	82	40	10
Subtotal	1,731	2,502	740	944	1,671	2,409	711	906
New Zealand								
Derivative financial instruments	2	–	–	–	–	–	–	–
Loans and advances	582	814	194	244	30	30	9	8
Credit related commitments ¹	33	23	6	17	–	–	–	–
Subtotal	617	837	200	261	30	30	9	8
Asia Pacific, Europe & America								
Derivative financial instruments	6	–	–	–	6	–	–	–
Loans and advances	468	584	236	262	321	433	134	142
Credit related commitments ¹	–	–	–	–	–	–	–	–
Subtotal	474	584	236	262	327	433	134	142
Aggregate								
Derivative financial instruments	37	67	–	–	35	67	–	–
Loans and advances	2,682	3,751	1,130	1,440	1,923	2,723	814	1,046
Credit related commitments ¹	103	105	46	27	70	82	40	10
Total	2,822	3,923	1,176	1,467	2,028	2,872	854	1,056

1 Credit related commitments comprise undrawn facilities and customer contingent liabilities.

31: Financial Risk Management (continued)

Market risk (excludes insurance and funds management)

Market risk is the risk to the Group's earnings arising from changes in interest rates, currency exchange rates, credit spreads, or from fluctuations in bond, commodity or equity prices.

Market risk arises when changes in market rates, prices and volatilities lead to a decline in the value of assets and liabilities, including financial derivatives. Market risk is generated through both trading and banking book activities.

ANZ conducts trading operations in interest rates, foreign exchange, commodities and securities.

ANZ has a detailed risk management and control framework to support its trading and balance sheet activities. The framework incorporates a risk measurement approach to quantify the magnitude of market risk within trading and balance sheet portfolios. This approach and related analysis identifies the range of possible outcomes that can be expected over a given period of time, establishes the relative likelihood of those outcomes and allocates an appropriate amount of capital to support these activities.

Group-wide responsibility for the strategies and policies relating to the management of market risk lies with the Board Risk Committee. Responsibility for day to day management of both market risks and compliance with market risk policy is delegated by the Risk Committee to the Credit and Market Risk Committee (CMRC) and the Group Asset & Liability Committee (GALCO). The CMRC, chaired by the Chief Risk Officer, is responsible for the oversight of market risk. All committees receive regular reporting on the range of trading and balance sheet market risks that ANZ incurs.

Within overall strategies and policies, the control of market risk at the Group level is the joint responsibility of Business Units and Risk Management, with the delegation of market risk limits from the Board and CMRC allocated to both Risk Management and the Business Units.

The management of Risk Management is supported by a comprehensive limit and policy framework to control the amount of risk that the Group will accept. Market risk limits are allocated at various levels and are reported and monitored by Market Risk on a daily basis. The detailed limit framework allocates individual limits to manage and control asset classes (e.g. interest rates, equities), risk factors (e.g. interest rates, volatilities) and profit and loss limits (to monitor and manage the performance of the trading portfolios).

Market risk management and control responsibilities

To facilitate the management, measurement and reporting of market risk, ANZ has grouped market risk into two broad categories:

a) Traded market risk

This is the risk of loss from changes in the value of financial instruments due to movements in price factors for both physical and derivative trading positions. Trading positions arise from transactions where ANZ acts as principal with customers, financial exchanges or interbank counterparties.

The principal risk categories monitored are:

- ▶ Currency risk is the potential loss arising from the decline in the value of a financial instrument due to changes in foreign exchange rates or their implied volatilities.
- ▶ Interest rate risk is the potential loss arising from the change in the value of a financial instrument due to changes in market interest rates or their implied volatilities.
- ▶ Credit spread risk is the potential loss arising from a change in value of an instrument due to a movement of its margin or spread relative to a benchmark.
- ▶ Commodity risk is the potential loss arising from the decline in the value of a financial instrument due to changes in commodity prices or their implied volatilities.
- ▶ Equity risk is the potential loss arising from the decline in the value of a financial instrument due to changes in equity prices or their implied volatilities.

b) Non-traded market risk (or balance sheet risk)

This comprises the management of non-traded interest rate risk, liquidity, and the risk to the Australian dollar denominated value of the Group's capital and earnings as a result of foreign exchange rate movements.

Some instruments do not fall into either category that also expose ANZ to market risk. These include equity securities classified as available-for-sale financial assets.

Value at Risk (VaR) measure

A key measure of market risk is Value at Risk (VaR). VaR is a statistical estimate of the possible daily loss and is based on historical market movements.

ANZ measures VaR at a 99% confidence interval. This means that there is a 99% chance that the loss will not exceed the VaR estimate on any given day.

The Group's standard VaR approach for both traded and non-traded risk is historical simulation. The Group calculates VaR using historical changes in market rates, prices and volatilities over the previous 500 business days. Traded and non-traded VaR is calculated using a one-day holding period.

It should be noted that because VaR is driven by actual historical observations, it is not an estimate of the maximum loss that the Group could experience from an extreme market event. As a result of this limitation, the Group utilises a number of other risk measures (e.g. stress testing) and risk sensitivity limits to measure and manage market risk.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Traded Market Risk

Below are the aggregate Value at Risk (VaR) exposures at a 99% confidence level covering both physical and derivatives trading positions for the Bank's principal trading centres.

	30 September 2014				30 September 2013			
	As at \$m	High for year \$m	Low for year \$m	Average for year \$m	As at \$m	High for year \$m	Low for year \$m	Average for year \$m
Consolidated								
Value at risk at 99% confidence								
Foreign exchange	11.9	18.5	1.7	8.9	3.0	12.6	2.3	5.2
Interest rate	10.4	16.6	3.8	8.1	3.9	11.6	2.8	5.8
Credit	5.8	5.8	2.7	3.8	4.2	8.6	2.8	4.2
Commodity	2.0	2.8	0.9	1.4	1.6	4.2	1.2	2.3
Equity	1.3	2.5	0.4	1.0	1.4	3.4	0.6	1.6
Diversification benefit	(18.6)	n/a	n/a	(10.5)	(8.5)	n/a	n/a	(10.4)
	12.8	22.9	5.5	12.7	5.6	13.6	4.9	8.7
	30 September 2014				30 September 2013			
	As at \$m	High for year \$m	Low for year \$m	Average for year \$m	As at \$m	High for year \$m	Low for year \$m	Average for year \$m
The Company								
Value at risk at 99% confidence								
Foreign exchange	12.0	18.3	1.7	8.8	3.0	11.5	2.3	5.2
Interest rate	10.0	15.4	3.8	7.7	3.7	12.8	2.6	5.8
Credit	6.0	6.0	2.5	3.6	3.8	8.6	2.7	4.1
Commodity	2.0	2.8	0.9	1.4	1.6	4.2	1.2	2.3
Equity	1.3	2.5	0.4	1.0	1.4	3.4	0.6	1.6
Diversification benefit	(18.9)	n/a	n/a	(10.3)	(8.6)	n/a	n/a	(10.4)
	12.4	21.0	5.3	12.2	4.9	12.9	4.7	8.6

VaR is calculated separately for foreign exchange, interest rate, credit, commodity and equities and for the Group. The diversification benefit reflects the historical correlation between these products. Electricity commodities risk is measured under the standard approach for regulatory purposes.

To supplement the VaR methodology, ANZ applies a wide range of stress tests, both on individual portfolios and at a Group level. ANZ's stress-testing regime provides senior management with an assessment of the financial impact of identified extreme events on market risk exposures of ANZ. Standard stress tests are applied on a daily basis and measure the potential loss arising from applying extreme market movements to individual and groups of individual price factors. Extraordinary stress tests are applied monthly and measure the potential loss arising as a result of scenarios generated from major financial market events.

31: Financial Risk Management (continued)

Non-traded Market Risk (Balance Sheet Risk)

The principal objectives of balance sheet management are to maintain acceptable levels of interest rate and liquidity risk to mitigate the negative impact of movements in interest rates on the earnings and market value of the Group's banking book, while ensuring the Group maintains sufficient liquidity to meet its obligations as they fall due.

Interest rate risk

The objective of balance sheet interest rate risk management is to secure stable and optimal net interest income over both the short (next 12 months) and long-term. Non-traded interest rate risk relates to the potential adverse impact of changes in market interest rates on the Group's future net interest income. This risk arises from two principal sources: mismatches between the repricing dates of interest bearing assets and liabilities; and the investment of capital and other non-interest bearing liabilities in interest bearing assets. Interest rate risk is reported using various techniques including: VaR and scenario analysis (to a 1% shock).

a) VaR non-traded interest rate risk

The repricing assumptions used to determine the VaR and 1% rate shock have been independently validated. Below are aggregate VaR figures covering non-traded interest rate risk.

	30 September 2014				30 September 2013			
	As at Sep 14 \$m	High for year Sep 14 \$m	Low for year Sep 14 \$m	Avg for year Sep 14 \$m	As at Sep 13 \$m	High for year Sep 13 \$m	Low for year Sep 13 \$m	Avg for year Sep 13 \$m
Consolidated								
Value at risk at 99% confidence								
Australia	41.8	64.5	39.1	50.1	66.3	71.8	25.5	49.3
New Zealand	8.9	11.4	8.9	10.4	12.6	17.9	10.0	13.2
Asia Pacific, Europe & America	9.1	10.6	8.9	9.8	9.7	11.1	4.2	6.3
Diversification benefit	(13.4)	n/a	n/a	(13.7)	(11.4)	n/a	n/a	(16.1)
	46.4	76.3	43.3	56.6	77.2	79.6	27.3	52.7
	30 September 2014				30 September 2013			
	As at Sep 14 \$m	High for year Sep 14 \$m	Low for year Sep 14 \$m	Avg for year Sep 14 \$m	As at Sep 13 \$m	High for year Sep 13 \$m	Low for year Sep 13 \$m	Avg for year Sep 13 \$m
The Company								
Value at risk at 99% confidence								
Australia	41.8	64.5	39.1	50.1	66.3	71.8	25.5	49.3
New Zealand	0.1	0.3	0.0	0.1	0.2	0.6	0.1	0.3
Asia Pacific, Europe & America	8.3	10.0	8.3	9.2	9.2	10.3	3.0	5.3
Diversification benefit	(4.2)	n/a	n/a	(0.9)	(1.8)	n/a	n/a	(3.3)
	46.0	71.6	42.0	58.5	73.9	76.3	26.5	51.6

VaR is calculated separately for the Australia, New Zealand and APEA geographies, as well as for the Group.

To supplement the VaR methodology, ANZ applies a wide range of stress tests, both on individual portfolios and at Group level. ANZ's stress testing regime provides senior management with an assessment of the financial impact of identified extreme events on market risk exposures of ANZ.

b) Scenario Analysis – a 1% shock on the next 12 months' net interest income

A 1% overnight parallel positive shift in the yield curve is modelled to determine the potential impact on net interest income over the succeeding 12 months. This is a standard risk measure which assumes the parallel shift is reflected in all wholesale and customer rates.

The figures in the table below indicate the outcome of this risk measure for the current and previous financial years – expressed as a percentage of reported net interest income. The sign indicates the nature of the rate sensitivity with a positive number signifying that a rate increase is positive for net interest income over the next 12 months.

	Consolidated		The Company	
	2014	2013	2014	2013
Impact of 1% rate shock				
As at period end	0.97%	1.00%	1.06%	1.16%
Maximum exposure	1.48%	1.72%	1.68%	2.04%
Minimum exposure	0.74%	1.00%	0.68%	1.16%
Average exposure (in absolute terms)	1.12%	1.29%	1.22%	1.55%

The extent of mismatching between the repricing characteristics and timing of interest bearing assets and liabilities at any point has implications for future net interest income. On a global basis, the Group quantifies the potential variation in future net interest income as a result of these repricing mismatches.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Interest rate risk (continued)

The repricing gaps themselves are constructed based on contractual repricing information. However, for those assets and liabilities where the contractual term to repricing is not considered to be reflective of the actual interest rate sensitivity (for example, products priced at the Group's discretion), a profile based on historically observed and/or anticipated rate sensitivity is used. This treatment excludes the effect of basis risk between customer pricing and wholesale market pricing.

Equity securities classified as available-for-sale

The portfolio of financial assets, classified as available-for-sale for measurement and financial reporting purposes, also contains equity investment holdings which predominantly comprise investments held for longer term strategic intentions. These equity investments are also subject to market risk which is not captured by the VaR measures for traded and non-traded market risks. Regular reviews are performed to substantiate valuation of the investments within the portfolio and the equity investments are regularly reviewed by management for impairment. The fair value of the equity securities can fluctuate.

The balance of available-for-sale equity securities for the Group amounts to \$37 million (2013: \$59 million) and \$22 million (2013: \$44 million) for the Company. Consequently any variation in value is unlikely to have a material impact on the Group.

Foreign currency risk – structural exposures

The investment of capital in foreign operations, such as branches, subsidiaries or associates with functional currencies other than the Australian dollar, exposes the Group to the risk of changes in foreign exchange rates.

The main operating (or functional) currencies of Group entities are the Australian dollar, the New Zealand dollar and the US dollar, with a number of overseas undertakings operating in various other currencies. The Group presents its consolidated financial statements in Australian dollars, as the Australian dollar is the dominant currency. The Group's consolidated balance sheet is therefore affected by exchange differences between the Australian dollar and functional currencies of foreign operations. Variations in the value of these overseas operations arising as a result of exchange differences are reflected in the foreign currency translation reserve in equity.

The Group routinely monitors this risk and conducts hedging, where it is expected to add shareholder value, in accordance with approved policies. The Group's exposures to structural foreign currency risks are managed with the primary objective of ensuring, where practical, that the consolidated capital ratios are neutral to the effect of changes in exchange rates.

Selective hedges were in place during the 2014 and 2013 financial years. For details on the hedging instruments used and effectiveness of hedges of net investments in foreign operations, refer to note 11 to these financial statements. The Group's economic hedges against New Zealand Dollar and US Dollar revenue streams are included within 'Trading derivatives' at note 11.

Liquidity Risk (Excludes Insurance and Funds Management)

Liquidity risk is the risk that the Group is unable to meet its payment obligations as they fall due, including repaying depositors or maturing wholesale debt, or that the Group has insufficient capacity to fund increases in assets. The timing mismatch of cash flows and the related liquidity risk is inherent in all banking operations and is closely monitored by the Group. The Group maintains a portfolio of liquid assets to manage potential stresses in funding sources. The minimum level of liquidity portfolio assets to hold is based on a range of ANZ specific and general market liquidity stress scenarios such that potential cash flow obligations can be met over the short to medium term.

The Group's liquidity and funding risks are governed by a set of principles which are approved by the ANZ Board Risk Committee. In response to the impact of the global financial crisis, the framework has been reviewed and updated. The following key components underpin the overall framework:

- ▶ Maintaining the ability to meet all payment obligations in the immediate term;
- ▶ Ensuring that the Group has the ability to meet 'survival horizons' under a range of ANZ specific and general market liquidity stress scenarios, at the site and Group-wide level, to meet cash flow obligations over the short to medium term;
- ▶ Maintaining strength in the Group's balance sheet structure to ensure long term resilience in the liquidity and funding risk profile;
- ▶ Limiting the potential earnings at risk implications associated with unexpected increases in funding costs or the liquidation of assets under stress;
- ▶ Ensuring the liquidity management framework is compatible with local regulatory requirements;
- ▶ Preparation of daily liquidity reports and scenario analysis, quantifying the Group's positions;
- ▶ Targeting a diversified funding base, avoiding undue concentrations by investor type, maturity, market source and currency;
- ▶ Holding a portfolio of high quality liquid assets to protect against adverse funding conditions and to support day-to-day operations; and
- ▶ Establishing detailed contingency plans to cover different liquidity crisis events.

Management of liquidity and funding risks are overseen by the GALCO.

31: Financial Risk Management (continued)

Scenario Modelling

A key component of the Group's liquidity management framework is scenario modelling. APRA requires ADIs to assess liquidity under different scenarios, including the 'going-concern' and 'name-crisis'.

'Going-concern': reflects the normal behaviour of cash flows in the ordinary course of business. APRA requires that the Group must be able to meet all commitments and obligations under a going concern scenario, within the ADIs normal funding capacity ('available to fund' limit), over at least the following 30 calendar days. In estimating the funding requirement, the Group models expected cash flows by reference to historical behaviour and contractual maturity data.

'Name-crisis': refers to a potential name-specific liquidity crisis which models the behaviour of cash flows where there is a problem (real or perceived) which may include, but is not limited to, operational issues, doubts about the solvency of the Group or adverse rating changes. Under this scenario the Group may have significant difficulty rolling over or replacing funding. Under a name crisis, APRA requires the Group to be cash flow positive over a five business day period.

'Survival horizons': The Global financial crisis has highlighted the importance of differentiating between stressed and normal market conditions in a name-specific crisis, and the different behaviour that offshore and domestic wholesale funding markets can exhibit during market stress events. As a result, the Group has enhanced its liquidity risk scenario modelling, to supplement APRA's statutory requirements.

The Group has linked its liquidity risk appetite to defined liquidity 'survival horizons' (i.e. the time period under which ANZ must maintain a positive cash flow position under a specific scenario or stress). Under these scenarios, customer and/or wholesale balance sheet asset/liability flows are stressed. The following stressed scenarios are modelled:

- ▶ Extreme Short Term Crisis Scenario (ESTC): A name-specific stress during a period of market stress.
- ▶ Short Term Crisis Scenario (NSTC): A name-specific stress during a period of normal markets conditions.

- ▶ Global Funding Market Disruption (GFMD): Stressed global wholesale funding markets leading to a closure of domestic and offshore markets.
- ▶ Offshore Funding Market Disruption (OFMD): Stressed global wholesale funding markets leading to a closure of offshore markets only.

Each of ANZ's operations is responsible for ensuring its compliance with all scenarios that are required to be modelled. Additionally, we measure, monitor and manage all modelled liquidity scenarios on an aggregated Group-wide level.

The above represents the current framework, this will be updated accordingly in 2015 to reflect Basel 3 related changes.

Liquidity Portfolio Management

The Group holds a diversified portfolio of cash and high credit quality securities that may be sold or pledged to provide same-day liquidity. This portfolio helps protect the Group's liquidity position by providing cash in a severely stressed environment. All assets held in the prime portfolio are securities eligible for repurchase under agreements with the applicable central bank (i.e. 'repo eligible').

The liquidity portfolio is well diversified by counterparty, currency and tenor. Under the liquidity policy framework, securities purchased for ANZ's liquidity portfolio must be of a similar or better credit quality to ANZ's external long-term or short-term credit ratings and continue to be repo eligible.

Supplementing the prime liquid asset portfolio, the Group holds additional liquidity;

- ▶ central bank deposits with the US Federal Reserve, Bank of England and Bank of Japan of \$21.8 billion,
- ▶ Australian Commonwealth and State Government securities of \$8.4 billion and gold & precious metals of \$3.0 billion, and,
- ▶ cash and other securities to satisfy local country regulatory liquidity requirements which are not included in the liquid assets below.

Eligible securities

Prime liquidity portfolio (market values ¹)	2014 \$m	2013 \$m
Australia	31,710	27,787
New Zealand	11,450	11,095
United States	4,296	2,067
United Kingdom	5,844	5,129
Singapore	2,853	3,106
Hong Kong	1,166	596
Japan	1,250	1,359
Prime Liquidity Portfolio (excluding Internal RMBS)	58,569	51,139
Internal RMBS (Australia)	43,500	35,677
Internal RMBS (New Zealand)	5,089	3,738
Total Prime Portfolio	107,158	90,554
Other Eligible Securities	33,200	31,013
Total	140,358	121,567

1 Market value is post the repo discount applied by the applicable central bank.

31: Financial Risk Management (continued)

Liquidity Crisis Contingency Planning

The Group maintains APRA-endorsed liquidity crisis contingency plans defining an approach for analysing and responding to a liquidity threatening event at a country and Group-wide level. To align with the enhanced liquidity scenario analysis framework, crisis management strategies are assessed against the Group's crisis stress scenarios.

The framework is compliant with APRA's key liquidity contingency crisis planning requirements and guidelines and includes:

- ▶ The establishment of crisis severity/stress levels;
- ▶ Clearly assigned crisis roles and responsibilities;
- ▶ Early warning signals indicative of an approaching crisis, and mechanisms to monitor and report these signals;
- ▶ Crisis Declaration Assessment processes, and related escalation triggers set against early warning signals;
- ▶ Outlined action plans, and courses of action for altering asset and liability behaviour;
- ▶ Procedures for crisis management reporting, and making up cash-flow shortfalls;
- ▶ Guidelines determining the priority of customer relationships in the event of liquidity problems; and
- ▶ Assigned responsibilities for internal and external communications.

Regulatory Change

The Basel 3 Liquidity changes include the introduction of two liquidity ratios to measure liquidity risk (the Liquidity Coverage Ratio (LCR) in 2015 and the Net Stable Funding Ratio (NSFR), expected implementation 2018). A component of the liquidity required under the new standards will be met via the Committed Liquidity Facility (CLF) from the Reserve Bank of Australia (RBA). The Group remains well placed to meet these requirements.

The proposed LCR external disclosures will formally begin from March 2015, and are largely as expected and in line with the previously released Basel proposals. The LCR will be externally disclosed from 31st March 2015 reporting date, and for each subsequent financial reporting period thereafter. The disclosure will be the average of the previous quarter rather than a spot LCR, and will represent the position of the Level 2 entity.

The Basel 3 revised standard on NSFR, released in January 2014, is currently undergoing a global review with the expectation of it being implemented in 2018.

Group Funding

ANZ manages its funding profile using a range of funding metrics and balance sheet disciplines. This approach is designed to ensure that an appropriate proportion of the Group's assets are funded by stable funding sources including core customer deposits, longer-dated wholesale funding (with a remaining term exceeding one year) and equity.

The Group's global wholesale funding strategy is designed to deliver a sustainable portfolio of wholesale funds that balances cost efficiency against prudent diversification and duration.

Funding plans and performance relative to those plans are reported regularly to senior management via the Group Asset and Liability Committee (GALCO). These plans address customer balance sheet growth and changes in wholesale funding including, targeted funding volumes, markets, investors, tenors and currencies for senior, secured, subordinated and hybrid transactions. Plans are supplemented with a monthly forecasting process which reviews the funding position to-date in light of market conditions and balance sheet requirements.

Funding plans are generated through the three-year strategic planning process and further refined by the annual funding plan and approved by the Board. Asset and deposit plans are submitted at the business segment level with the wholesale funding requirements then derived at the geographic level. To the extent that asset growth exceeds funding generated from customer deposits, additional wholesale funds are sourced.

Short-term wholesale funding requirements, with a contractual maturity of less than one year, are managed through Group Treasury and local Markets operations. Long-term wholesale funding is managed and executed through Group Treasury operations in Australia and New Zealand.

Funding Position 2014

ANZ targets a diversified funding base, avoiding undue concentrations by investor type, maturity, market source and currency.

\$23.9 billion of term wholesale debt (with a remaining term greater than one year as at 30 September 2014) was issued during the year. In addition, \$1.6 billion of ANZ Capital Notes were issued.

- ▶ All wholesale funding needs were comfortably met.
- ▶ The weighted average tenor of new term debt was 4.9 years (4.3 years in 2013).
- ▶ The average term debt portfolio costs are slowly reducing however remain substantially above pre-crisis levels.

31: Financial Risk Management (continued)

The following tables show the Group's funding composition:

Funding composition	2014 \$m	2013 \$m
Customer deposits and other liabilities¹		
Australia	161,108	152,371
International & Institutional Banking	182,701	163,151
New Zealand	51,360	46,494
Global Wealth	13,844	11,569
GTSO and Group Centre	(5,294)	(4,756)
Total customer deposits	403,719	368,829
Other²	14,502	13,158
Total customer deposits and other liabilities (funding)	418,221	381,987
Wholesale funding³		
Debt issuances ⁴	79,291	69,570
Subordinated debt	13,607	12,804
Certificates of deposit (wholesale)	52,754	58,276
Commercial paper	15,152	12,255
Other wholesale borrowings ⁵	42,460	38,813
Total wholesale funding	203,264	191,718
Shareholders equity (excl preference shares)	48,413	44,732
Total funding maturity		
Total short term wholesale funding ⁶	14%	15%
Long term wholesale funding ⁷		
– less than 1 year residual maturity	3%	3%
– greater than 1 year residual maturity	12%	12%
Total customer deposits and other liabilities (funding)	63%	62%
Shareholders' equity and hybrid debt	8%	8%
Total funding and shareholders' equity excluding preference share capital	100%	100%

1 Includes term deposits, other deposits and an adjustment recognised in Group Centre to eliminate Global Wealth investments in ANZ deposit products.

2 Includes interest accruals, payables and other liabilities, provisions and net tax provisions, excluding other liabilities in Global Wealth.

3 Liability for acceptances have been removed as they do not provide net funding.

4 Excludes term debt issued externally by Global Wealth.

5 Includes borrowings from banks, net derivative balances, special purpose vehicles, other borrowings and Euro Trust Securities (preference shares).

6 RBA open-repo arrangement netted down by exchange settlement account cash balance.

7 Long term wholesale funding amounts are stated at original hedged exchange rates. Movements due to currency fluctuations in actual amounts borrowed are classified as short term wholesale funding.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

Contractual maturity analysis of the Group's liabilities

The table below analyses the Group and Company's contractual liabilities, within relevant maturity groupings based on the earliest date on which the Group or Company may be required to pay. The amounts represent principal and interest cash flows and hence may differ compared to the amounts reported on the balance sheet.

It should be noted that this is not how the Group manages its liquidity risk. The management of this risk is detailed above.

Contractual maturity analysis of financial liabilities at 30 September:

	Less than 3 months ¹ \$m	3 to 12 months \$m	1 to 5 years \$m	After 5 years \$m	No maturity specified ² \$m	Total \$m
Consolidated at 30 September 2014						
Collateral received	5,599	–	–	–	–	5,599
Settlement balances owed by ANZ	10,114	–	–	–	–	10,114
Deposits and other borrowings						
Deposits from banks	35,483	2,715	32	–	–	38,230
Certificates of deposit	29,775	9,478	14,972	100	–	54,325
Term deposits	139,549	47,877	6,919	130	–	194,475
Other deposits interest bearing	193,220	–	–	–	–	193,220
Deposits not bearing interest	16,404	–	–	–	–	16,404
Commercial paper	5,803	9,351	–	–	–	15,154
Borrowing corporations' debt	521	572	306	–	–	1,399
Other borrowing	260	–	–	–	–	260
Liability for acceptances	1,151	–	–	–	–	1,151
Debt issuances ³	4,585	12,268	55,049	12,989	–	84,891
Subordinated debt ^{3,4}	45	228	6,868	7,129	1,087	15,357
Policyholder liabilities	34,038	–	–	–	516	34,554
External unit holder liabilities (life insurance funds)	3,181	–	–	–	–	3,181
Derivative liabilities (trading) ⁵	46,831	–	–	–	–	46,831
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(21,655)	(23,313)	(81,464)	(26,370)	–	(152,802)
Pay leg	21,433	23,696	80,951	24,976	–	151,056
– other balance sheet management						
Receive leg	(10,663)	(10,793)	(16,258)	(7,041)	–	(44,755)
Pay leg	10,691	10,994	16,337	7,270	–	45,292
Consolidated at 30 September 2013						
Collateral received	3,921	–	–	–	–	3,921
Settlement balances owed by ANZ	8,695	–	–	–	–	8,695
Deposits and other borrowings						
Deposits from banks	25,072	2,161	8	–	–	27,241
Certificates of deposit	34,310	10,361	15,492	–	–	60,163
Term deposits	137,218	47,934	4,601	111	–	189,864
Other deposits interest bearing	166,587	–	–	–	–	166,587
Deposits not bearing interest	14,446	–	–	–	–	14,446
Commercial paper	6,021	6,246	–	–	–	12,267
Borrowing corporations' debt	372	687	351	–	–	1,410
Other borrowing	315	–	–	–	–	315
Liability for acceptances	812	–	–	–	–	812
Debt issuances ³	3,116	10,624	51,256	10,858	–	75,854
Subordinated debt ^{3,4}	1,570	1,525	7,334	3,993	1,065	15,487
Policyholder liabilities	31,703	–	–	–	685	32,388
External unit holder liabilities (life insurance funds)	3,511	–	–	–	–	3,511
Derivative liabilities (trading) ⁵	39,557	–	–	–	–	39,557
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(17,475)	(28,736)	(79,312)	(23,167)	–	(148,690)
Pay leg	18,469	30,560	81,302	23,474	–	153,805
– other balance sheet management						
Receive leg	(9,127)	(11,791)	(14,640)	(5,645)	–	(41,203)
Pay leg	9,258	11,924	14,656	5,593	–	41,431

1 Includes at call instruments.

2 Includes perpetual investments brought in at face value only.

3 Any callable wholesale debt instruments have been included at their next call date.

4 Includes instruments that may be settled in cash or in equity, at the option of the Company.

5 The full mark-to-market of derivative liabilities held for trading purposes has been included in the 'less than 3 months' category.

31: Financial Risk Management (continued)

	Less than 3 months ¹ \$m	3 to 12 months \$m	1 to 5 years \$m	After 5 years \$m	No maturity specified ² \$m	Total \$m
The Company at 30 September 2014						
Collateral received	4,886	–	–	–	–	4,886
Settlement balances owed by ANZ	8,189	–	–	–	–	8,189
Deposits and other borrowings	–	–	–	–	–	–
Deposits from banks	34,637	2,715	21	–	–	37,373
Certificates of deposit	28,801	9,331	14,972	100	–	53,204
Term deposits	120,289	32,237	3,781	71	–	156,378
Other deposits interest bearing	160,889	–	–	–	–	160,889
Deposits not bearing interest	8,688	–	–	–	–	8,688
Commercial paper	3,669	6,086	–	–	–	9,755
Other borrowing	128	–	–	–	–	128
Liability for acceptances	717	–	–	–	–	717
Debt issuances ³	2,903	9,671	43,935	12,447	–	68,956
Subordinated debt ^{3,4}	45	228	6,868	7,139	343	14,623
Derivative liabilities (trading) ⁵	45,598	–	–	–	–	45,598
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(14,664)	(15,732)	(65,771)	(25,616)	–	(121,783)
Pay leg	9,182	8,001	10,517	6,274	–	33,974
– other balance sheet management						
Receive leg	(9,182)	(8,001)	(10,517)	(6,274)	–	(33,974)
Pay leg	9,227	8,174	10,573	6,503	–	34,477
The Company at 30 September 2013						
Collateral received	3,532	–	–	–	–	3,532
Settlement balances owed by ANZ	7,451	–	–	–	–	7,451
Deposits and other borrowings	–	–	–	–	–	–
Deposits from banks	24,265	2,160	8	–	–	26,433
Certificates of deposit	32,486	10,331	15,522	–	–	58,339
Term deposits	117,209	31,056	2,301	101	–	150,667
Other deposits interest bearing	138,372	–	–	–	–	138,372
Deposits not bearing interest	7,574	–	–	–	–	7,574
Commercial paper	3,926	4,097	–	–	–	8,023
Other borrowing	208	–	–	–	–	208
Liability for acceptances	484	–	–	–	–	484
Debt issuances ³	1,613	9,982	40,337	9,541	–	61,473
Subordinated debt ^{3,4}	1,552	1,504	7,334	3,993	322	14,705
Derivative liabilities (trading) ⁵	35,890	–	–	–	–	35,890
Derivative assets and liabilities (balance sheet management)						
– funding						
Receive leg	(10,426)	(19,887)	(64,244)	(21,332)	–	(115,889)
Pay leg	11,234	21,073	65,310	21,643	–	119,260
– other balance sheet management						
Receive leg	(7,760)	(9,343)	(10,091)	(4,983)	–	(32,177)
Pay leg	7,857	9,464	10,161	4,948	–	32,430

1 Includes at call instruments.

2 Includes perpetual investments brought in at face value only.

3 Any callable wholesale debt instruments have been included at their next call date.

4 Includes instruments that may be settled in cash or in equity, at the option of the Company.

5 The full mark-to-market of derivative liabilities held for trading purposes has been included in the 'less than 3 months' category.

Credit related contingencies

Undrawn facilities and issued guarantees comprise the nominal principal amounts of commitments, contingencies and other undrawn facilities and represents the maximum liquidity at risk position should all facilities extended be drawn.

The majority of undrawn facilities are subject to customers maintaining specific credit and other requirements or conditions. Many of these facilities are expected to be partially used, whereas others may never be required to be drawn upon. As such, the total of the nominal principal amounts is not necessarily representative of future liquidity risks or future cash requirements.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31: Financial Risk Management (continued)

The tables below analyse the Group's and Company's undrawn facilities and issued guarantees into relevant maturity groupings based on the earliest date on which ANZ may be required to pay.

	Consolidated			The Company		
	Less than 1 year \$m	More than 1 year \$m	Total \$m	Less than 1 year \$m	More than 1 year \$m	Total \$m
30 September 2014						
Undrawn facilities	193,984	–	193,984	153,985	–	153,985
Issued guarantees	40,075	–	40,075	34,916	–	34,916
	Consolidated			The Company		
	Less than 1 year \$m	More than 1 year \$m	Total \$m	Less than 1 year \$m	More than 1 year \$m	Total \$m
30 September 2013						
Undrawn facilities	170,670	–	170,670	134,622	–	134,622
Issued guarantees	36,532	–	36,532	31,849	–	31,849

Life insurance risk

Although not a significant contributor to the Group's balance sheet, the Group's insurance businesses give rise to unique risks which are managed separately from the Group's banking businesses. The nature of these risks and the manner in which they are managed is set out in note 47.

Operational risk management

Within ANZ, operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal risk, and the risk of reputational loss or damage arising from inadequate or failed internal processes, people and systems, but excludes strategic risk.

The ANZ Board has delegated its powers to the Risk Committee to approve the ANZ Operational Risk Framework which is in accordance with Australian Prudential Standard APS 115 Capital Adequacy: Advanced Measurement Approaches to Operational Risk. OREC is the primary senior executive management forum responsible for the oversight of operational risk and the compliance risk control environment. OREC supports the Risk Committee in relation to the carrying out of its role in connection with operational risk and compliance.

OREC monitors the state of operational risk and compliance management and will instigate any necessary corrective actions. Key responsibilities of OREC include:

- ▶ Ensuring the execution of ANZ's Operational Risk Measurement and Management Framework and Compliance Framework
- ▶ Ensuring the execution of Board approved Operational Risk and Compliance Policies
- ▶ Monitor and approve the treatment plans for Extreme rated risks
- ▶ Review material (actual, potential and near miss) operational risk and compliance events

Membership of OREC comprises senior executives and the committee is chaired by the Chief Risk Officer.

ANZ's Operational Risk Measurement and Management Framework (ORMMF) outlines the approach to managing operational risk. It specifically covers the minimum requirements that divisions/business units must undertake to identify, assess, measure, monitor, control and manage operational risk in accordance to the Board approved risk appetite. ANZ does not expect to eliminate all risks, but to ensure that the residual risk exposure is managed as low as reasonably practical based on a sound risk/reward analysis in the context of an international financial institution. ANZ's ORMMF is supported by specific policies and procedures with the effectiveness of the framework assessed through a series of governance and assurance reviews. This is supplemented by an independent review programme by Internal Audit.

Divisional Risk Committees and Business Unit Risk Forums manage and maintain oversight of operational and compliance risks supported by thresholds for escalation and monitoring which is used to inform and support senior management strategic business decision making. Day to day management of operational and compliance risk is the accountability of every employee. Business Units undertake operational risk activities as part of this accountability. Divisional risk personnel provide oversight of operational risk undertaken in the Business Units.

Group Operational Risk is responsible for exercising governance over operational risk through the management of the operational risk frameworks, policy development, framework assurance, operational risk measurement and capital allocations and reporting of operational risk issues to executive committees.

Group Compliance has global oversight responsibility for the ANZ Compliance Framework, and each division has responsibility for embedding the framework into its business operations, identifying applicable regulatory compliance obligations, and escalating when breaches occur. The Compliance Framework fosters an integrated approach where staff are responsible and accountable for compliance, either within their job role, or within their area of influence.

The integration of the Operational Risk Measurement and Management and Compliance Frameworks, supported by common policies, procedures and tools allows for a simple and consistent way to identify, assess, measure and monitor risks across ANZ.

In line with industry practice, ANZ obtains insurance cover from third party and captive providers to cover those operational risks where cost-effective premiums can be obtained. In conducting their business, Business Units are advised to act as if uninsured and not to use insurance as a guaranteed mitigation for operational risk. Business disruption is a critical risk to a bank's ability to operate, so ANZ has comprehensive business continuity, recovery and crisis management plans. The intention of the business continuity and recovery plans is to ensure critical business functions can be maintained, or restored in a timely fashion, in the event of material disruptions arising from internal or external events.

Group Operational Risk is responsible for maintaining ANZ's Advanced Measurement Approach (AMA) for operational risk. Operational risk capital is held to protect depositors and shareholders of the bank from rare and severe unexpected losses. ANZ maintains and calculates operational risk capital (including regulatory and economic capital), on at least a six monthly basis. The capital is calculated using scaled external loss data, internal loss data and scenarios as a direct input and risk registers as an indirect input.

32: Fair value of financial assets and financial liabilities

A significant number of financial instruments are carried on the balance sheet at fair value. The following disclosures set out the Group's fair value measurements, the various levels within which fair value measurements are categorised, and the valuation methodologies and techniques used. The fair value disclosure does not cover those instruments that are not considered financial instruments from an accounting perspective, such as intangible assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The determination of the fair value of financial instruments is fundamental to the financial reporting framework as all financial instruments are recognised initially at fair value and, with the exception of those financial instruments carried at amortised cost, are remeasured at fair value in subsequent periods.

On initial recognition, the best evidence of a financial instrument's fair value is the transaction price. However, in certain circumstances the initial fair value may be based on other observable current market transactions in the same instrument, without modification or repackaging, or on a valuation technique whose variables include only data from observable markets. For those financial instruments where the fair value at initial recognition would be based on unobservable inputs, the difference between the transaction price and the amount determined using a valuation technique (being the day one gain or loss) is not immediately recognised in the income statement.

Subsequent to initial recognition, the fair value of financial instruments measured at fair value is based on quoted market prices, where available. In cases where quoted market prices are not available, fair value is determined using market accepted valuation techniques that employ observable data. In limited cases where observable market data is not available, the input is estimated based on other observable market data, historical trends and other factors that may be relevant.

In the tables below, financial instruments have been allocated based on their accounting classification. The significant accounting policies in note 1 describe how the categories of financial assets and financial liabilities are measured and how income and expenses, including fair value gains and losses, are recognised.

(I) CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following tables set out the classification of financial asset and liability categories according to measurement bases together with their carrying amounts as reported on the balance sheet.

	At amortised cost	At fair value through profit or loss			Hedging	Available-for- sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
Consolidated 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	32,559	–	–	–	–	–	32,559
Settlement balances owed to ANZ	20,241	–	–	–	–	–	20,241
Collateral paid	5,459	–	–	–	–	–	5,459
Trading securities	–	–	49,692	49,692	–	–	49,692
Derivative financial instruments ¹	–	–	53,730	53,730	2,639	–	56,369
Available-for-sale assets	–	–	–	–	–	30,917	30,917
Net loans and advances ²	521,384	368	–	368	–	–	521,752
Regulatory deposits	1,565	–	–	–	–	–	1,565
Investments backing policy liabilities	–	33,579	–	33,579	–	–	33,579
Other financial assets	3,473	–	–	–	–	–	3,473
	584,681	33,947	103,422	137,369	2,639	30,917	755,606
Financial liabilities							
Settlement balances owed by ANZ	10,114	–	–	–	–	n/a	10,114
Collateral received	5,599	–	–	–	–	n/a	5,599
Derivative financial instruments ¹	–	–	51,475	51,475	1,450	n/a	52,925
Deposits and other borrowings	504,585	5,494	–	5,494	–	n/a	510,079
Debt issuances	76,655	3,441	–	3,441	–	n/a	80,096
Subordinated debt	13,607	–	–	–	–	n/a	13,607
Policy liabilities ³	516	34,038	–	34,038	–	n/a	34,554
External unit holder liabilities (life insurance funds)	–	3,181	–	3,181	–	n/a	3,181
Payables and other liabilities	7,075	–	3,870	3,870	–	n/a	10,945
	618,151	46,154	55,345	101,499	1,450	n/a	721,100

¹ Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

² Fair value hedging is applied to financial assets within loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

³ Includes life insurance contract liabilities of \$516 million (2013: \$685 million) measured in accordance with AASB 1038 Life insurance contract liabilities and life investment contract liabilities of \$34,038 million (2013: \$31,703 million) which have been designated at fair value through profit or loss in terms under AASB 139. None of the fair value is attributable to changes in the credit risk of the life investment contract liabilities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

32: Fair Value of Financial Assets and Financial Liabilities (continued)

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
Consolidated 30 September 2013	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	25,270	–	–	–	–	–	25,270
Settlement balances owed to ANZ	19,225	–	–	–	–	–	19,225
Collateral paid	6,530	–	–	–	–	–	6,530
Trading securities	–	–	41,288	41,288	–	–	41,288
Derivative financial instruments ¹	–	–	43,688	43,688	2,190	–	45,878
Available-for-sale assets	–	–	–	–	–	28,277	28,277
Net loans and advances ²	483,128	136	–	136	–	–	483,264
Regulatory deposits	2,106	–	–	–	–	–	2,106
Investments backing policy liabilities	–	32,083	–	32,083	–	–	32,083
Other financial assets	3,655	–	–	–	–	–	3,655
	539,914	32,219	84,976	117,195	2,190	28,277	687,576
Financial liabilities							
Settlement balances owed by ANZ	8,695	–	–	–	–	n/a	8,695
Collateral received	3,291	–	–	–	–	n/a	3,291
Derivative financial instruments ¹	–	–	45,653	45,653	1,856	n/a	47,509
Deposits and other borrowings	462,675	4,240	–	4,240	–	n/a	466,915
Debt issuances	64,776	5,600	–	5,600	–	n/a	70,376
Subordinated debt	12,104	700	–	700	–	n/a	12,804
Policy liabilities ³	685	31,703	–	31,703	–	n/a	32,388
External unit holder liabilities (life insurance funds)	–	3,511	–	3,511	–	n/a	3,511
Payables and other liabilities	6,415	–	2,530	2,530	–	n/a	8,945
	558,641	45,754	48,183	93,937	1,856	n/a	654,434

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

3 Includes life insurance contract liabilities of \$516 million (2013: \$685 million) measured in accordance with AASB 1038 Life insurance contract liabilities and life investment contract liabilities of \$34,038 million (2013: \$31,703 million) which have been designated at fair value through profit or loss in terms under AASB 139. None of the fair value is attributable to changes in the credit risk of the life investment contract liabilities.

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
		Designated on initial recognition	Held for trading	Sub-total			
The Company 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets							
Cash	30,655	–	–	–	–	–	30,655
Settlement balances owed to ANZ	18,150	–	–	–	–	–	18,150
Collateral paid	4,873	–	–	–	–	–	4,873
Trading securities	–	–	38,049	38,049	–	–	38,049
Derivative financial instruments ¹	–	–	50,549	50,549	2,333	–	52,882
Available-for-sale assets	–	–	–	–	–	26,151	26,151
Net loans and advances ²	414,989	77	–	77	–	–	415,066
Regulatory deposits	434	–	–	–	–	–	434
Due from controlled entities	99,194	–	–	–	–	–	99,194
Other financial assets	1,758	–	–	–	–	–	1,758
	570,053	77	88,598	88,675	2,333	26,151	687,212
Financial liabilities							
Settlement balances owed by ANZ	8,189	–	–	–	–	n/a	8,189
Collateral received	4,886	–	–	–	–	n/a	4,886
Derivative financial instruments ¹	–	–	49,201	49,201	1,273	n/a	50,474
Deposits and other borrowings	423,076	96	–	96	–	n/a	423,172
Due to controlled entities	93,796	–	–	–	–	n/a	93,796
Debt issuances	61,531	2,630	–	2,630	–	n/a	64,161
Subordinated debt	12,870	–	–	–	–	n/a	12,870
Payables and other liabilities	4,111	–	3,556	3,556	–	n/a	7,667
	608,459	2,726	52,757	55,483	1,273	n/a	665,215

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

32: Fair Value of Financial Assets and Financial Liabilities (continued)

	At amortised cost	At fair value through profit or loss			Hedging	Available-for-sale assets	Total
	\$m	Designated on initial recognition \$m	Held for trading \$m	Sub-total \$m	\$m	\$m	\$m
The Company 30 September 2013							
Financial assets							
Cash	22,798	–	–	–	–	–	22,798
Settlement balances owed to ANZ	16,621	–	–	–	–	–	16,621
Collateral paid	5,638	–	–	–	–	–	5,638
Trading securities	–	–	31,464	31,464	–	–	31,464
Derivative financial instruments ¹	–	–	39,047	39,047	1,964	–	41,011
Available-for-sale assets	–	–	–	–	–	23,823	23,823
Net loans and advances ²	383,079	94	–	94	–	–	383,173
Regulatory deposits	990	–	–	–	–	–	990
Due from controlled entities	71,354	–	–	–	–	–	71,354
Other financial assets	1,750	–	–	–	–	–	1,750
	502,230	94	70,511	70,605	1,964	23,823	598,622
Financial liabilities							
Settlement balances owed by ANZ	7,451	–	–	–	–	n/a	7,451
Collateral received	3,531	–	–	–	–	n/a	3,531
Derivative financial instruments ¹	–	–	40,153	40,153	1,674	n/a	41,827
Deposits and other borrowings	385,449	–	–	–	–	n/a	385,449
Due to controlled entities	64,649	–	–	–	–	n/a	64,649
Debt issuances	51,368	5,600	–	5,600	–	n/a	56,968
Subordinated debt	11,362	700	–	700	–	n/a	12,062
Payables and other liabilities	3,844	–	2,403	2,403	–	n/a	6,247
	527,654	6,300	42,556	48,856	1,674	n/a	578,184

1 Derivative financial instruments classified as 'held for trading' include derivatives entered into as economic hedges which are not designated as accounting hedges.

2 Fair value hedging is applied to financial assets within loans and advances. The resulting fair value adjustments mean that the carrying value differs from the amortised cost.

(ii) MEASUREMENT OF FAIR VALUE

a) Valuation methodologies

ANZ has an established control framework that ensures fair value is either determined or validated by a function independent of the party that undertakes the transaction. The control framework ensures that all models are calibrated periodically to test that outputs reflect prices from observable current market transactions in the same instrument or other available observable market data.

Where quoted market prices are used, prices are independently verified from other sources. For fair values determined using a valuation model, the control framework may include, as applicable, independent development or validation of valuation models, any inputs to those models, any adjustments required outside of the valuation model and, where possible, independent validation of model outputs. In this way, continued appropriateness of the valuations is ensured.

In instances where the Group holds offsetting risk positions, the Group uses the portfolio exemption in AASB 13 to measure the fair value of such groups of financial assets and financial liabilities on the basis of the price that would be received to sell a net long position (that is, an asset) for a particular risk exposure or to transfer a net short position (that is, a liability) for a particular risk exposure.

The Group categorises its fair value measurements on the basis of inputs used in measuring fair value using the fair value hierarchy below:

- ▶ Level 1 – Financial instruments that have been valued by reference to unadjusted quoted prices in active markets for identical financial instruments. This category includes financial instruments valued using quoted yields where available for specific debt securities.
- ▶ Level 2 – Financial instruments that have been valued through valuation techniques incorporating inputs other than quoted prices within Level 1 that are observable for a similar financial asset or liability, either directly or indirectly.
- ▶ Level 3 – Financial instruments that have been valued using valuation techniques which incorporate significant inputs that are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS (continued)

32: Fair Value of Financial Assets and Financial Liabilities (continued)

(b) Valuation techniques and inputs used

In the event that there is no quoted market price for the instrument, fair value is based on valuation techniques. The valuation models incorporate the impact of bid/ask spreads, counterparty credit spreads, funding costs and other factors that would influence the fair value determined by market participants.

The majority of valuation techniques employ only observable market data. However, for certain financial instruments the valuation technique may employ some data (valuation inputs or components) which is not readily observable in the current market. In these cases valuation inputs (or components of the overall value) are derived and extrapolated from other relevant market data and tested against historic transactions and observed market trends. To the extent that valuation is based on models or inputs that are not observable in the market, the determination of fair value can be more subjective, dependent on the significance of the unobservable input to the overall valuation.

The following valuation techniques have been applied to determine the fair values of financial instruments where there is no quoted price for the instrument:

- ▶ For instruments classified as Trading security assets and Securities short sold, Derivative financial assets and liabilities, Available-for-sale financial assets, and Investments backing policy liabilities, fair value measurements are derived by using modelled valuations techniques (including discounted cash flow models) that incorporate market prices/yields for securities with similar credit risk, maturity and yield characteristics; and/or current market yields for similar instruments.
- ▶ For Net loans and advances, Deposits and other borrowings and Debt issuances, discounted cash flow techniques are used where contractual future cash flows of the instrument are discounted using discount rates incorporating wholesale market rates or market borrowing rates of debt with similar maturities or a yield curve appropriate for the remaining term to maturity.
- ▶ The fair value of external unit holder liabilities (life insurance funds) represents the external unit holder's share of the net assets of the consolidated managed funds, which are carried at fair value. The fair value of policy liabilities being liabilities of the insurance business is directly linked to the performance and value of the assets backing the liabilities. These liabilities are carried at fair value using observable inputs.

Further details of valuation techniques and significant unobservable inputs used in measuring fair values are described in (iii)(a) below.

There have been no substantial changes in the valuation techniques applied to different classes of financial instruments during the year.

(iii) FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE IN THE BALANCE SHEET

The table below provides an analysis of financial instruments carried at fair value at reporting date categorised according to the lowest level input into a valuation model or a valuation component that is significant to the reported fair value. The significance of the input is assessed against the reported fair value of the financial instrument and considers various factors specific to the financial instrument. The fair value has been allocated in full to the category in the fair value hierarchy which most appropriately reflects the determination of the fair value.

	Fair value measurements							
	Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)		Total	
Consolidated	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Financial assets								
Trading securities	45,857	37,645	3,835	3,643	–	–	49,692	41,288
Derivative financial instruments	472	826	55,791	44,852	106	200	56,369	45,878
Available-for-sale assets ¹	25,147	23,900	5,730	4,341	40	36	30,917	28,277
Investment backing policy liabilities	18,850	21,029	14,184	10,949	545	105	33,579	32,083
Net loans and advances (designated at fair value)	–	–	368	136	–	–	368	136
	90,326	83,400	79,908	63,921	691	341	170,925	147,662
Financial liabilities								
Payables and other liabilities ²	3,851	2,474	19	56	–	–	3,870	2,530
Derivative financial instruments	376	803	52,444	46,269	105	437	52,925	47,509
Deposits and other borrowings (designated at fair value)	–	–	5,494	4,240	–	–	5,494	4,240
Debt issuances (designated at fair value)	–	–	3,441	5,600	–	–	3,441	5,600
Policy liabilities ³	–	–	34,038	31,703	–	–	34,038	31,703
External unit holder liabilities (life insurance funds)	–	–	3,181	3,511	–	–	3,181	3,511
Subordinated debt (designated at fair value)	–	–	–	700	–	–	–	700
Total	4,227	3,277	98,617	92,079	105	437	102,949	95,793

1 During the period there were transfers from Level 1 to Level 2 of \$357 million for the Group following a reassessment of available pricing information causing the classification to be reconsidered as level 2. During the period there were also transfers from Level 2 to Level 1 of \$33 million for the Group following increased trading activity to support the quoted prices. Transfers into and out of Level 1 and Level 2 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

2 Represents securities short sold.

3 Policy liabilities relate to life investment contract liabilities only as these are designated at fair value through profit and loss.

32: Fair Value of Financial Assets and Financial Liabilities (continued)

The Company	Fair value measurements							Total
	Quoted market price (Level 1)		Using observable inputs (Level 2)		With significant non-observable inputs (Level 3)			
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	
Financial assets								
Trading securities	34,356	27,939	3,693	3,525	–	–	38,049	31,464
Derivative financial instruments	470	826	52,316	39,985	96	200	52,882	41,011
Available-for-sale assets ¹	22,265	20,905	3,864	2,889	22	29	26,151	23,823
Net loans and advances (designated at fair value)	–	–	77	94	–	–	77	94
	57,091	49,670	59,950	46,493	118	229	117,159	96,392
Financial liabilities								
Payables and other liabilities ²	3,537	2,347	19	56	–	–	3,556	2,403
Derivative financial instruments	373	803	49,998	40,587	103	437	50,474	41,827
Deposits and other borrowings (designated at fair value)	–	–	96	–	–	–	96	–
Debt issuances (designated at fair value)	–	–	2,630	5,600	–	–	2,630	5,600
Subordinated debt (designated at fair value)	–	–	–	700	–	–	–	700
Total	3,910	3,150	52,743	46,943	103	437	56,756	50,530

1 During the period there were transfers from Level 1 to Level 2 of \$60 million for the Company following a reassessment of available pricing information causing the classification to be reconsidered as Level 2. There were no transfers from Level 2 to Level 1 for the Company during the period. Transfers into Level 1 and Level 2 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

2 Represents securities short sold.

(iv) DETAILS OF FAIR VALUE MEASUREMENTS THAT INCORPORATE UNOBSERVABLE MARKET DATA

(a) Composition of Level 3 fair value measurements

The following table presents the composition of financial instruments measured at fair value with significant unobservable inputs (Level 3 fair value measurements).

Consolidated	Financial assets						Financial liabilities	
	Derivatives		Available-for-sale		Investments backing policy liabilities		Derivatives	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Asset backed securities	–	–	1	2	–	2	–	–
Illiquid corporate bonds	–	–	12	11	–	–	–	–
Structured credit products	58	137	–	–	–	–	(80)	(169)
Managed funds (suspended)	–	–	–	–	12	31	–	–
Alternative assets	–	–	27	23	533	72	–	–
Other derivatives	48	63	–	–	–	–	(25)	(268)
Total	106	200	40	36	545	105	(105)	(437)

The Company	Financial assets						Financial liabilities	
	Derivatives		Available-for-sale		Investments backing policy liabilities		Derivatives	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Asset backed securities	–	–	–	–	n/a	n/a	–	–
Illiquid corporate bonds	–	–	–	9	n/a	n/a	–	–
Structured credit products	58	137	–	–	n/a	n/a	(80)	(169)
Managed funds (suspended)	–	–	–	–	n/a	n/a	–	–
Alternative assets	–	–	22	20	n/a	n/a	–	–
Other derivatives	38	63	–	–	n/a	n/a	(23)	(268)
Total	96	200	22	29	n/a	n/a	(103)	(437)

Structured credit products comprise the structured credit intermediation trades that the Group entered into from 2004 to 2007 whereby it sold protection using credit default swaps over certain structures, and mitigated risk by purchasing protection via credit default swaps from US financial guarantors over the same structures. These trades are valued using complex models with certain inputs relating to the reference assets and derivative counterparties not being observable in the market. Such unobservable inputs include credit spreads and default probabilities contributing from 17% to 60% of the valuation. The assets underlying the structured credit products are diverse instruments with a wide range of credit spreads and default probabilities relevant to the valuation.

NOTES TO THE FINANCIAL STATEMENTS (continued)

32: Fair Value of Financial Assets and Financial Liabilities (continued)

The remaining Level 3 balances include Asset backed securities and Illiquid corporate bonds where the effect on fair value of issuer credit cannot be directly or indirectly observed in the market; Managed funds (suspended) comprising of fixed income and mortgage investments in managed funds that are illiquid and are not currently redeemable; Alternative assets that largely comprise investments in trusts which are illiquid and are not currently redeemable, as well as various investments in unlisted equity securities for which no active market exists; and Other derivatives which include reverse mortgage swaps where the mortality rate cannot be observed and long dated oil swaps where market data for the full tenor is unobservable.

(b) Movements in Level 3 fair value measurements

The following table sets out movements in Level 3 fair value measurements. Derivatives are categorised on a portfolio basis and classified as either financial assets or financial liabilities based on whether the closing balance is an unrealised gain or loss. This could be different to the opening balance.

	Financial assets						Financial liabilities	
	Derivatives		Available-for-sale		Investments backing policy liabilities		Derivatives	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Consolidated								
Opening balance	200	335	36	31	105	313	(437)	(475)
New purchases	–	–	4	3	447	11	–	–
Disposals (sales)	(9)	(79)	(12)	(3)	(34)	(183)	–	–
Cash settlements	–	–	–	–	–	–	19	57
Transfers:								
Transfers into Level 3 category	14	16	8	4	–	–	(13)	(7)
Transfers out of Level 3 category	(32)	–	–	–	(2)	–	254	–
Fair value gain/(loss) recorded in other operating income in the income statement ¹	(67)	(72)	–	–	29	(36)	72	(12)
Fair value gain/(loss) recognised in reserves in equity	–	–	4	1	–	–	–	–
Closing balance	106	200	40	36	545	105	(105)	(437)

	Financial assets						Financial liabilities	
	Derivatives		Available-for-sale		Investments backing policy liabilities		Derivatives	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
The Company								
Opening balance	200	335	29	26	n/a	n/a	(437)	(475)
New purchases	–	–	4	–	n/a	n/a	–	–
Disposals (sales)	(9)	(79)	(11)	(2)	n/a	n/a	–	–
Cash settlements	–	–	–	–	n/a	n/a	19	57
Transfers:					n/a	n/a		
Transfers into Level 3 category ²	6	16	–	4	n/a	n/a	(9)	(7)
Transfers out of Level 3 category ²	(31)	–	–	–	n/a	n/a	254	–
Fair value gain/(loss) recorded in other operating income in the income statement ¹	(70)	(72)	1	–	n/a	n/a	70	(12)
Fair value gain/(loss) recognised in reserves in equity	–	–	(1)	1	n/a	n/a	–	–
Closing balance	96	200	22	29	n/a	n/a	(103)	(437)

1 Relating to assets and liabilities held at the end of the period.

2 Transfers out of Level 3 relate principally to interest rate swaptions containing multi-callable features. The trade characteristics of the portfolio are such that inputs significant to the valuation are now observable. The transfers into Level 3 relate principally to interest rate swaps, cross currency swaps and foreign exchange forwards where activity in the market for those transactions has reduced causing certain significant inputs to now be deemed unobservable. Transfers into and out of Level 3 are deemed to have occurred as of the beginning of the reporting period in which the transfer occurred.

(c) Sensitivity to Level 3 data inputs

Where valuation techniques use assumptions due to significant data inputs not being directly observed in the market place (Level 3 inputs), changing these assumptions changes the resultant estimate of fair value. The majority of transactions in this category are 'back-to-back' in nature where ANZ either acts as a financial intermediary or hedges the market risks. Similarly, the valuation of Investments backing policy liabilities directly impacts the associated life investment contracts they relate to. In these circumstances, changes in the assumptions generally have minimal impact on the income statement and net assets of ANZ. An exception to this is the 'back-to-back' structured credit intermediation trades which create significant exposure to credit risk.

Principal inputs used in the determination of fair value of financial instruments included in the structured credit portfolio include counterparty credit spreads, market-quoted CDS prices, recovery rates, default probabilities, correlation curves and other inputs, some of which may not be directly observable in the market. The potential effect of changing prevailing unobservable inputs to reasonably possible alternative assumptions for valuing those financial instruments could result in less than a (+/-) \$10 million impact on profit. The ranges of reasonably possible alternative assumptions are established by application of professional judgement and analysis of the data available to support each assumption.

32: Fair Value of Financial Assets and Financial Liabilities (continued)

(d) Deferred fair value gains and losses

Where the fair value of a financial instrument at initial recognition is determined using unobservable data that is significant to the valuation of the instrument, the difference between the transaction price and the amount determined based on the valuation technique (day one gain or loss) is not immediately recognised in the income statement. Subsequently, the day one gain or loss is recognised in the income statement over the life of the transaction on a straight line basis or over the period until all inputs become observable.

The table below summarises the aggregate amount of day-one gains not yet recognised in the income statement and amounts which have been subsequently recognised.

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Opening balance	4	4	2	2
Deferral on new transactions	1	1	1	0
Amounts recognised in income statement during the period	(2)	(1)	(1)	0
Closing balance	3	4	2	2

The closing balance of unrecognised gains is predominantly related to derivative financial instruments.

(v) ADDITIONAL INFORMATION FOR FINANCIAL INSTRUMENTS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

(a) Financial assets designated at fair value through profit or loss

The category loans and advances includes certain loans designated at fair value through profit or loss in order to eliminate an accounting mismatch which would arise if the asset were otherwise carried at amortised cost. This mismatch arises as the derivative financial instruments which were acquired to mitigate interest rate risk of the loan and advances, are measured at fair value through profit or loss. By designating the economically hedged loans, the movements in the fair value attributable to changes in interest rate risk will also be recognised in the income statement in the same periods.

At balance date, the credit exposure of the Group on these assets was \$368 million (2013: \$136 million) and for the Company was \$77 million (2013: \$94 million). For the Group \$195 million (2013: \$66 million) and the Company \$77 million (2013: \$66 million) was mitigated by collateral held.

The cumulative change in fair value attributable to change in credit risk was, for the Group, a reduction to the assets of \$2 million (2013: reduction to the assets of \$2 million). For the Company the cumulative change to the assets was \$nil (2013: \$nil). The amount recognised in the income statement attributable to changes in credit risk for the Group was \$nil (2013: \$2 million gain) and for the Company \$nil (2013: \$nil).

The change in fair value of the designated financial assets attributable to changes in credit risk has been calculated by determining the change in credit rating and credit spread implicit in the loans and advances issued by entities with similar credit characteristics.

(b) Financial liabilities designated at fair value through profit or loss

Parts of Subordinated debt, Debt issuances and Deposits and other borrowings have been designated as financial liabilities at fair value through profit or loss in order to eliminate an accounting mismatch which would arise if the liabilities were otherwise carried at amortised cost. This mismatch arises as the derivatives acquired to mitigate interest rate risk within the financial liabilities are measured at fair value through profit or loss. Policy liabilities are designated at fair value through profit or loss in accordance with AASB 1038. External unitholder liabilities which are not included in the table below, represent the external unitholder share of the 'Investments backing policy liabilities' which are designated at fair value through profit or loss.

The table below compares the carrying amount of financial liabilities carried at full fair value, to the contractual amount payable at maturity and fair value gains and losses recognised during the period on liabilities carried at full fair value that are attributable to changes in ANZ's own credit rating.

	Policy liabilities		Deposits and other borrowings		Debt issuances		Subordinated debt	
Consolidated	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Carrying amount	34,038	31,703	5,494	4,240	3,441	5,600	–	700
Amount by which the consideration payable at maturity is greater/(less) than the carrying value	–	–	–	–	(62)	(158)	–	(5)
Cumulative change in liability value attributable to own credit risk:								
– opening cumulative increase/(decrease)	–	–	–	–	(13)	(60)	12	(4)
– increase/(decrease) recognised during the year	–	–	–	–	47	47	(12)	16
– closing cumulative increase/(decrease)	–	–	–	–	34	(13)	–	12

NOTES TO THE FINANCIAL STATEMENTS (continued)

32: Fair Value of Financial Assets and Financial Liabilities (continued)

	Deposits and other borrowings		Debt issuances		Subordinated debt	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
The Company						
Carrying amount	96	–	2,630	5,600	–	700
Amount by which the consideration payable at maturity is greater/(less) than the carrying value	–	–	(66)	(158)	–	(5)
Cumulative change in liability value attributable to own credit risk:						
– opening cumulative increase/(decrease)	–	–	(13)	(60)	12	(4)
– increase/(decrease) recognised during the year	–	–	46	47	(12)	16
– closing cumulative increase/(decrease)	–	–	33	(13)	–	12

For each of Subordinated debt, Debt issuances and Deposits and other borrowings, the change in fair value attributable to changes in credit risk has been determined as the amount of change in fair value that is not attributable to changes in market conditions that give rise to market risks (benchmark interest rate and foreign exchange rates). This approach is deemed appropriate as the changes in fair value arising from factors other than changes in own credit risk or changes in observed (benchmark) interest rates and foreign exchange rates are considered to be insignificant.

(vi) FINANCIAL ASSETS AND FINANCIAL LIABILITIES NOT MEASURED AT FAIR VALUE

The table below reflects the carrying amounts of financial instruments not measured at fair value on the Group's balance sheet and where the carrying amount is not considered a close approximation of fair value. The table also provides comparison of the carrying amount of these financial instruments to the Group's estimate of their fair value. The categorisation of the fair value into the levels within the fair value hierarchy is determined in accordance with the methodology set out on page(s) 153 (section ii).

	Carrying amount	Fair value (total)	Categorised into fair value hierarchy			Carrying amount	Fair value (total)
			Quoted market price (Level 1)	Using observable inputs (Level 2)	With significant non-observable inputs (Level 3)		
	2014 \$m	2014 \$m	2014 \$m	2014 \$m	2014 \$m	2013 \$m	2013 \$m
Consolidated							
Financial assets							
Net loans and advances	521,384	521,884	–	498,545	23,339	483,128	483,652
	521,384	521,884	–	498,545	23,339	483,128	483,652
Financial liabilities							
Deposits and other borrowings	504,585	504,760	–	504,760	–	462,675	462,913
Debt issuances	76,655	77,714	29,893	47,821	–	64,776	65,635
Subordinated debt	13,607	13,764	10,805	2,959	–	12,104	12,273
Total	594,847	596,238	40,698	555,540	–	539,555	540,821

	Carrying amount	Fair value (total)	Categorised into fair value hierarchy			Carrying amount	Fair value (total)
			Quoted market price (Level 1)	Using observable inputs (Level 2)	With significant non-observable inputs (Level 3)		
	2014 \$m	2014 \$m	2014 \$m	2014 \$m	2014 \$m	2013 \$m	2013 \$m
The Company							
Financial assets							
Net loans and advances	414,989	415,391	–	396,264	19,127	383,079	383,575
	414,989	415,391	–	396,264	19,127	383,079	383,575
Financial liabilities							
Deposits and other borrowings	423,076	423,222	–	423,222	–	385,449	385,635
Debt issuances	61,531	62,419	18,861	43,558	–	51,368	52,031
Subordinated debt	12,870	13,036	10,072	2,964	–	11,362	11,562
Total	497,477	498,677	28,933	469,744	–	448,179	449,228

The following sets out the Group's basis of establishing fair value of financial instruments not measured at fair value on the balance sheet. The valuation techniques employed are consistent with those used to calculate fair values of financial instruments carried at fair value. Certain Net loans and advances, Deposits and other borrowings and Debt issuances have been designated at fair value and are therefore excluded from the tables above.

32: Fair Value of Financial Assets and Financial Liabilities (continued)

Net loans and advances

The fair value has been determined through discounting future cash flows.

For Net loans and advances to banks, the fair value is derived by discounting cash flows using prevailing market rates for lending with similar credit quality.

For Net loans and advances to customers, the fair value is the present value of future cash flows, discounted using a curve which incorporates changes in wholesale market rates, the Group's cost of wholesale funding and the customer margin, as appropriate.

Deposits and other borrowings

For interest bearing fixed maturity deposits and other borrowings and acceptances with quoted market prices, market borrowing rates of interest for debt with a similar maturity are used to discount contractual cash flows to derive the fair value. The fair value of a deposit liability without a specified maturity or at call is deemed to be the amount payable on demand at the reporting date. The fair value is not adjusted for any value expected to be derived from retaining the deposit for a future period of time.

Debt issuances and Subordinated debt

The aggregate fair value of Debt issuances and Subordinated debt is calculated based on quoted market prices or observable inputs where applicable. For those debt issuances where quoted market prices were not available, a discounted cash flow model using a yield curve appropriate for the remaining term to maturity of the debt instrument used. The fair value includes the effects of the appropriate credit spreads applicable to ANZ for that instrument.

33: Maturity Analysis of Assets and Liabilities

The following is an analysis of asset and liability line items in the balance sheet that combine amounts expected to be realised or due to be settled within one year and after more than one year.¹

	2014			2013		
	Within one year \$m	After more than one year \$m	Total \$m	Within one year \$m	After more than one year \$m	Total \$m
Consolidated						
Available-for-sale assets	8,819	22,098	30,917	8,747	19,530	28,277
Net loans and advances	124,985	396,767	521,752	124,747	358,517	483,264
Investments backing policy liabilities	28,361	5,218	33,579	25,535	6,548	32,083
Deposits and other borrowings	488,862	21,217	510,079	448,206	18,709	466,915
Policy liabilities ²	34,554	–	34,554	32,388	–	32,388
Debt issuances	15,720	64,376	80,096	10,222	60,154	70,376
Subordinated debt ³	–	13,607	13,607	1,893	10,911	12,804

¹ Excludes asset and liability line items where the entire amount is considered as "within one year", "after more than one year" or having no specific maturities.

² Includes \$516 million (2013: \$685 million) that relates to life insurance contract liabilities.

³ Includes \$1,087 million (2013: \$1,065 million) that relates to perpetual notes.

NOTES TO THE FINANCIAL STATEMENTS (continued)

34: Offsetting

The following tables identify financial assets and liabilities which have been offset in the balance sheet (in accordance with AASB 132 – Financial Instruments: Presentation (AASB 132)) and those which have not been offset in the balance sheet but are subject to enforceable master netting agreements (or similar arrangements) with our trading counterparties. The effect of over collateralisation has not been taken into account. A description of the rights of set-off associated with financial assets and financial liabilities subject to master netting agreements or similar, including the nature of those rights, are described in note 31 – Financial Risk Management: Collateral Management.

	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Amount subject to master netting agreement or similar		
				Related amounts not offset in the statement of financial position		
				Financial instruments	Financial collateral (received)/pledged	Net amount
Consolidated 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	56,369	(5,236)	51,133	(41,871)	(5,048)	4,214
Reverse repurchase, securities borrowing and similar agreements ²	13,384	(5,928)	7,456	(20)	(7,436)	–
Total financial assets	69,753	(11,164)	58,589	(41,891)	(12,484)	4,214
Derivative liabilities	(52,925)	4,148	(48,777)	41,871	4,586	(2,320)
Repurchase, securities lending and similar agreements ³	(8,641)	8,588	(53)	20	33	–
Total financial liabilities	(61,566)	12,736	(48,830)	41,891	4,619	(2,320)

	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Total	Amount subject to master netting agreement or similar		
				Related amounts not offset in the statement of financial position		
				Financial instruments	Financial collateral (received)/pledged	Net amount
Consolidated 30 September 2013	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	45,878	(5,936)	39,942	(34,311)	(3,543)	2,088
Reverse repurchase, securities borrowing and similar agreements ²	8,477	(4,105)	4,372	(172)	(4,200)	–
Total financial assets	54,355	(10,041)	44,314	(34,483)	(7,743)	2,088
Derivative liabilities	(47,509)	4,947	(42,562)	34,311	5,702	(2,549)
Repurchase, securities lending and similar agreements ³	(1,540)	1,085	(455)	172	194	(89)
Total financial liabilities	(49,049)	6,032	(43,017)	34,483	5,896	(2,638)

1 The Group/Company does not have any arrangements that satisfy the conditions of AASB 132 to offset within the balance sheet.

2 Reverse repurchase agreements are presented in the balance sheet within cash if duration is less than 90 days. If maturity is greater than 90 days they are presented in net loans and advances.

3 Repurchase agreements are presented in the balance sheet within payables and other liabilities.

34: Offsetting (continued)

	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Amount subject to master netting agreement or similar			
			Total	Related amounts not offset in the statement of financial position		Net amount
				Financial instruments	Financial collateral (received)/ pledged	
The Company 30 September 2014	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	52,882	(4,230)	48,652	(40,541)	(4,458)	3,653
Reverse repurchase, securities borrowing and similar agreements ²	12,907	(5,451)	7,456	(20)	(7,436)	–
Total financial assets	65,789	(9,681)	56,108	(40,561)	(11,894)	3,653
Derivative liabilities	(50,474)	3,615	(46,859)	40,541	4,247	(2,071)
Repurchase, securities lending and similar agreements ³	(8,473)	8,420	(53)	20	33	–
Total financial liabilities	(58,947)	12,035	(46,912)	40,561	4,280	(2,071)
	Total amounts recognised in the balance sheet ¹	Amounts not subject to master netting agreement or similar	Amount subject to master netting agreement or similar			
			Total	Related amounts not offset in the statement of financial position		Net amount
				Financial instruments	Financial collateral (received)/ pledged	
The Company 30 September 2013	\$m	\$m	\$m	\$m	\$m	\$m
Derivative assets	41,011	(5,013)	35,998	(30,845)	(3,308)	1,845
Reverse repurchase, securities borrowing and similar agreements ²	8,241	(3,869)	4,372	(172)	(4,200)	–
Total financial assets	49,252	(8,882)	40,370	(31,017)	(7,508)	1,845
Derivative liabilities	(41,827)	3,677	(38,150)	30,845	5,233	(2,072)
Repurchase, securities lending and similar agreements ³	(1,341)	886	(455)	172	194	(89)
Total financial liabilities	(43,168)	4,563	(38,605)	31,017	5,427	(2,161)

1 The Group/Company does not have any arrangements that satisfy the conditions of AASB 132 to offset within the balance sheet.

2 Reverse repurchase agreements are presented in the balance sheet within cash if duration is less than 90 days. If maturity is greater than 90 days they are presented in net loans and advances.

3 Repurchase agreements are presented in the balance sheet within payables and other liabilities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

35: Segment Analysis

(i) DESCRIPTION OF SEGMENTS

The Group operates on a divisional structure with Australia, International and Institutional Banking (IIB), New Zealand and Global Wealth being the major operating divisions. The IIB and Global Wealth divisions are coordinated globally. Global Technology, Services and Operations (GTSO) and Group Centre provide support to the operating divisions, including technology, operations, shared services, property, risk management, financial management, strategy, marketing, human resources and corporate affairs. The Group Centre includes Group Treasury and Shareholder Functions.

The segments and product and services categories as reported below are consistent with internal reporting provided to the chief operating decision maker, being the Chief Executive Officer.

The primary sources of external revenue across all divisions are interest income, fee income and trading income. The Australia and New Zealand divisions derive revenue from products and services from retail and commercial banking. IIB derives its revenue from retail and institutional products and services as well as partnerships. Global Wealth derives revenue from funds management, insurance and private wealth.

During 2014, Operations, Technology, Property, and certain enablement functions supporting the operating divisions (including Human Resources, Risk, Finance and Legal) were transferred from the operating divisions to GTSO and Group Centre. Comparative information has been restated.

(ii) OPERATING SEGMENTS

Transactions between business units across segments within ANZ are conducted on an arms length basis.

Year ended 30 September 2014 (\$m)	Australia	International and Institutional Banking	New Zealand	Global Wealth	GTSO and Group Centre	Other items ¹	Group Total
External interest income	16,069	7,783	5,251	307	114	–	29,524
External interest expense	(5,159)	(2,965)	(2,624)	(442)	(4,538)	14	(15,714)
Adjustment for intersegment interest	(3,865)	(832)	(465)	302	4,861	(1)	–
Net interest income	7,045	3,986	2,162	167	437	13	13,810
Other external operating income	1,180	2,518	348	1,577	(359)	463	5,727
Share of associates' profit	3	511	1	–	2	–	517
Segment revenue	8,228	7,015	2,511	1,744	80	476	20,054
Other external expenses	(1,770)	(1,978)	(657)	(627)	(3,728)	–	(8,760)
Adjustments for intersegment expenses	(1,287)	(1,237)	(376)	(399)	3,299	–	–
Operating expenses	(3,057)	(3,215)	(1,033)	(1,026)	(429)	–	(8,760)
Profit before credit impairment and income tax	5,171	3,800	1,478	718	(349)	476	11,294
Credit impairment (charge)/release	(819)	(215)	8	2	35	3	(986)
Segment result before tax	4,352	3,585	1,486	720	(314)	479	10,308
Income tax expense	(1,304)	(882)	(416)	(195)	97	(325)	(3,025)
Non-controlling interests	–	(12)	–	–	–	–	(12)
Profit after income tax attributed to shareholders of the company	3,048	2,691	1,070	525	(217)	154	7,271
Non-cash expenses							
Depreciation and amortisation	(127)	(180)	(17)	(121)	(391)	(3)	(839)
Equity-settled share based payment expenses	(16)	(123)	(20)	(8)	(48)	–	(215)
Credit impairment (charge)/release	(819)	(215)	8	2	35	3	(986)
Financial position							
Goodwill	–	1,131	1,766	1,614	–	–	4,511
Investments in associates	11	4,485	3	6	77	–	4,582
Total external assets	290,726	342,880	89,443	50,465	(1,262)	(160)	772,092
Total external liabilities	173,105	300,620	73,078	55,444	120,587	(26)	722,808

¹ In evaluating the performance of the operating segments, certain items are removed from the operating segment result where they are not considered integral to the ongoing performance of the segment and are evaluated separately. These items are set out in part (iii) of this note (refer pages 206 to 207 for further analysis).

35: Segment Analysis (continued)

Year ended 30 September 2013 (\$m)	Australia	International and Institutional Banking	New Zealand	Global Wealth	GTSO and Group Centre	Other items ¹	Group Total
External interest income	16,424	7,384	4,452	317	50	–	28,627
External interest expense	(5,717)	(2,670)	(2,137)	(406)	(4,925)	(14)	(15,869)
Adjustment for intersegment interest	(4,037)	(1,045)	(452)	228	5,306	–	–
Net interest income	6,670	3,669	1,863	139	431	(14)	12,758
Other external operating income	1,187	2,434	346	1,387	(217)	145	5,282
Share of associates' profit	3	477	1	–	1	–	482
Segment revenue	7,860	6,580	2,210	1,526	215	131	18,522
Other external expenses	(1,646)	(1,786)	(619)	(573)	(3,633)	–	(8,257)
Adjustments for intersegment expenses	(1,321)	(1,199)	(341)	(382)	3,243	–	–
Operating expenses	(2,967)	(2,985)	(960)	(955)	(390)	–	(8,257)
Profit before credit impairment and income tax	4,893	3,595	1,250	571	(175)	131	10,265
Credit impairment (charge)/release	(820)	(317)	(37)	(4)	(19)	9	(1,188)
Segment result before tax	4,073	3,278	1,213	567	(194)	140	9,077
Income tax expense	(1,215)	(836)	(336)	(96)	48	(322)	(2,757)
Non-controlling interests	–	(10)	–	–	–	–	(10)
Profit after income tax attributed to shareholders of the company	2,858	2,432	877	471	(146)	(182)	6,310
Non-cash expenses							
Depreciation and amortisation	(106)	(164)	(38)	(125)	(347)	–	(780)
Equity-settled share based payment expenses	(19)	(109)	(18)	(13)	(41)	–	(200)
Credit impairment (charge)/release	(820)	(317)	(37)	(4)	(19)	9	(1,188)
Financial position							
Goodwill	–	1,122	1,763	1,614	–	–	4,499
Investments in associates	9	4,017	3	9	85	–	4,123
Total external assets	274,325	296,122	84,957	49,010	(1,227)	(192)	702,995
Total external liabilities	165,768	254,554	64,479	51,253	121,409	(71)	657,392

¹ In evaluating the performance of the operating segments, certain items are removed from the operating segment result, where they are not considered integral to the ongoing performance of the segment and are evaluated separately. These items are set out in part (iii) of this note (refer pages 206 to 207 for further analysis).

(iii) OTHER ITEMS

The table below sets out the profit after tax impact of other items.

Item	Related segment	Profit after tax	
		2014 \$m	2013 \$m
Treasury shares adjustment	Global Wealth	(24)	(84)
Revaluation of policy liabilities	Global Wealth	26	(46)
Economic hedging	International and Institutional Banking	72	57
Revenue and net investment hedges	GTSO and Group Centre	101	(159)
Structured credit intermediation trades	International and Institutional Banking	(21)	50
Total		154	(182)

NOTES TO THE FINANCIAL STATEMENTS (continued)

35: Segment Analysis (continued)

(iv) EXTERNAL SEGMENT REVENUE BY PRODUCTS AND SERVICES

The table below sets out revenue from external customers for groups of similar products and services. No single customer amounts to greater than 10% of the Group's revenue.

	Revenue ¹	
	2014 \$m	2013 \$m
Retail	7,154	6,595
Commercial	4,390	4,207
Wealth	1,744	1,526
Institutional	5,616	5,316
Partnerships	476	427
Other	674	451
	20,054	18,522

(v) GEOGRAPHICAL INFORMATION

The following table sets out revenue and non-current assets based on the geographical locations in which the Group operates.

Consolidated	Australia		APEA		New Zealand		Total	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Total external revenue ¹	12,926	12,510	3,650	3,193	3,478	2,819	20,054	18,522
Non-current assets ²	308,768	284,963	42,326	33,559	72,989	66,073	424,083	384,595

1 Includes net interest income.

2 Non-current assets referred to are assets that are expected to be recovered more than 12 months after balance date. They do not include financial instruments, deferred tax assets, post-employment benefits assets or rights under insurance contracts.

36: Notes to the Cash Flow Statement

a) Reconciliation of net profit after income tax to net cash provided by/(used in) operating activities

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Operating profit after income tax attributable to shareholders of the Company	7,271	6,310	6,272	5,387
Adjustment to reconcile operating profit after income tax to net cash provided by/(used in) operating activities				
Provision for credit impairment	986	1,188	974	1,132
Depreciation and amortisation	839	780	597	532
(Profit)/loss on sale of businesses	(146)	(20)	(136)	(11)
(Profit)/loss on sale of premises and equipment	40	2	14	(1)
Impairment on available-for-sale assets transferred to profit and loss	–	3	–	3
Net derivatives/foreign exchange adjustment	(1,257)	5,814	80	5,620
Equity settled share-based payments expense ¹	27	119	(5)	90
Other non-cash movements	(501)	(340)	(148)	(4)
Net (increase)/decrease in operating assets				
Collateral paid	1,271	348	957	237
Trading securities	(8,600)	768	(7,131)	(736)
Loans and advances	(35,154)	(30,137)	(29,408)	(24,119)
Investments backing policy liabilities	(1,802)	(3,402)	–	–
Net intra-group loans and advances	–	–	1,856	(3,734)
Interest receivable	(162)	133	(108)	197
Accrued income	9	(25)	28	(59)
Net tax assets	(182)	246	(644)	(273)
Net (decrease)/increase in operating liabilities				
Deposits and other borrowings	36,592	27,541	31,798	26,036
Settlement balances owed by ANZ	1,358	3,279	668	3,114
Collateral received	1,435	1,391	1,103	1,205
Life insurance contract policy liabilities	2,147	3,669	–	–
Payables and other liabilities	910	(1,025)	1,417	(1,475)
Interest payable	828	(464)	828	(464)
Accrued expenses	(136)	(17)	(124)	(74)
Provisions including employee entitlements	(130)	6	(131)	81
Total adjustments	(1,628)	9,857	2,485	7,297
Net cash provided by/(used in) operating activities	5,643	16,167	8,757	12,684

¹ The equity settled share-based payments expense is net of on-market share purchases of \$188 million (2013: \$81 million) in the Group and the Company used to satisfy the obligation.

NOTES TO THE FINANCIAL STATEMENTS (continued)

36: Notes to the Cash Flow Statement (continued)

b) Reconciliation of cash and cash equivalents

Cash and cash equivalents at the end of the period as shown in the Cash Flow Statement is reflected in the related items in the Balance Sheet as follows:

	Consolidated		The Company	
	2014 \$m	2013 ¹ \$m	2014 \$m	2013 ¹ \$m
Cash	32,559	25,270	30,655	22,798
Settlement balances owed to ANZ	15,670	15,841	14,393	13,481
Cash and cash equivalents in the Cash Flow Statement	48,229	41,111	45,048	36,279

1 Comparative amounts have changed. Refer to note 48 for details.

c) Acquisitions and disposals

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Cash (outflows) from acquisitions and investments (net of cash acquired)				
Purchases of controlled entities and businesses	–	(1)	–	–
Investments in controlled entities	–	–	(21)	(483)
Purchases of interest in associates	–	(1)	–	(1)
	–	(2)	(21)	(484)
Cash inflows from disposals (net of cash disposed)				
Disposals of controlled entities	148	56	156	–
Disposals of associates	103	25	93	25
	251	81	249	25

d) Non-cash financing activities

Dividends satisfied by share issue	851	843	851	843
Dividends satisfied by bonus share issue	81	71	81	71
	932	914	932	914

37: Controlled Entities

	Incorporated in	Nature of business
Ultimate parent of the Group		
Australia and New Zealand Banking Group Limited	Australia	Banking
All controlled entities are 100% owned unless otherwise noted.		
The material controlled entities of the Group are:		
ANZ Bank (Lao) Limited¹	Laos	Banking
ANZ Bank (Taiwan) Limited¹	Taiwan	Banking
ANZ Bank (Vietnam) Limited¹	Vietnam	Banking
ANZ Capel Court Limited	Australia	Securitisation Manager
ANZ Capital Hedging Pty Ltd	Australia	Hedging
ANZ Commodity Trading Pty Ltd	Australia	Finance
ANZcover Insurance Pty Ltd	Australia	Captive-Insurance
ANZ Funds Pty Ltd	Australia	Holding Company
ANZ Bank (Europe) Limited ¹	United Kingdom	Banking
ANZ Bank (Kiribati) Limited ^{1,2}	Kiribati	Banking
ANZ Bank (Samoa) Limited ¹	Samoa	Banking
ANZcover Insurance Pte Ltd ¹	Singapore	Captive-Insurance
ANZ Holdings (New Zealand) Limited ¹	New Zealand	Holding Company
ANZ Bank New Zealand Limited ¹	New Zealand	Banking
ANZ Investment Services (New Zealand) Limited ¹	New Zealand	Funds Management
ANZ New Zealand (Int'l) Limited ¹	New Zealand	Finance
ANZNZ Covered Bond Trust ¹	New Zealand	Finance
ANZ Wealth New Zealand Limited ¹	New Zealand	Holding Company
ANZ New Zealand Investments Ltd	New Zealand	Funds Management
OnePath Insurance Holdings (NZ) Limited ¹	New Zealand	Holding Company
OnePath Life (NZ) Limited ¹	New Zealand	Insurance
Arawata Assets Limited ¹	New Zealand	Property Holding Company
UDC Finance Limited ¹	New Zealand	Finance
ANZ International (Hong Kong) Limited ¹	Hong Kong	Holding Company
ANZ Asia Limited ¹	Hong Kong	Banking
ANZ Bank (Vanuatu) Limited ³	Vanuatu	Banking
ANZ International Private Limited ¹	Singapore	Holding Company
ANZ Singapore Limited ¹	Singapore	Merchant Banking
ANZ Royal Bank (Cambodia) Limited ^{1,2}	Cambodia	Banking
Votaint No. 1103 Pty Ltd	Australia	Investment
ANZ Lenders Mortgage Insurance Pty Ltd	Australia	Mortgage Insurance
ANZ Residential Covered Bond Trust	Australia	Finance
ANZ Wealth Australia Limited	Australia	Holding Company
OnePath Custodians Pty Limited	Australia	Trustee
OnePath Funds Management Limited	Australia	Funds Management
OnePath General Insurance Pty Limited	Australia	Insurance
OnePath Life Australia Holdings Pty Limited	Australia	Holding Company
OnePath Life Limited	Australia	Insurance
Australia and New Zealand Banking Group (PNG) Limited¹	Papua New Guinea	Banking
Australia and New Zealand Bank (China) Company Limited¹	China	Banking
Chongqing Liangping ANZ Rural Bank Company Limited¹	China	Banking
Citizens Bancorp	Guam	Holding Company
ANZ Guam Inc. ⁴	Guam	Banking
ANZ Finance Guam, Inc. ⁴	Guam	Finance
Esanda Finance Corporation Limited	Australia	General Finance
E*TRADE Australia Limited	Australia	Holding Company
E*TRADE Australia Securities Limited	Australia	Online Stockbroking
PT Bank ANZ Indonesia^{1,2}	Indonesia	Banking

1 Audited by overseas KPMG firms.

2 Non-controlling interests hold ordinary shares or units in the controlled entities listed above as follows: ANZ Bank (Kiribati) Limited – 150,000 \$1 ordinary shares (25%) (2013: 150,000 \$1 ordinary shares (25%)); PT Bank ANZ Indonesia – 16,500 IDR 1 million shares (1%) (2013: 16,500 IDR 1 million shares (1%)); ANZ Royal Bank (Cambodia) Limited – 319,500 USD100 ordinary shares (45%) (2013: 319,500 USD100 ordinary shares (45%)).

3 Audited by Hawkes Law.

4 Audited by Deloitte Guam.

NOTES TO THE FINANCIAL STATEMENTS (continued)

38: Associates

Significant associates of the Group are as follows:

	Carrying amount	
	2014 \$m	2013 \$m
AMMB Holdings Berhad ¹	1,465	1,282
PT Bank Pan Indonesia ²	795	692
Shanghai Rural Commercial Bank ³	1,443	1,261
Bank of Tianjin ⁴	710	601
Other individually immaterial associates (in aggregate)	169	287
Total carrying value of associates	4,582	4,123

1 AMMB Holdings Berhad (AmBank Group) provides a full suite of banking and insurance products and services in Malaysia and is listed on the Bursa Malaysia. This investment relates directly to the Group's Asia Pacific growth strategy.

2 PT Bank Pan Indonesia is a consumer and business bank in Indonesia and is listed on the Jakarta stock exchange. This investment relates directly to the Group's Asia Pacific growth strategy.

3 Shanghai Rural Commercial Bank is a rural commercial bank in China. This investment relates directly to the Group's Asia Pacific growth strategy.

4 Bank of Tianjin operates as a commercial bank in China offering products such as deposit accounts and loans. This investment relates directly to the Group's Asia Pacific growth strategy. Significant influence is established via representation on the Board of Directors.

a) Financial information on material associates

Set out below is the summarised financial information of each associate that is material to the Group. The summarised financial information is based on the associates' IFRS financial information.

	AMMB Holdings Berhad		PT Bank Pan Indonesia		Shanghai Rural Commercial Bank		Bank of Tianjin	
Principal place of business and country of incorporation	Malaysia		Indonesia		Peoples' Republic of China		Peoples' Republic of China	
Method of measurement in the Group's balance sheet	Equity method		Equity method		Equity method		Equity method	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Summarised results								
Revenue	3,356	2,671	688	739	2,331	1,709	1,637	1,269
Profit/(loss)	670	590	238	226	731	699	619	526
Other comprehensive income/(loss)	(14)	(7)	6	(6)	(78)	102	(62)	(2)
Total comprehensive income	656	583	244	220	653	801	557	524
Less: Total comprehensive income attributable to non-controlling interests	20	21	20	8	18	(11)	3	–
Total comprehensive income attributable to owners of associate	636	562	224	212	635	812	554	524
Summarised financial position								
Total assets ¹	45,090	43,981	16,011	14,367	85,056	71,758	85,683	70,998
Total liabilities ¹	38,591	38,220	13,776	12,457	77,634	65,305	80,627	67,572
Total Net assets ¹	6,499	5,761	2,235	1,909	7,422	6,453	5,056	3,426
Less: Non-controlling interests of associate	338	371	186	125	208	151	40	11
Net assets attributable to owners of associate	6,161	5,390	2,049	1,784	7,214	6,302	5,016	3,416
Reconciliation to carrying amount of Group's interest in associate								
Proportion of ownership interest held by the Group	24%	24%	39%	39%	20%	20%	14% ³	18%
Carrying amount at the beginning of the year	1,282	1,143	692	668	1,261	959	601	448
Group's share of total comprehensive income	151	134	87	83	127	162	86	93
Dividends received from associate	(59)	(50)	–	–	(24)	(23)	(19)	(17)
Group's share of other reserve movements of associate and FCTR adjustments	91	55	16	(59)	79	163	42	78
Carrying amount at the end of the year	1,465	1,282	795	692	1,443	1,261	710	601
Fair Value of Group's investment in associate ²	1,720	1,753	855	542	n/a	n/a	n/a	n/a

1 Includes fair value adjustments (including goodwill) made by the Group at the time of acquisition and adjustments for any differences in accounting policies.

2 Applicable to those investments in associates where there are published price quotations. Fair Value is based on a price per share and does not include any adjustments for holding size.

3 The Group did not participate in a rights issue in 2014 and as a result the Group's interest was reduced to 14%.

38: Associates (continued)

b) Other associates

The following table summarises, in aggregate, the Group's interest in associates that are considered individually immaterial for separate disclosure.

	2014 \$m	2013 \$m
Group's share of profit/(loss)	39	29
Group's share of other comprehensive income	2	–
Group's share of total comprehensive income	41	29
Carrying amount of Group's interest in associate that are individually immaterial	169	287

39: Structured Entities

A structured entity ('SE') is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes:

- ▶ restricted activities;
- ▶ a narrow and well-defined objective;
- ▶ insufficient equity to permit the SE to finance its activities without subordinated financial support; and/or
- ▶ financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

SEs are consolidated when control exists in accordance with the accounting policy disclosed in note 1(A)(vii). In other cases the Group may have an interest in or sponsor a SE but not consolidate it. This note provides further details on both consolidated and unconsolidated SEs.

The Group's involvement with SEs is mainly through securitisation, covered bond issuances, structured finance arrangements and funds management activities. SEs may be established either by the Group or by a third party.

Securitisation

The Group uses SEs to securitise customer loans and advances that it has originated in order to diversify its sources of funding for liquidity management. Such securitisation transactions involve transfers to an internal securitisation (bankruptcy remote) vehicle created for the purpose of structuring assets that are eligible for repurchase under agreements with the applicable central bank (i.e. Repo eligible). The internal securitisation SEs are consolidated (refer note 40 for further details).

The Group also establishes SEs on behalf of its customers to securitise their loans or receivables. The Group may manage these securitisation vehicles and/or provide liquidity or other support. Additionally, the Group may acquire interests in securitisation vehicles set up by third parties through holding securities issued by such entities. While the majority are unconsolidated, in limited circumstances the Group consolidates SEs used in securitisation when control exists.

Covered bond issuances

Certain loans and advances have been assigned to bankruptcy remote SEs to provide security for issuances of debt securities by the Group. The Group retains control of the SEs and accordingly they are consolidated (refer note 40 for further details).

Structured finance arrangements

The Group is involved with SEs established in connection with structured lending transactions to facilitate debt syndication and/or to ring-fence collateral assets. The Group is also involved with SEs established to own assets that are leased to customers in structured leasing transactions. Sometimes, the Group may also manage the SE, hold minor amounts of capital or provide risk management products (derivatives). The ability of the Group to participate in decisions about the relevant activities of these SEs varies. In most instances the Group does not control these SEs. Further, the Group's involvement typically does not establish more than a passive interest in decisions about the relevant activities and accordingly is not considered disclosable as discussed in (b) below.

Funds management activities

The Group's Global Wealth division conducts investment management and other fiduciary activities as responsible entity, trustee, custodian or manager for investment funds and trusts, including superannuation funds and wholesale and retail trusts (collectively 'Investment Funds'). The Investment Funds are financed through the issue of puttable units to investors and are considered by the Group to be SEs. The Group's exposure to Investment Funds includes holding units and receiving fees for services. Where the Group invests in Investment Funds on behalf of policyholders they are consolidated when control is deemed to exist.

(a) Financial or other support provided to consolidated structured entities

Pursuant to contractual arrangements, the Group provides financial support to consolidated SEs as outlined below (these represent intra-group transactions which are eliminated on consolidation):

- ▶ **Securitisation and covered bond issuances:**
The Group provides lending facilities, derivatives and commitments to these SEs and/or holds debt instruments that they have issued. Refer to note 40 for further details in relation to the Group's internal securitisation programmes and covered bond issuances.
- ▶ **Structured finance arrangements:**
The assets held by these SEs are normally pledged as collateral for finance provided. Certain consolidated SEs are financed entirely by the Group while others are financed by syndicated loan facilities in which the Group is a participant. The financing provided by the Group includes lending facilities where the Group's exposure is limited to the amount of the loan and any undrawn amount. Additionally the Group has provided Letters of Support to these consolidated SEs confirming that the Group will not demand repayment of the financing provided for the ensuing 12 month period.

The Group did not provide any non-contractual support to consolidated SEs during the year.

Other than as disclosed above the Group does not have any current intention of providing financial or other support.

NOTES TO THE FINANCIAL STATEMENTS (continued)

39: Structured Entities (continued)

(b) Group's interest in unconsolidated structured entities

An 'interest' in an unconsolidated SE is any form of contractual or non-contractual involvement which exposes the Group to variability of returns from the performance of that entity. Such interests include, but are not limited to, holdings of debt or equity securities, derivatives that pass-on risks specific to the performance of the structured entity, lending, loan commitments, financial guarantees and fees from funds management activities.

For the purpose of disclosing interests in unconsolidated SEs:

- ▶ no disclosure has been made where the Group's involvement does not establish more than a passive interest, for example, when the Group's involvement constitutes a typical customer-

supplier relationship. On this basis, exposures to unconsolidated SEs that arise from lending, trading and investing activities are not considered disclosable interests unless the design of the structured entity allows the Group to participate in decisions about the relevant activities (i.e. the activities that significantly affect returns).

- ▶ 'interests' do not include derivatives intended to expose the Group to market-risk (rather than performance risk specific to the SE) or derivatives where the Group creates rather than absorbs variability of the unconsolidated SE (e.g. purchase of credit protection under a credit default swap).

The following table sets out the Group's interests in unconsolidated SEs together with the maximum exposure to loss that could arise from such interests.

Interest in unconsolidated structured entities

Consolidated at 30 September 2014	Securitisation \$m	Structured finance \$m	Investment funds \$m	Total \$m
Available-for-sale assets	3,603	–	–	3,603
Investment backing policy liabilities	–	–	227	227
Loans and advances	4,958	39	–	4,997
Total on-balance sheet	8,561	39	227	8,827
Off-balance sheet interests				
Commitments (facilities undrawn)	3,520	–	–	3,520
Total off-balance sheet	3,520	–	–	3,520
Maximum exposure to loss	12,081	39	227	12,347

In addition to the interests above, the Group earned funds management fees from unconsolidated SEs of \$544 million during the year.

The Group's maximum exposure to loss represents the maximum possible amount of loss that the Group could incur as a result of its involvement with unconsolidated SEs, regardless of the probability of occurrence, if loss events were to take place. This does not in any way represent the actual losses expected to be incurred. Instead, the maximum exposure to loss is contingent in nature and may arise for instance upon the bankruptcy of the securities' issuer or debtors or if liquidity facilities or guarantees were to be called upon. Furthermore, the maximum exposure to loss is stated gross of the effects of hedging and collateral arrangements entered into to mitigate ANZ's exposure to loss.

For each type of interest, maximum exposure to credit loss has been determined as follows:

- ▶ available-for-sale assets and investments backing policy liabilities – carrying amount; and
- ▶ loans and advances – carrying amount plus undrawn amount of any commitments.

Information about the size of the unconsolidated SEs that the Group is involved with is as follows:

- ▶ Securitisation and structured finance: Size is indicated by total assets which vary by SE with a maximum value of approximately \$1.7 billion; and
- ▶ Investment funds: Size is indicated by Funds Under Management which vary by SE with a maximum value of approximately \$33 billion.

The Group did not provide any non-contractual support to unconsolidated SEs during the year.

The Group does not have any current intention of providing financial or other support.

(c) Sponsored unconsolidated structured entities

The Group also sponsors unconsolidated SEs in which it had no disclosable interest at 30 September 2014.

For the purposes of this disclosure, the Group considers itself the 'sponsor' of an unconsolidated SE where it is the primary party involved in the design and establishment of that SE and:

- ▶ where the Group is the major user of that SE; or
- ▶ the Group's name appears in the name of that SE or on its products; or
- ▶ the Group provides implicit or explicit guarantees of that entity's performance.

The Group has sponsored the ANZ PIE Fund in New Zealand which invests only in deposits with ANZ Bank New Zealand Limited. The Group does not provide any implicit or explicit guarantees of the capital value or performance of investments in the ANZ PIE Fund. There was no income received from nor assets transferred to this entity during the year.

40: Transfers of Financial Assets

The Group enters into transactions in the normal course of business by which it transfers financial assets directly to third parties or to SEs. These transfers may give rise to the full or partial derecognition of those financial assets.

Group-originated financial assets that do not qualify for derecognition typically relate to repurchase agreements and loans that have been transferred under arrangements by which the Group retains a continuing involvement in the transferred assets. Continuing involvement may entail retaining the rights to future cash flows arising from the assets after investors have received their contractual terms, providing subordinated interests, liquidity support, continuing to service the underlying asset and entering into derivative transactions with the SEs. In such instances, the Group continues to be exposed to risks associated with these transactions.

SECURITISATIONS

Net loans and advances include residential mortgages securitised under the Group's securitisation programs which are assigned to bankruptcy remote SEs to provide security for obligations payable on the notes issued by the SEs. This includes mortgages that are held for potential repurchase agreements (REPOs) with central banks. The noteholders have full recourse to the pool of residential mortgages which have been securitised. The Company cannot otherwise pledge or dispose of the transferred assets.

In some instances the Company is the holder of the securitised notes and therefore retains the credit risk associated with the securitised mortgages. In addition, the Company is entitled to any residual income of the SEs and, where the SEs include interest rate derivatives that have not been externalised, the interest rate risk is held in the Company. The Company is therefore deemed to have retained the majority of the risks and rewards of the residential mortgages and as such continues to recognise the mortgages as financial assets. The obligations to repay this amount to the SE are recognised as a financial liability of the Company. As the Group is exposed to variable returns from its involvement with the SEs and has the ability to affect those returns through its power over the SE's activities, they are consolidated by the Group.

COVERED BONDS

The Group operates various global covered bond programs to raise funding in the primary markets. Net loans and advances include residential mortgages assigned to bankruptcy remote SEs associated with these covered bond programs to provide security for the obligations payable on the covered bonds issued by the Group.

The covered bond holders have dual recourse to the issuer and the cover pool of assets. The issuer cannot otherwise pledge or dispose of the transferred assets, however, subject to the documents, it may repurchase and substitute assets as long as the required cover is maintained.

The Company, as an issuer of covered bonds, is required to maintain the cover pool at a level sufficient to cover the bond obligations. Therefore, the majority of the credit risk associated with the underlying mortgages within the cover pool is retained by the Company. In addition, the Company is entitled to any residual income of the covered bond SE and where the SE includes interest rate and foreign currency derivatives that have not been externalised, the interest rate and foreign currency risk are held in the Company. The Company is therefore deemed to have retained the majority of the risks and rewards of the residential mortgages and as such continues to recognise the mortgages as financial assets. The obligation to repay this amount to the SE is recognised as a financial liability of the Company. As the Group is exposed to variable returns from its involvement with the SE and has the ability to affect those returns through its power over the SE's activities, it is consolidated by the Group. The external covered bonds issued are included within debt issuances.

REPURCHASE AGREEMENTS

Securities sold subject to repurchase agreements are considered to be transferred assets that do not qualify for derecognition when substantially all the risks and rewards of ownership remain with the Group. An associated liability is recognised for the consideration received from the counterparty.

STRUCTURED FINANCE ARRANGEMENTS

The Company arranges funding for certain customer transactions through structured leasing arrangements. At times, other financial institutions participate in the funding of these arrangements. This participation involves a proportionate transfer of the rights to the lease receivable. The participating banks have recourse to the leased assets. Circumstances may arise whereby the Company continues to be exposed to some of the risks of the transferred lease receivable through a derivative or other continuing involvement. When this occurs, the lease receivable does not get derecognised and the Company will instead recognise an associated liability representing its obligations to the participating financial institutions.

The table on the next page sets out the balance of assets transferred that do not qualify for derecognition, along with the associated liabilities.

NOTES TO THE FINANCIAL STATEMENTS (continued)

40: Transfers of Financial Assets (continued)

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Securitisations^{1,2}				
Current carrying amount of assets transferred	–	–	67,974	41,718
Carrying amount of associated liabilities	–	–	67,974	41,718
Covered bonds^{1,3}				
Current carrying amount of assets transferred	–	–	20,738	16,558
Carrying amount of associated liabilities ³	–	–	20,738	16,558
Repurchase agreements				
Current carrying amount of assets transferred	8,736	1,547	8,568	1,347
Carrying amount of associated liabilities	8,641	1,540	8,473	1,341
Structured Finance Arrangements				
Current carrying amount of assets transferred	169	164	31	32
Carrying amount of associated liabilities	158	162	31	32

1 The consolidated balances are nil as the Company balances relate to transfers to internal structured entities. The total covered bonds issued by the Group to external investors at 30 September 2014 was \$20,561 million (2013: \$17,639 million), secured by \$27,241 million (2013: \$21,770 million) of specified residential mortgages.

2 The securitisation noteholders have recourse only to the pool of residential mortgages which have been securitised. The carrying value of securitised assets and the associated liabilities approximate their fair value.

3 The associated liability represents the Company's liability to the covered bond SE. Covered bonds issued by the Company to external investors at 30 September 2014 were \$16,969 million (2013: \$14,146 million).

41: Fiduciary Activities

Predominantly through the Global Wealth segment, the Group provides fiduciary services to third parties including custody, nominee, trustee, administration and investment management services. This involves the Group holding assets on behalf of third parties and making decisions regarding the purchase and sale of financial instruments. In circumstances where ANZ is not the beneficial owner or does not control the assets, they are not recognised in these financial statements.

42: Commitments

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Property capital expenditure				
Contracts for outstanding capital expenditure	88	77	68	54
Total capital expenditure commitments for property	88	77	68	54
Lease rentals				
Land and buildings	2,163	1,633	2,345	1,918
Furniture and equipment	216	201	168	185
Total lease rental commitments¹	2,379	1,834	2,513	2,103
Due within one year	475	423	413	375
Due later than one year but not later than five years	1,130	945	1,103	981
Due later than five years	774	466	997	747
Total lease rental commitments¹	2,379	1,834	2,513	2,103

1 Total future minimum sublease payments expected to be received under non-cancellable subleases at 30 September is \$90 million (2013: \$66 million) for the Group and \$78 million (2013: \$53 million) for the Company. During the year, sublease payments received amounted to \$19 million (2013: \$17 million) for the Group and \$16 million (2013: \$14 million) for the Company and were netted against rent expense.

43: Credit Related Commitments, Guarantees, Contingent Liabilities and Contingent Assets

CREDIT RELATED COMMITMENTS, GUARANTEES AND CONTINGENT LIABILITIES

Credit related commitments – facilities provided

	Consolidated		The Company	
	Contract amount 2014 \$m	Contract amount 2013 \$m	Contract amount 2014 \$m	Contract amount 2013 \$m
Undrawn facilities	193,984	170,670	153,985	134,622
Australia	97,781	85,091	97,773	85,081
New Zealand	20,870	18,754	–	–
Overseas markets	75,333	66,825	56,212	49,541
Total	193,984	170,670	153,985	134,622

Guarantees and contingent liabilities

Details of the estimated maximum amount of guarantees and contingent liabilities that may become payable are disclosed on the following pages. These guarantees and contingent liabilities relate to transactions that the Group has entered into as principal.

Documentary letters of credit involve the issue of letters of credit guaranteeing payment in favour of an exporter secured against an underlying shipment of goods or backed by a confirmatory letter of credit from another bank.

Performance related contingencies are liabilities that oblige the Group to make payments to a third party should the customer fail to fulfil the non-monetary terms of the contract.

To reflect the risk associated with these transactions, they are subjected to the same credit origination, portfolio management and collateral requirements as customers that apply for loans. The contract amount represents the maximum potential amount that could be lost if the counterparty fails to meet its financial obligations. As the facilities may expire without being drawn upon, the notional amounts do not necessarily reflect future cash requirements.

	Consolidated		The Company	
	Contract amount 2014 \$m	Contract amount 2013 \$m	Contract amount 2014 \$m	Contract amount 2013 \$m
Financial guarantees	8,202	8,223	6,699	6,713
Standby letters of credit	5,181	4,437	4,484	3,873
Documentary letter of credit	3,300	3,197	2,533	2,312
Performance related contingencies	22,840	19,960	20,774	18,242
Other	552	715	426	709
Total	40,075	36,532	34,916	31,849
Australia	17,686	16,983	17,686	16,983
New Zealand	1,790	1,645	–	–
Asia Pacific, Europe & America	20,599	17,904	17,230	14,866
Total	40,075	36,532	34,916	31,849

OTHER CONTINGENT LIABILITIES

The Group also had contingent liabilities as at 30 September 2014 in respect of the matters outlined below. Where relevant, expert legal advice has been obtained and, in the light of such advice, provisions and/or disclosures as deemed appropriate have been made. In some instances we have not disclosed the estimated financial impact of the individual items either because it is not practicable to do so or because such disclosure may prejudice the interests of the Group.

i) Bank fees litigation

Litigation funder Bentham IMF Limited commenced a class action against ANZ in 2010, followed by a second similar class action in March 2013. Together the class actions are claimed to be on behalf of more than 40,000 ANZ customers.

On 5 February 2014, the Federal Court delivered reasons for judgment in the second class action. The first class action is in abeyance. The customers currently involved in these class actions are only part of ANZ's customer base for credit cards and transaction accounts.

The applicants contended that the relevant exception fees were unenforceable penalties (at law and in equity) and that various of the fees were also unenforceable under statutory provisions governing

unconscionable conduct, unfair contract terms and unjust transactions. On the penalties claims, the Court found in ANZ's favour in relation to all but one of the fee types that were in issue in the case, namely honour fees (retail and business), dishonour fees (business), overlimit and non-payment fees. The Court found against ANZ in respect of late payment fees on the basis that they were unenforceable penalties. In respect of the claims of unconscionable conduct, unfair contract terms and unjust transactions, the Court found in ANZ's favour. Both ANZ and the applicants appealed the Court's decision. The appeal hearing was held in August 2014. The appeal court is yet to give a decision. Given the complexity of the issues involved, the potential for the parties to seek further appeals and the possible need for certain issues to be remitted for further consideration by the court below, the ultimate implications of the appeal court's decision (when made) may not be known for some time.

In August 2014, litigation funder Bentham IMF Limited commenced a separate class action against ANZ for late payment fees charged to ANZ customers in respect of commercial credit cards and other ANZ products (at this stage not specified). The action is expressed to apply to all relevant customers, rather than being limited to those who have signed up with Bentham IMF Limited. The action is at an early stage and has been put on hold while the appeal court decision in the earlier class action is outstanding.

NOTES TO THE FINANCIAL STATEMENTS (continued)

43: Credit Related Commitments, Guarantees, Contingent Liabilities and Contingent Assets (continued)

In June 2013, litigation funder Litigation Lending Services (NZ) commenced a representative action against ANZ for certain fees charged to New Zealand customers since 2007. There is a risk that further claims could emerge in Australia, New Zealand or elsewhere.

ii) Security recovery actions

Various claims have been made or are anticipated, arising from security recovery actions taken to resolve impaired assets over recent years. ANZ will defend these claims and any future claims.

iii) Interbank Deposit Agreement

ANZ has entered into an Interbank Deposit Agreement with the major banks in the payment system. This agreement is a payment system support facility certified by APRA, where the terms are such that if any bank is experiencing liquidity problems, the other participants are required to deposit equal amounts of up to \$2 billion for a period of 30 days. At the end of 30 days the deposit holder has the option to repay the deposit in cash or by way of assignment of mortgages to the value of the deposit.

iv) Clearing and settlement obligations

In accordance with the clearing and settlement arrangements set out:

- ▶ in the Australian Payments Clearing Association Limited's Regulations for the Australian Paper Clearing System, the Bulk Electronic Clearing System, the Consumer Electronic Clearing System and the High Value Clearing System (HVCS), the Company has a commitment to comply with rules which could result in a bilateral exposure and loss in the event of a failure to settle by a member institution. The exposure arising from these arrangements is unquantifiable in advance; and
- ▶ in the Austraclear System Regulations (Austraclear) and the CLS Bank International Rules, the Company has a commitment to participate in loss-sharing arrangements in the event of a failure to settle by a member institution. The exposure arising from these arrangements is unquantifiable in advance.

For HVCS and Austraclear, the obligation arises only in limited circumstances.

v) Deed of Cross Guarantee in respect of certain controlled entities

Pursuant to ASIC class order 98/1418 (as amended) dated 13 August 1998, relief was granted to a number of wholly owned controlled entities from the Corporations Act 2001 requirements for preparation, audit, and lodgement of individual financial statements in Australia. The results of these companies are included in the consolidated Group results.

The entities to which relief was granted are:

- ▶ ANZ Properties (Australia) Pty Ltd¹
- ▶ ANZ Capital Hedging Pty Ltd¹
- ▶ ANZ Orchard Investments Pty Ltd²
- ▶ ANZ Securities (Holdings) Limited³
- ▶ ANZ Commodity Trading Pty Ltd⁴
- ▶ ANZ Funds Pty Ltd¹
- ▶ Votrait No. 1103 Pty Ltd²
- ▶ ANZ Nominees Limited⁵

1 Relief originally granted on 21 August 2001.

2 Removed by Revocation Deed on 25 January 2014 and the company was de-registered on 4 September 2014.

3 Relief originally granted on 9 September 2003.

4 Relief originally granted on 2 September 2008.

5 Relief originally granted on 11 February 2009.

It is a condition of the class order that the Company and each of the above controlled entities enter into a Deed of Cross Guarantee. A Deed of Cross Guarantee or subsequent Assumption Deeds under the class order were executed by them and lodged with the Australian Securities and Investments Commission. The Deed of Cross Guarantee is dated 1 March 2006. 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 any of the controlled entities under certain provisions of the Corporations Act 2001. If a winding up occurs in any other case, 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.

vi) Sale of Grindlays businesses

On 31 July 2000, ANZ completed the sale to Standard Chartered Bank (SCB) of ANZ Grindlays Bank Limited and the private banking business of ANZ in the United Kingdom and Jersey, together with ANZ Grindlays (Jersey) Holdings Limited and its subsidiaries, for USD1.3 billion in cash. ANZ provided warranties and certain indemnities relating to those businesses and, where it was anticipated that payments would be likely under the warranties or indemnities, made provisions to cover the anticipated liability. The issues below have not impacted adversely the reported results. All settlements, penalties and costs to date have been covered within existing provisions.

Foreign Exchange Regulation Act (India)

In 1991 certain amounts were transferred from non-convertible Indian Rupee accounts maintained with Grindlays in India. These transactions may not have complied with the provisions of the Foreign Exchange Regulation Act, 1973. Grindlays, on its own initiative, brought these transactions to the attention of the Reserve Bank of India. The Indian authorities served notices on Grindlays and certain of its officers in India and civil penalties have been imposed which are the subject of appeals. Criminal prosecutions are pending and will be defended. The amounts in issue are not material.

Tax Indemnity

ANZ provided an indemnity relating to tax liabilities of Grindlays (and its subsidiaries) and the Jersey Sub-Group to the extent to which such liabilities were not provided for in the Grindlays accounts as at 31 July 2000. Claims have been made under this indemnity, with no material impact on the Group expected.

43: Credit Related Commitments, Guarantees, Contingent Liabilities and Contingent Assets (continued)

The consolidated statement of comprehensive income and consolidated balance sheet of the Company and its wholly owned controlled entities which have entered into the Deed of Cross Guarantee in the relevant financial years are:

	Consolidated	
	2014 \$m	2013 ¹ \$m
Profit before tax	9,116	7,255
Income tax expense	(1,945)	(1,803)
Profit after income tax	7,171	5,452
Foreign exchange differences taken to equity, net of tax	175	310
Change in fair value of available-for-sale financial assets, net of tax	34	15
Change in fair value of cash flow hedges, net of tax	125	(37)
Actuarial gains/(loss) on defined benefit plans, net of tax	6	(17)
Other comprehensive income, net of tax	340	271
Total comprehensive income	7,511	5,723
Retained profits at start of year	16,499	15,145
Profit after income tax	7,171	5,452
Ordinary share dividends provided for or paid	(4,694)	(4,082)
Transfer from reserves	8	1
Actuarial gains/(loss) on defined benefit plans after tax	6	(17)
Retained profits at end of year	18,990	16,499
Assets		
Cash	30,655	22,798
Settlement balances owed to ANZ	18,150	16,621
Collateral paid	4,873	5,638
Available-for-sale assets/investment securities	26,151	23,823
Net loans and advances	414,349	382,689
Other assets	209,318	159,067
Premises and equipment	1,065	1,034
Total assets	704,561	611,670
Liabilities		
Settlement balances owed by ANZ	8,189	7,451
Collateral paid	4,886	3,532
Deposits and other borrowings	423,172	385,449
Income tax liability	366	933
Payables and other liabilities	234,807	174,415
Provisions	695	825
Total liabilities	672,115	572,605
Net assets	32,446	39,065
Shareholders' equity²	32,446	39,065

¹ Comparative amounts have changed. Refer to note 48 for details.

² Shareholders' equity excludes retained profits and reserves of controlled entities within the class order.

CONTINGENT ASSETS

National Housing Bank

ANZ is pursuing recovery of the proceeds of certain disputed cheques which were credited to the account of a former Grindlays customer in the early 1990s.

The disputed cheques were drawn on the National Housing Bank (NHB) in India. Proceedings between Grindlays and NHB concerning the proceeds of the cheques were resolved in early 2002.

Recovery is now being pursued from the estate of the Grindlays customer who received the cheque proceeds. Any amounts recovered are to be shared between ANZ and NHB.

NOTES TO THE FINANCIAL STATEMENTS (continued)

44: Superannuation and Post Employment Benefit Obligations

The Group participates in a number of pension, superannuation and post-retirement medical benefit schemes throughout the world. The Group may be obliged to contribute to the schemes as a consequence of legislation and/or provisions of the trust deeds. Set out below is a summary of amounts recognised in these financial statements in respect of the defined benefit sections of these schemes:

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Amount recognised in the income statement				
Current service cost	6	7	3	3
Administration costs	1	1	1	1
Net interest cost	1	4	–	2
Adjustment for contributions tax	2	3	–	–
Total included in personnel expenses	10	15	4	6
Amounts recognised in other comprehensive income (pre tax)				
Remeasurement (gains)/losses incurred during the year and recognised directly in retained earnings	(43)	(43)	(8)	15
Cumulative remeasurement (gains)/losses recognised directly in retained earnings	212	255	217	225
Defined benefit obligation and scheme assets				
Present value of funded defined benefit obligation ¹	(1,327)	(1,265)	(1,151)	(1,047)
Fair value of scheme assets	1,335	1,174	1,183	1,018
Total	8	(91)	32	(29)
As represented in the balance sheet				
Net liabilities arising from defined benefit obligations included in payables and other liabilities	(39)	(91)	(15)	(29)
Net assets arising from defined benefit obligations included in other assets	47	–	47	–
Total	8	(91)	32	(29)

1 The Group's defined benefit obligation relates solely to funded arrangements. The liability relates predominantly to pension payments to retired members or their dependants. The basis of calculation is set out in note 1 F(vii).

	Consolidated		The Company	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Movements in the present value of the defined benefit obligation				
Opening defined benefit obligation	1,265	1,128	1,047	909
Current service cost	6	7	3	3
Interest cost	54	45	45	38
Contributions from scheme participants	–	–	–	–
Remeasurements:				
Actuarial (gains)/losses – experience	(4)	(19)	1	(12)
Actuarial (gains)/losses – change in demographic assumptions	(7)	(9)	–	(9)
Actuarial (gains)/losses – change in financial assumptions	33	61	35	86
Actuarial (gains)/losses – change in ESCT	(10)	(19)	–	–
Curtailments	–	–	–	–
Settlements	–	–	–	–
Exchange difference on foreign schemes	74	128	71	105
Benefits paid	(84)	(57)	(51)	(43)
Transfer of Taiwan liabilities to subsidiary ¹	–	–	–	(30)
Closing defined benefit obligation	1,327	1,265	1,151	1,047
Movements in the fair value of the scheme assets				
Opening fair value of scheme assets	1,174	954	1,018	840
Interest income	53	41	45	36
Return on scheme assets excluding amounts included in interest income	55	57	44	50
Contributions from the employer	66	67	57	59
Contributions from scheme participants	–	–	–	–
Benefits paid	(84)	(57)	(51)	(43)
Administrative costs paid	(1)	(1)	(1)	(1)
Settlements	–	–	–	–
Exchange difference on foreign schemes	72	113	71	99
Transfer of Taiwan liabilities to subsidiary ¹	–	–	–	(22)
Closing fair value of scheme assets ²	1,335	1,174	1,183	1,018

1 During 2013, the assets and liabilities of the Taiwan defined benefit scheme were transferred from the Taiwan branch of the Company to a subsidiary of the Company. There was no gain or loss on transfer. As a result of this transfer, the assets and liabilities of the Taiwan defined benefit scheme are no longer included in the Company balances.

2 Scheme assets include the following financial instruments issued by the Group: cash and short-term instruments \$1.7 million (September 2013: \$1.8 million), fixed interest securities \$0.4 million (September 2013: \$0.7 million) and equities \$0.1 million (September 2013: nil).

44: Superannuation and Post Employment Benefit Obligations (continued)

	Consolidated			The Company		
	Quoted \$m	Unquoted \$m	Value \$m	Quoted \$m	Unquoted \$m	Value \$m
Composition of scheme assets						
2014						
Equities	184	–	184	180	–	180
Debt securities	–	276	276	–	270	270
Pooled investment funds	240	612	852	153	558	711
Property	–	1	1	–	1	1
Cash and equivalents	13	–	13	13	–	13
Other	9	–	9	8	–	8
Total at the end of the year	446	889	1,335	354	829	1,183
2013						
Equities	163	–	163	159	–	159
Debt securities	–	230	230	–	225	225
Pooled investment funds	227	533	760	137	476	613
Property	–	1	1	–	1	1
Cash and equivalents	13	–	13	13	–	13
Other	7	–	7	7	–	7
Total at the end of the year	410	764	1,174	316	702	1,018

	Consolidated		The Company	
	2014	2013	2014	2013
Actuarial assumptions used to determine the present value of the defined benefit obligation for the main defined benefit sections				
Discount rate (% p.a.)	3.6 – 4.3	4.0 – 4.6	3.6 – 4.0	4.0 – 4.3
Future salary increases (% p.a.)	2.5 – 3.7	3.0 – 3.8	3.7	3.8
Future pension indexation				
– In payment (% p.a.)	2.2 – 3.2	2.5 – 3.3	2.5 – 3.2	2.5 – 3.3
– In deferment (% p.a.)	2.3	2.4	2.3	2.4
Life expectancy at age 60 for current pensioners				
– Males (years)	22.6 – 28.4	22.6 – 28.4	22.6 – 28.4	22.6 – 28.4
– Females (years)	26.3 – 30.5	26.3 – 30.5	26.3 – 30.5	26.3 – 30.5

The weighted average duration of the benefit payments reflected in the defined benefit obligation is 16.2 years (2013: 16.3 years) for Consolidated and 16.3 years (2013: 16.2 years) for the Company.

	Consolidated		The Company	
	Increase/(decrease) %	Increase/(decrease) \$m	Increase/(decrease) %	Increase/(decrease) \$m
Sensitivity analysis				
Changes in actuarial assumptions				
0.5% increase in discount rate	(7.6)	(101)	(8.2)	(94)
0.5% increase in pension indexation	7.5	100	8.2	94
1 year increase to life expectancy	2.7	35	2.7	31

The sensitivity analysis shows the effect of reasonably possible changes in significant assumptions on the value of scheme liabilities. The sensitivities provided assume that all other assumptions remain unchanged and are not intended to represent changes that are the extremes of possibility. The figure shown is the difference between the recalculated liability figure and that stated in the balance sheet as detailed above.

44: Superannuation and Post Employment Benefit Obligations (continued)

GOVERNANCE OF THE SCHEMES AND FUNDING OF THE DEFINED BENEFIT SECTIONS

The main schemes in which the Group participates operate under trust law and are managed and administered on behalf of the members in accordance with the terms of the relevant trust deed and rules and all relevant legislation. These schemes have corporate trustees, which are wholly owned subsidiaries of the Group. The trustees are the legal owners of the assets which are held separately from the assets of the Group. The trustees are solely responsible for setting investment policy and for agreeing funding requirements with the employer through the triennial actuarial valuation process.

Employer contributions to the defined benefit sections are based on recommendations by the schemes' actuaries. Funding recommendations are made by the actuaries based on assumptions of various matters such as future investment performance, interest rates, salary increases, mortality rates and turnover levels. The funding methods adopted by the actuaries are intended to ensure that the benefit entitlements of employees are fully funded by the time they become payable.

As at the most recent reporting dates of the schemes, the aggregate deficit of net market value of assets over the value of accrued benefits on the funding bases was \$92 million (2013: \$222 million).

In 2014 the Group made a contribution of \$66 million (2013: \$67 million) to the defined benefit sections of the schemes, and expects to make a \$66 million contribution in the next financial year. The employer contributions to the defined contribution sections of the schemes are included as superannuation costs in personnel expenses.

The Group has a legal liability to fund deficits in the schemes, but no legal right to use any surplus in the schemes to further its own interests. The Group has no present liability to settle deficits with an immediate contribution.

Further details about the funding and contributions for the main defined benefit sections of the schemes are described below.

▶ ANZ Australian Staff Superannuation Scheme

The Pension Section of the ANZ Australian Staff Superannuation Scheme provides pension benefits to retired members and their dependants. This section of the Scheme was closed to new members in 1987.

An actuarial valuation, conducted by consulting actuaries Russell Employee Benefits as at 31 December 2013, showed a deficit of \$1.5 million and the actuary recommended that the Group make a contribution to the Pension Section of \$1.9 million for the year to 31 December 2014. The next full actuarial valuation is due to be conducted as at 31 December 2016.

The Group has no present liability under the Scheme's Trust Deed to commence contributions or fund the deficit.

▶ ANZ UK Staff Pension Scheme

This Scheme provides pension benefits. From 1 October 2003, members contribute 5% of salary. The Scheme was closed to new members on 1 October 2004.

Following a full actuarial valuation as at 31 December 2012, the Group agreed to make regular contributions at the rate of 26% of pensionable salaries. These contributions are sufficient to cover the cost of accruing benefits. To address the deficit, the Group agreed to continue to pay additional quarterly contributions of GBP 7.5 million until 2016. These contributions will be reviewed following the next actuarial valuation which is scheduled to be undertaken as at 31 December 2015.

An interim actuarial valuation, conducted by consulting actuaries Towers Watson as at 31 December 2013, showed a deficit of GBP 31 million (\$58 million at 30 September 2014 exchange rates) measured on a funding basis.

The Group has no present liability under the Scheme's Trust Deed to fund the deficit measured on a funding basis. A contingent liability may arise in the event that the Scheme was wound up. If this were to happen, the Trustee would be able to pursue the Group for additional contributions under the UK Employer Debt Regulations. The Group intends to continue the Scheme on an on-going basis.

▶ National Bank Staff Superannuation Fund

The defined benefit section of the Fund provides pension benefits and was closed to new members on 1 October 1991. Members contribute 5% of salary.

A full actuarial valuation of the National Bank Staff Superannuation Fund, conducted by consulting actuaries AON Consulting NZ, as at 31 March 2013 showed a deficit of NZD 21 million (\$19 million at 30 September 2014 exchange rates). The actuary recommended that the Group make contributions of 24.8% of salaries plus a lump sum contribution of NZD 5 million p.a. (net of employer superannuation contribution tax) in respect of members of the defined benefit section.

The Group has no present liability under the Fund's Trust Deed to fund the deficit measured on a funding basis. A contingent liability may arise in the event that the Fund was wound up. Under the Fund's Trust Deed, if the Fund were wound up, the Group is required to pay the Trustees of the Fund an amount sufficient to ensure members do not suffer a reduction in benefits to which they would otherwise be entitled. The Group intends to continue the defined benefit section of the Fund on an on-going basis.

Amounts were also recognised in the financial statements in respect of other defined benefit arrangements in New Zealand, Taiwan, Japan, Philippines and the UK.

45: Employee Share and Option Plans

ANZ operates a number of employee share and option schemes under the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan.

ANZ EMPLOYEE SHARE ACQUISITION PLAN

ANZ Employee Share Acquisition Plan (ESAP) schemes that existed during the 2013 and 2014 years were the Employee Share Offer, the Deferred Share Plan and the Employee Share Save Scheme (ESSS). Note the ESSS is an employee salary sacrifice plan and is not captured as a share based payment expense.

Employee Share Offer

Most permanent employees who have had continuous service for three years are eligible to participate in the Employee Share Offer enabling the grant of up to \$1,000 of ANZ shares in each financial year, subject to approval of the Board. At a date approved by the Board, the shares will be granted to all eligible employees using the one week weighted average price of ANZ shares traded on the ASX in the week leading up to and including the date of grant.

In Australia and three overseas locations (Cook Islands, Kiribati and Solomon Islands), ANZ ordinary shares are granted to eligible employees for nil consideration and vest immediately when granted, as there is no forfeiture provision. It is a requirement, however, that shares are held in trust for three years from the date of grant, after which time they may remain in trust, be transferred to the employee's name or sold. Dividends received on the shares are automatically reinvested into the Dividend Reinvestment Plan.

In New Zealand shares are granted to eligible employees upon payment of NZD one cent per share.

Shares granted in New Zealand and the remaining overseas locations under this plan vest subject to the satisfaction of a three year service period, after which time they may remain in trust, be transferred into the employee's name or sold. Unvested shares are forfeited in the event of resignation or dismissal for serious misconduct. Dividends are either received as cash or reinvested into the Dividend Reinvestment Plan.

During the 2014 year, 794,855 shares with an issue price of \$31.85 were granted under the plan to employees on 4 December 2013 (2013 year: 1,450,558 shares with an issue price of \$24.44 were granted on 6 December 2012).

Deferred Share Plan

A Short Term Incentive (STI) mandatory deferral program was implemented from 2009, with equity deferral relating to half of all STI amounts above a specified threshold. Prior to 2011, STI deferred equity could be taken as 100% shares or 50% shares and 50% options. From 2011, all STI deferred equity is taken as 100% shares. Half the deferred portion is deferred for one year and half deferred for two years.

Under the Institutional Total Incentive Performance Plan (TIPP) mandatory deferral into shares also applies to 60% of total incentive amounts above a specified threshold, deferred evenly over three years.

Selected employees may be granted Long Term Incentive (LTI) deferred shares which vest to the employee three years from the date of grant.

In exceptional circumstances, deferred shares are granted to certain employees upon commencement with ANZ to compensate for remuneration forgone from their previous employer. The vesting period generally aligns with the remaining vesting period of remuneration forgone, and therefore varies between grants. Retention deferred shares may also be granted occasionally to high performing employees who are regarded as a significant retention risk to ANZ.

Unless the Board decides otherwise, unvested STI, TIPP incentives, LTI or other deferred shares are forfeited on resignation, termination on notice or dismissal for serious misconduct. Deferred shares remain at risk and can be clawed back at any time prior to the vesting date. The deferred shares may be held in trust beyond the deferral period.

The employee receives dividends on deferred shares while those shares are held in trust (cash or Dividend Reinvestment Plan).

Deferred share rights may be granted instead of deferred shares in some countries to accommodate offshore taxation regulations (refer to Deferred Share Rights section).

The issue price for deferred shares is based on the volume weighted average price of the shares traded on the ASX in the week leading up to and including the date of grant.

During the 2014 year, 4,940,721 deferred shares with a weighted average grant price of \$31.79 were granted under the deferred share plan (2013 year: 6,233,626 shares with a weighted average grant price of \$25.00 were granted).

In accordance with the clawback provisions detailed in Section 6.3, Other Remuneration Elements of the 2014 Remuneration Report, no Board discretion was exercised during 2014 to clawback deferred shares under the deferred share plan.

Share Valuations

The fair value of shares granted in the 2014 year under the Employee Share Offer and the Deferred Share Plan, measured as at the date of grant of the shares, is \$181.8 million based on 5,735,576 shares at a volume weighted average price of \$31.70 (2013 year: fair value of shares granted was \$190.6 million based on 7,684,184 shares at a weighted average price of \$24.81). The volume weighted average share price of all ANZ shares sold on the ASX on the date of grant is used to calculate the fair value of shares. No dividends are incorporated into the measurement of the fair value of shares.

ANZ SHARE OPTION PLAN

Selected employees may be granted options/rights, which entitle them to acquire ordinary fully paid shares in ANZ at a price fixed at the time the options/rights are granted. Voting and dividend rights will be attached to the ordinary shares allocated on exercise of the options/rights.

Each option/right entitles the holder to one ordinary share subject to the terms and conditions imposed on grant. The exercise price of the options, determined in accordance with the rules of the plan, is generally based on the weighted average price of the shares traded on the ASX in the week leading up to and including the date of grant. For rights, the exercise price is nil.

45: Employee Share and Option Plans (continued)

The option plan rules set out the entitlements a holder of options/ rights has prior to exercise in the event of a bonus issue, pro-rata new issue or reorganisation of ANZ's share capital. In summary:

- ▶ if ANZ has issued bonus shares during the life of an option and prior to the exercise of the option, then when the option is exercised the option holder is also entitled to be issued such number of bonus shares as the holder would have been entitled to if the option holder had held the underlying shares at the time of the bonus issue;
- ▶ if ANZ makes a pro-rata offer of securities during the life of an option and prior to the exercise of the option, the exercise price of the option will be adjusted in the manner set out in the ASX Listing Rules; and
- ▶ in respect of rights, if there is a bonus issue or reorganisation of ANZ's share capital, the number of rights or the number of underlying shares may be adjusted so that there is no advantage or disadvantage to the holder.

Holders otherwise have no other entitlements to participate in any new issue of ANZ securities prior to exercise of their options/rights. Holders also have no right to participate in a share issue of a body corporate other than ANZ (e.g. a subsidiary).

ANZ Share Option Plan schemes expensed in the 2013 and 2014 years are as follows:

Current Option Plans

Performance Rights Plan (excluding CEO Performance Rights)

Performance rights are granted to selected employees as part of ANZ's LTI program. Performance rights provide the right to acquire ANZ shares at nil cost, subject to a three year vesting period and from 1 October 2013 two Total Shareholder Return (TSR) performance hurdles (previously one TSR performance hurdle). Further details in relation to performance rights are detailed in Section 6.2.2, Long Term Incentives (LTI) in the 2014 Remuneration Report.

For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

The provisions that apply in the case of cessation of employment are detailed in Section 8.3, Disclosed Executives in the 2014 Remuneration Report.

During the 2014 year, 1,452,456 performance rights (excluding CEO performance rights) were granted (2013: 641,728).

CEO Performance Rights

At the 2013 Annual General Meeting shareholders approved an LTI grant of performance rights to the CEO with an award value equivalent to 100% of his 2013 fixed pay, being \$3.15 million, divided into two equal tranches. This equated to 100,832 performance rights being allocated for the first tranche and 100,254 performance rights being allocated for the second tranche. Each tranche will be subject to testing against a separate TSR hurdle after three years, i.e. December 2016.

At the 2010, 2011 and 2012 Annual General Meetings shareholders approved LTI grants to the CEO equivalent to 100% of his fixed pay at the time (being \$3 million in 2010 and \$3.15 million in 2011 and 2012). This equated to a total of 253,164 (2010), 326,424 (2011) and 328,810 (2012) performance rights being allocated, which are subject to testing against a TSR hurdle after three years, i.e. December 2013, 2014 and 2015 respectively. The 2010 grant of performance rights was tested in December 2013. Although ANZ achieved TSR growth of 58.6% over the three year period, ANZ's TSR did not reach the median of the comparator group. Accordingly, the performance rights did not vest. The performance rights lapsed in full at this time, and the CEO received no value. There is no retesting of this grant.

At the 2007 Annual General Meeting shareholders approved an LTI grant consisting of three tranches of performance rights, each to a maximum value of \$3 million. The performance periods for each tranche began on the date of grant of 19 December 2007 and ended on the third, fourth and fifth anniversaries respectively (i.e. only one performance measurement for each tranche). The first two tranches vested in December 2010 and December 2011 respectively. The third tranche was tested in December 2012 and 260,642 performance rights vested and were exercised in 2013.

For equity grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion.

The provisions that apply in the case of cessation of employment are detailed in Section 8.2, Chief Executive Officer (CEO) in the 2014 Remuneration Report.

Deferred Share Rights (no performance hurdles)

Deferred share rights provide the right to acquire ANZ shares at nil cost after a specified vesting period. The fair value of rights is adjusted for the absence of dividends during the restriction period. Treatment of rights in respect of cessation relates to the purpose of the grant (refer to Deferred Share Plan section above).

For deferred share rights grants made after 1 November 2012, any portion of the award which vests may be satisfied by a cash equivalent payment rather than shares at the Board's discretion. All share rights were satisfied through a share allocation other than 9,480 deferred share rights where Board discretion was exercised.

During the 2014 year 837,011 deferred share rights (no performance hurdles) were granted (2013: 1,133,780).

Legacy Option Plans

The following legacy option plans are no longer being offered, but were expensed in the 2013 and 2014 years.

45: Employee Share and Option Plans (continued)

Deferred Options (no performance hurdles)

Under the STI deferral program half of all amounts above a specified threshold are provided as deferred equity. Previously deferred equity could be taken as 100% shares or 50% shares and 50% options. From 2011, all deferred equity is taken as 100% shares (refer to Deferred Share Plan section above).

Options, deferred share rights and performance rights on issue

As at 5 November 2014, there were five holders of 54,234 options on issue, 1,595 holders of 2,138,198 deferred share rights on issue and 163 holders of 3,226,594 performance rights on issue.

Option Movements

Details of options/rights over unissued ANZ shares and their related weighted average exercise prices as at the beginning and end of 2014 and movements during 2014 follow:

	Opening balance 1 Oct 2013	Options/rights granted	Options/rights forfeited	Options/rights expired	Options/rights exercised	Closing balance 30 Sep 2014
Weighted average exercise price	4,870,518 \$1.07	2,490,553 \$0.00	(785,136) \$0.00	– –	(1,144,032) \$3.43	5,431,903 \$0.24

The weighted average closing share price during the year ended 30 September 2014 was \$32.41 (2013: \$27.68).

The weighted average remaining contractual life of options/rights outstanding at 30 September 2014 was 3.1 years (2013: 2.9 years).

The weighted average exercise price of all exercisable options/rights outstanding at 30 September 2014 was \$9.73 (2013: \$17.53).

A total of 131,793 exercisable options/rights were outstanding at 30 September 2014 (2013: 297,018).

Details of options/rights over unissued ANZ shares and their related weighted average exercise prices as at the beginning and end of 2013 and movements during 2013 are set out below:

	Opening balance 1 Oct 2012	Options/rights granted	Options/rights forfeited	Options/rights expired	Options/rights exercised	Closing balance 30 Sep 2013
Weighted average exercise price	5,941,291 \$6.53	2,104,318 \$0.00	(295,701) \$0.35	(185,617) \$23.48	(2,693,773) \$10.81	4,870,518 \$1.07

No options/rights over ordinary shares have been granted since the end of 2014 up to the signing of the Directors' Report on 5 November 2014.

Details of shares issued as a result of the exercise of options/rights during 2014 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	2,329	–	0.00	20,628	–
0.00	121,459	–	0.00	12,269	–
0.00	40,997	–	0.00	839	–
0.00	1,324	–	0.00	2,123	–
0.00	19,550	–	0.00	9,332	–
0.00	8,450	–	0.00	9,940	–
0.00	24,915	–	0.00	7,491	–
0.00	2,164	–	0.00	1,056	–
0.00	1,628	–	0.00	768	–
0.00	9,174	–	0.00	12,081	–
0.00	7,572	–	0.00	798	–
0.00	262	–	17.18	15,804	271,513
0.00	11,585	–	22.80	17,515	399,342
0.00	11,682	–	22.80	3,915	89,262
0.00	2,200	–	22.80	17,512	399,274
0.00	654	–	22.80	11,344	258,643
0.00	3,163	–	23.71	16,407	389,010
0.00	232,431	–	23.71	19,858	470,833
0.00	19,081	–	23.71	16,562	392,685
0.00	3,988	–	23.71	16,407	389,010
0.00	1,972	–	23.71	19,857	470,809
0.00	3,115	–	23.71	16,561	392,661
0.00	2,445	–	0.00	173,130	–
0.00	6,908	–	0.00	35,724	–
0.00	35,470	–	0.00	726	–
0.00	88,186	–	0.00	14,804	–
0.00	3,120	–	0.00	396	–
0.00	3,454	–	0.00	90	–
0.00	817	–			

NOTES TO THE FINANCIAL STATEMENTS (continued)

45: Employee Share and Option Plans (continued)

Details of shares issued as a result of the exercise of options/rights during 2013 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	46,061	–	0.00	10,610	–
0.00	3,968	–	0.00	612	–
0.00	186	–	0.00	1,536	–
0.00	5,861	–	23.49	631,388	14,831,304
0.00	12,820	–	17.18	245,093	4,210,698
0.00	144	–	17.18	90,483	1,554,498
0.00	404	–	17.18	90,479	1,554,429
0.00	38,462	–	17.18	4,076	70,026
0.00	174,762	–	17.18	1,185	20,358
0.00	3,701	–	17.18	1,184	20,341
0.00	1,102	–	22.80	17,071	389,219
0.00	11,277	–	22.80	656	14,957
0.00	67,967	–	22.80	8,792	200,458
0.00	3,841	–	22.80	17,070	389,196
0.00	1,625	–	22.80	656	14,957
0.00	2,799	–	22.80	8,791	200,435
0.00	17,037	–	23.71	113,492	2,690,895
0.00	30,850	–	23.71	4,251	100,791
0.00	80,146	–	23.71	1,225	29,045
0.00	2,929	–	23.71	113,489	2,690,824
0.00	22,039	–	23.71	4,250	100,768
0.00	18,547	–	23.71	1,225	29,045
0.00	13,989	–	0.00	260,642	–
0.00	11,524	–	0.00	225,963	–
0.00	713	–	0.00	41,084	–
0.00	57	–	0.00	57,726	–
0.00	788	–	0.00	163,850	–
0.00	3,295	–			

Details of shares issued as a result of the exercise of options/rights since the end of 2014 up to the signing of the Directors' Report on 5 November 2014 are as follows:

Exercise price \$	No. of shares issued	Proceeds received \$	Exercise price \$	No. of shares issued	Proceeds received \$
0.00	748	–	0.00	1,098	–
0.00	182	–	0.00	48	–
0.00	1,030	–	0.00	18	–

45: Employee Share and Option Plans (continued)

In determining the fair value below, the standard market techniques for valuation, including Monte Carlo and/or Black Scholes pricing models, were applied in accordance with the requirements of AASB 2 Share-based payments. The models take into account early exercise of vested equity, non-transferability and market based performance hurdles (if any). The significant assumptions used to measure the fair value of instruments granted during 2014 are contained in the table below:

Type	Grant date	Number of options/rights	Exercise price \$	Equity fair value \$	Share closing price at grant \$	ANZ expected volatility ¹ %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
STI/TIPP deferred share rights	22-Nov-13	39,269	0.00	31.68	31.68	n/a	2.4	0.4	0.4	5.80	n/a
	22-Nov-13	192,539	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
	22-Nov-13	202,523	0.00	28.60	31.68	20.0	4	2	2	5.25	2.75
	22-Nov-13	148,315	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
LTI deferred share rights	22-Nov-13	149,626	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
LTI performance rights	22-Nov-13	759,220	0.00	13.87	31.68	20.0	5	3	3	5.25	3.13
	22-Nov-13	693,236	0.00	15.19	31.68	20.0	5	3	3	5.25	3.13
	18-Dec-13	100,832	0.00	15.62	30.70	20.0	5	3	3	5.50	2.90
	18-Dec-13	100,254	0.00	15.71	30.70	20.0	5	3	3	5.50	2.90
Other deferred share rights	22-Nov-13	15,530	0.00	31.68	31.68	n/a	2.3	0.3	0.3	5.80	n/a
	22-Nov-13	918	0.00	30.50	31.68	20.0	2.7	0.7	0.7	5.25	2.54
	22-Nov-13	1,438	0.00	30.10	31.68	20.0	3	1	1	5.25	2.54
	22-Nov-13	3,671	0.00	29.69	31.68	20.0	3.3	1.3	1.3	5.25	2.54
	22-Nov-13	983	0.00	28.98	31.68	20.0	3.7	1.7	1.7	5.25	2.75
	22-Nov-13	5,009	0.00	28.60	31.68	20.0	4	2	2	5.25	2.75
	22-Nov-13	1,595	0.00	28.21	31.68	20.0	4.3	2.3	2.3	5.25	2.75
	22-Nov-13	217	0.00	27.53	31.68	20.0	4.7	2.7	2.7	5.25	3.13
	22-Nov-13	1,591	0.00	27.17	31.68	20.0	5	3	3	5.25	3.13
	4-Dec-13	25,710	0.00	27.24	31.76	20.0	3	3	3	5.25	3.08
	27-Feb-14	7,988	0.00	30.47	32.15	20.0	3	1	1	5.50	2.44
	27-Feb-14	6,036	0.00	28.89	32.15	20.0	4	2	2	5.50	2.69
	27-Feb-14	4,809	0.00	27.38	32.15	20.0	5	3	3	5.50	2.85
	1-Jun-14	5,116	0.00	32.64	33.49	17.5	3	0.5	0.5	5.50	2.54
	1-Jun-14	994	0.00	32.18	33.49	17.5	3	0.7	0.7	5.50	2.54
	1-Jun-14	1,298	0.00	31.73	33.49	17.5	3	1	1	5.50	2.54
	1-Jun-14	3,944	0.00	30.93	33.49	17.5	4	1.5	1.5	5.50	2.63
	1-Jun-14	1,049	0.00	30.50	33.49	17.5	4	1.7	1.7	5.50	2.63
	1-Jun-14	1,369	0.00	30.08	33.49	17.5	4	2	2	5.50	2.63
	1-Jun-14	1,807	0.00	29.32	33.49	17.5	5	2.5	2.5	5.50	2.74
	1-Jun-14	5,190	0.00	28.90	33.49	17.5	5	2.7	2.7	5.50	2.74
	1-Jun-14	771	0.00	28.51	33.49	17.5	5	3	3	5.50	2.74
	1-Jun-14	1,934	0.00	27.40	33.49	17.5	6	3.7	3.7	5.50	2.92
	20-Aug-14	524	0.00	32.35	33.27	17.5	3	0.5	0.5	5.50	2.47
	20-Aug-14	2,328	0.00	31.54	33.27	17.5	3	1	1	5.50	2.47
	20-Aug-14	292	0.00	30.66	33.27	17.5	4	1.5	1.5	5.50	2.54
	20-Aug-14	2,457	0.00	29.89	33.27	17.5	4	2	2	5.50	2.54
	20-Aug-14	171	0.00	29.06	33.27	17.5	5	2.5	2.5	5.50	2.64

¹ Expected volatility represents a measure of the amount by which ANZ's share price is expected to fluctuate over the life of the rights. The measure of volatility used in the model is the annualised standard deviation of the continuously compounded rates of return on the historical share price over a defined period of time preceding the date of grant. This historical average annualised volatility is then used to estimate a reasonable expected volatility over the expected life of the rights.

NOTES TO THE FINANCIAL STATEMENTS (continued)

45: Employee Share and Option Plans (continued)

The significant assumptions used to measure the fair value of instruments granted during 2013 are contained in the table below:

Type	Grant date	Number of options/rights	Exercise price \$	Equity fair value \$	Share closing price at grant \$	ANZ expected volatility ¹ %	Equity term (years)	Vesting period (years)	Expected life (years)	Expected dividend yield %	Risk free interest rate %
STI deferred share rights	12-Nov-12	54,511	0.00	24.45	24.45	n/a	2.4	0.4	0.4	n/a	n/a
	12-Nov-12	240,751	0.00	23.07	24.45	22.5	3	1	1	6.00	2.82
	12-Nov-12	255,250	0.00	21.76	24.45	22.5	4	2	2	6.00	2.66
	12-Nov-12	28,694	0.00	20.53	24.45	22.5	5	3	3	6.00	2.58
LTI deferred share rights	12-Nov-12	415,056	0.00	20.53	24.45	22.5	5	3	3	6.00	2.58
LTI performance rights	12-Nov-12	641,728	0.00	10.16	24.45	22.5	5	3	3	6.00	2.58
	19-Dec-12	328,810	0.00	9.58	24.64	22.5	5	3	3	6.00	2.77
Other deferred share rights	6-Dec-12	72,059	0.00	20.80	24.72	22.5	3	3	3	6.00	2.63
	27-Feb-13	12,941	0.00	26.87	28.28	20.0	3	1	1	5.25	2.62
	27-Feb-13	13,623	0.00	25.53	28.28	20.0	4	2	2	5.25	2.63
	20-Aug-13	9,795	0.00	28.78	29.56	20.0	2.5	0.5	0.5	5.25	2.38
	20-Aug-13	2,392	0.00	28.09	29.56	20.0	3	1	1	5.25	2.38
	20-Aug-13	7,935	0.00	27.34	29.56	20.0	3.5	1.5	1.5	5.25	2.47
	20-Aug-13	2,518	0.00	26.68	29.56	20.0	4	2	2	5.25	2.47
	20-Aug-13	8,735	0.00	25.98	29.56	20.0	4.5	2.5	2.5	5.25	2.73
	20-Aug-13	1,830	0.00	25.35	29.56	20.0	5	3	3	5.25	2.73
	12-Nov-12	3,732	0.00	23.07	24.45	22.5	3	1	1	6.00	2.82
	12-Nov-12	3,958	0.00	21.76	24.45	22.5	4	2	2	6.00	2.66

1 Expected volatility represents a measure of the amount by which ANZ's share price is expected to fluctuate over the life of the rights. The measure of volatility used in the model is the annualised standard deviation of the continuously compounded rates of return on the historical share price over a defined period of time preceding the date of grant. This historical average annualised volatility is then used to estimate a reasonable expected volatility over the expected life of the rights.

SATISFYING EQUITY AWARDS

All shares underpinning equity awards may be purchased on market, or be newly issued shares or a combination of both.

In relation to equity purchased on market during the 2014 financial year either under the ANZ Employee Share Acquisition Plan and the ANZ Share Option Plan, or to satisfy options or rights, for all employees 5,909,763 shares were purchased at an average price of \$31.93 per share.

46: Related Party Disclosures

A: KEY MANAGEMENT PERSONNEL COMPENSATION

Key Management Personnel (KMP) are defined as directors and those executives that report directly to the CEO with responsibility for the strategic direction and management of a major revenue generating division or who control material revenue and expenses that fall within the definition of KMP. KMP compensation included in the personnel disclosure expenses is as follows:

	Consolidated	
	2014 \$000	2013 ¹ \$000
Short-term benefits	25,367	21,741
Post-employment benefits	921	617
Other long-term benefits	356	148
Termination benefits	–	127
Share-based payments	15,400	11,408
	42,044	34,041

1 Comparative period does not include role of COO who became a KMP on 1 October 2013.

B: KEY MANAGEMENT PERSONNEL LOAN TRANSACTIONS

Loans made to directors of the Company and other KMP of the Group are made in the ordinary course of business on normal commercial terms and conditions no more favourable than those given to other employees or customers, including the term of the loan, security required and the interest rate. The aggregate of loans made, guaranteed or secured by any entity in the Group to KMP, including their related parties, were as follows:

	Consolidated		The Company	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000
Loans advanced ¹	29,560	15,316	20,622	14,269
Interest charged ²	1,314	896	849	892

1 Balances are for KMP who were in office as of the balance sheet date.

2 Interest is for all KMP during the period.

46: Related Party Disclosures (continued)

C: KEY MANAGEMENT PERSONNEL HOLDINGS OF ANZ SECURITIES

KMP, including their related parties, held subordinated debt, shares, share rights and options over shares in the Group directly, indirectly or beneficially as shown below:

	Consolidated	
	2014 Number ¹	2013 Number ¹
Ordinary shares	3,876,106	4,111,704
Subordinated debt	10,499	10,299

¹ Balances are for KMP who were in office as of the balance sheet date.

D: OTHER TRANSACTIONS OF KEY MANAGEMENT PERSONNEL AND THEIR RELATED PARTIES

All other transactions with KMP and their related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions generally involve the provision of financial and investment services including services to eligible international assignees ensuring they are neither financially advantaged nor disadvantaged by their relocation. All such transactions that have occurred with KMP and their related parties have been trivial or domestic in nature. In this context, transactions are only disclosed when they are considered of interest to the users of the financial report in making and evaluating decisions about the allocation of scarce resources.

E: ASSOCIATES

Significant associates are disclosed in note 38. During the course of the financial year the Company and Group conducted transactions with all associates on terms equivalent to those on an arm's length basis as shown below:

	Consolidated		The Company	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000
Amounts receivable from associates	81,193	96,627	80,628	95,654
Amounts payable to associates	77,977	78,265	2,210	2,661
Interest revenue	694	992	657	869
Interest expense	2,378	1,870	–	–
Dividend revenue	125,400	113,874	45,935	45,828
Costs recovered from associates	1,865	1,548	476	356

There have been no guarantees given or received. No outstanding amounts have been written down or recorded as allowances, as they are considered fully collectible.

F: SUBSIDIARIES

Significant controlled entities are disclosed in note 37. During the course of the financial year subsidiaries conducted transactions with each other and associates on terms equivalent to those on an arm's length basis. As of 30 September 2014, all outstanding amounts are considered fully collectible.

Transactions between the Company and its subsidiaries include the provision of a wide range of banking and other financial facilities. Details of amounts paid to or received from related parties, in the form of dividends or interest, are set out in note 3 and note 4.

Other intragroup transactions include the provision of management and administrative services, staff training, data processing facilities, transfer of tax losses, and the leasing of property plant and equipment.

47: Life Insurance Business

The Group conducts its life insurance business through OnePath Life Limited, OnePath Life (NZ) Limited and OnePath Insurance Services (NZ) Limited. This note is intended to provide disclosures in relation to the life insurance businesses conducted through these controlled entities.

CAPITAL ADEQUACY OF LIFE INSURER

Australian life insurers are required to hold reserves in excess of policy liabilities to support capital requirements under the Life Insurance Act (Life Act).

The life insurance business in New Zealand is not governed by the Life Act as these are foreign domiciled life insurance companies. These companies are however required to meet similar capital tests.

The summarised capital information below, in respect of capital requirements under the Life Act, has been extracted from the financial statements prepared by OnePath Life Limited. For detailed capital adequacy information on a statutory fund basis, users of this annual financial report should refer to the separate financial statements prepared by OnePath Life Limited.

	OnePath Life Limited	
	2014 \$m	2013 \$m
Capital Base	524	567
Prescribed Capital Amount (PCA)	295	294
Capital Adequacy Multiple (times)	1.78	1.93

NOTES TO THE FINANCIAL STATEMENTS (continued)

47: Life Insurance Business (continued)

LIFE INSURANCE BUSINESS PROFIT ANALYSIS

	Life insurance contracts		Life investment contracts		Consolidated	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Net shareholder profit after income tax	235	186	114	152	349	338
Net shareholder profit after income tax is represented by:						
Emergence of planned profit margins	181	181	87	109	268	290
Difference between actual and assumed experience	(21)	(51)	12	9	(9)	(42)
(Loss recognition)/reversal of previous losses on groups of related products	–	1	–	–	–	1
Investment earnings on retained profits and capital	75	55	15	34	90	89
Changes in assumptions	–	–	–	–	–	–
Net policyholder profit in statutory funds after income tax	16	15	–	–	16	15
Net policyholder profit in statutory funds after income tax is represented by:						
Emergence of planned profits	12	13	–	–	12	13
Investment earnings on retained profits and experience profits	4	2	–	–	4	2

INVESTMENTS RELATING TO LIFE INSURANCE BUSINESS

	Consolidated	
	2014 \$m	2013 \$m
Equity securities	10,528	10,901
Debt securities	6,503	8,870
Investments in managed investment schemes	15,954	11,378
Derivative financial assets/(liability)	(203)	9
Cash and cash equivalents	797	925
Total investments backing policy liabilities designated at fair value through profit or loss¹	33,579	32,083

¹ This includes \$3,181 million (2013: \$3,511 million) in respect of investments relating to external unit holders. In addition, the investment balance has been reduced by \$4,779 million (2013: \$3,982 million) in respect of the elimination of intercompany balances and Treasury Shares.

Investments held in statutory funds can only be used to meet the liabilities and expenses of that fund, or to make profit distributions when solvency and capital adequacy requirements of the Life Act and Insurance (Prudential Supervision) Act 2010 are met. Accordingly, with the exception of permitted profit distributions, the investments held in the statutory funds are not available for use by other parties of the Group.

INSURANCE POLICY LIABILITIES

a) Policy liabilities

	Consolidated	
	2014 \$m	2013 \$m
Life insurance contract liabilities		
Best estimate liabilities		
Value of future policy benefits	6,854	6,312
Value of future expenses	2,024	1,809
Value of future premium	(10,697)	(9,426)
Value of declared bonuses	15	13
Value of future profits		
Policyholder bonus	27	31
Shareholder profit margin	1,655	1,379
Business valued by non-projection method	5	5
Total net life insurance contract liabilities	(117)	123
Unvested policyholder benefits	42	43
Liabilities ceded under reinsurance contracts ¹ (refer note 19)	591	519
Total life insurance contract liabilities	516	685
Life investment contract liabilities^{2,3}	34,038	31,703
Total policy liabilities	34,554	32,388

¹ Liabilities ceded under reinsurance contracts are shown as 'other assets'.

² Designated at fair value through profit or loss.

³ Life investment contract liabilities that relate to a capital guaranteed element is \$1,526 million (2013: \$1,671 million). Life investment contract liabilities subject to investment performance guarantees is \$960 million (2013: \$1,064 million).

47: Life Insurance Business (continued)

b) Reconciliation of movements in policy liabilities

	Life investment contracts		Life insurance contracts		Consolidated	
	2014 \$m	2013 \$m	2014 \$m	2013 \$m	2014 \$m	2013 \$m
Policy liabilities						
Gross liability brought forward	31,703	28,763	685	774	32,388	29,537
Movements in policy liabilities reflected in the income statement	2,388	3,758	(169)	(89)	2,219	3,679
Deposit premium recognised as a change in life investment contract liabilities	5,311	3,937	–	–	5,311	3,937
Fees recognised as a change in life investment contract liabilities	(462)	(457)	–	–	(462)	(457)
Withdrawal recognised as a change in other life investment contract liabilities	(4,902)	(4,308)	–	–	(4,902)	(4,308)
Gross policy liabilities closing balance	34,038	31,703	516	685	34,554	32,388
Liabilities ceded under reinsurance¹						
Balance brought forward	–	–	519	509	519	509
Increase in reinsurance assets reflected in the income statement	–	–	72	10	72	10
Closing balance	–	–	591	519	591	519
Total policy liabilities net of reinsurance asset	34,038	31,703	(75)	166	33,963	31,869

1 Liabilities ceded under reinsurance contracts are shown as 'other assets'.

c) Sensitivity analysis – Life investment contract liabilities

Market risk arises on the Group's life insurance business in respect of life investment contracts where an element of the liability to the policyholder is guaranteed by the Group. The value of the guarantee is impacted by changes in underlying asset values and interest rates. As at 30 September 2014, a 10% decline in equity markets would have decreased profit by \$15 million (2013: \$7 million) and a 10% increase would have increased profit by nil (2013: \$nil). A 1% increase in interest rates at 30 September 2014 would have decreased profit by \$9 million (2013: \$1 million) and 1% decrease would have increased profit by nil (2013: \$nil).

METHODS AND ASSUMPTIONS – LIFE INSURANCE CONTRACTS

Significant actuarial methods

The effective date of the actuarial report on policy liabilities (which includes insurance contract liabilities and life investment contract liabilities) and solvency requirements is 30 September 2014.

In Australia, the actuarial report was prepared by Mr Jaimie Sach FIAA Appointed Actuary, a fellow of the Institute of Actuaries of Australia. The actuarial reports indicate Mr Sach is satisfied as to the accuracy of the data upon which policy liabilities have been determined.

In New Zealand, the actuarial report was prepared by Mr Michael Bartram FIAA FNZSA, a fellow of the Institute of Actuaries of Australia and a fellow of the New Zealand Society of Actuaries. The amount of policy liabilities has been determined in accordance with Professional Standard 3: Determination of Life Insurance Policy Liabilities of the New Zealand Society of Actuaries. The actuarial reports indicate that Mr Bartram is satisfied as to the accuracy of the data upon which policy liabilities have been determined.

The amount of policy liabilities has been determined in accordance with methods and assumptions disclosed in this financial report and the requirements of the Life Act, which includes applicable standards of the APRA.

Policy liabilities have been calculated in accordance with Prudential Standard LPS 340 Valuation of Policy Liabilities issued by the APRA in accordance with the requirements of the Life Act. For life insurance contracts the Standard requires the policy liabilities to be calculated in a way which allows for the systematic release of planned margins as services are provided to policyholders.

The profit carriers used to achieve the systematic release of planned margins are based on the product groups.

Critical assumptions

The valuation of the policy liabilities is dependant on a number of variables including interest rate, equity prices, future expenses, mortality, morbidity and inflation. The critical estimates and judgements used in determining the policy liabilities is set out in note 2 (vi) on page 96.

NOTES TO THE FINANCIAL STATEMENTS (continued)

47: Life Insurance Business (continued)

Sensitivity analysis – life insurance contracts

The Group conducts sensitivity analysis to quantify the exposure of the life insurance contracts to risk of changes in the key underlying variables such as interest rate, equity prices, mortality, morbidity and inflation. The valuations included in the reported results and the Group's best estimate of future performance is calculated using certain assumptions about these variables. The movement in any key variable will impact the performance and net assets of the Group and as such represents a risk. The table below illustrates how changes in key assumptions would impact the reported profit, insurance contract policy liabilities and equity at 30 September 2014.

Variable	Impact of movement in underlying variable	Change in variable % change	Profit/(loss) net of reinsurance \$m	Insurance contract liabilities net of reinsurance \$m	Equity \$m
Market interest rates	A change in market interest rates affects the value placed on future cash flows. This changes profit and shareholder equity.	-1% +1%	55 (44)	(77) 62	55 (44)
Expense risk	An increase in the level or inflationary growth of expenses over assumed levels will decrease profit and shareholder equity.	-10% +10%	– –	– –	– –
Mortality risk	Greater mortality rates would lead to higher levels of claims occurring, increasing associated claims cost and therefore reducing profit and shareholder equity.	-10% +10%	(13) (1)	18 1	(13) (1)
Morbidity risk	The cost of health-related claims depends on both the incidence of policyholders becoming ill and the duration which they remain ill. Higher than expected incidence and duration would increase claim costs, reducing profit and shareholder equity.	-10% +10%	– (3)	– 4	– (3)
Discontinuance risk	An increase in discontinuance rates at earlier durations has a negative effect as it affects the ability to recover acquisition expenses and commissions.	-10% +10%	– (2)	– 3	– (2)

LIFE INSURANCE RISK

Insurance risk is the risk of loss due to unexpected changes in current and future insurance claims rates. Insurance risk exposure arises in the life insurance business as the risk that claims payments are greater than expected. In the life insurance business this arises primarily through mortality (death) or morbidity (illness or injury) risks being greater than expected.

Insurance risks are controlled through the use of underwriting procedures and reinsurance arrangements. Controls are also maintained over claims management practices to assist in the correct and timely payment of insurance claims. Regular monitoring of experience is conducted at a sufficiently detailed level in order to identify any deviation from expected claim levels.

Financial risks relating to the Group's life insurance business are generally monitored and controlled by selecting appropriate assets to back insurance and life investment contract liabilities. Wherever possible within regulatory constraints, the Group segregates policyholders funds from shareholders funds and sets investment mandates that are appropriate for each. The assets are regularly monitored by the Wealth Asset Liability Committee and Wealth Product Committee to ensure that there are no material asset and liability mismatch issues and other risks, such as liquidity risk and credit risk, are maintained within acceptable limits.

All financial assets within the life insurance statutory funds directly support either the Group's life insurance contracts or life investment contracts. Market risk arises for the Group on contracts where the liabilities to policyholders are guaranteed. The Group manages this risk by the monthly monitoring and rebalancing of assets to policy liabilities. However, for some contracts the ability to match asset characteristics with policy obligations is constrained by a number of factors including regulatory constraints, the lack of suitable investments as well as by the nature of the policy liabilities themselves.

Market risk also arises from those life investment contracts where the asset management fees earned are directly impacted by the value of the underlying assets. The Group is exposed to the risk of future decreased asset management fees as a result of a decline in assets under management and operational risk associated with the possible failure to administer life investment contracts in accordance with the product terms and conditions.

Risk strategy

In compliance with contractual and regulatory requirements, a strategy is in place to monitor that the risks underwritten satisfy policyholders' risk and reward objectives whilst not adversely affecting the Group's ability to pay benefits and claims when due. The strategy involves the identification of risks by type, impact and likelihood, the implementation of processes and controls to mitigate the risks, and continuous monitoring and improvement of the procedures in place to minimise the chance of an adverse compliance or operational risk event occurring. Included in this strategy are the processes and controls over underwriting, claims management and product pricing. Capital management is also a key aspect of the Group's risk management strategy.

Allocation of capital

The Group's life insurance businesses are subject to regulatory capital requirements which prescribe the amount of capital to be held depending on the contract liability.

Solvency margin requirements established by APRA are in place to reinforce safeguards for policyholders' interest, which are primarily the ability to meet future claims payments in respect of existing policies.

Methods to limit or transfer insurance risk exposures

Reinsurance – Reinsurance treaties are analysed using a number of analytical modelling tools to assess the impact on the Group's exposure to risk with the objective of achieving the desired choice of the type of reinsurance and retention levels.

Underwriting procedures – Strategic underwriting decisions are put into effect using the underwriting procedures detailed in the Group's underwriting manual. Such procedures include limits to delegated authorities and signing powers.

Claims management – Strict claims management procedures are in place to assist in the timely and correct payment of claims in accordance with policy conditions.

48: Changes to comparatives

Certain amounts reported as comparative information have changed as a result of the adoption of new accounting standards or being reclassified to conform with current period financial statement presentations.

The following changes have been made:

BALANCE SHEET RECLASSIFICATION

During the period, the classification of the balance sheet has changed to more consistently reflect the nature of the financial assets and liabilities. Prior to this reclassification, the balance sheet was classified according to both nature and counterparty. The key changes include:

Assets

- Securities purchased under agreements to resell in less than three months previously reported in Liquid assets are now classified as Cash.
- Money at call, bills receivable and remittances in transit previously reported in Liquid assets are now classified as either Cash, Settlement balances owed to ANZ or Net loans and advances depending on the nature of the asset.
- Loans to other banks previously reported in Due from other financial institutions are now classified as Net loans and advances.
- Collateral paid previously reported in Due from other financial institutions is now classified separately.
- Issued security settlements previously reported in Other assets are now classified as Settlement balances owed to ANZ.

Liabilities

- Loans from other banks previously reported in Due to other financial institutions are now classified as Deposits and other borrowings.
- Collateral received previously reported in Due to other financial institutions is now classified separately.
- Issued security settlements previously reported in Payables and Other liabilities are now classified as Settlement balances owed by ANZ.

CASH FLOW STATEMENT

The Group restated line items in the cash flow statement to align with the revised balance sheet classifications reflected below. In addition, loans and advances with financial institution counterparties with original maturities of less than 90 days were removed from the definition of 'cash equivalents' (as presented in the cash flow statement). These balances now form part of net loans and advances in the balance sheet and the associated cash inflows/outflows form part of cash flows from operating activities. The Group consider that this change better reflects the characteristics of these financial instruments.

EMPLOYEE BENEFITS

The adoption of the amendments to AASB 119 Employee Benefits has resulted in changes to the measurement of the Group's defined benefit obligations. This has resulted in a restatement to comparatives in the Income Statement and Balance Sheet. Refer note 1A(iv) for further details.

BUSINESS TAXES REPORTED IN ASIA

During the year business taxes which were previously reported as a contra to revenue were classified as expenses to better reflect the nature of the transaction. Comparative information has been reclassified accordingly.

OWN CREDIT RISK OF FINANCIAL LIABILITIES AT FAIR VALUE

The early application of the own credit requirements in AASB 9 has resulted in the fair value loss attributable to own credit risk of financial liabilities being reclassified from other operating income to other comprehensive income. This has resulted in a restatement of the Income Statement and the Statement of Comprehensive Income with no impact on the Balance Sheet. Refer note 1 A(iv) for further details.

Consolidated 30 September 2013	Previously reported \$m	Balance sheet reclassification \$m	Employee benefits \$m	Currently reported \$m
Assets				
Liquid assets	39,737	(39,737)	–	–
Due from other financial institutions	22,177	(22,177)	–	–
Cash	–	25,270	–	25,270
Settlement balances owed to ANZ	–	19,225	–	19,225
Collateral paid	–	6,530	–	6,530
Available-for-sale assets	28,135	142	–	28,277
Net loans and advances	469,295	13,969	–	483,264
Deferred tax assets	721	–	4	725
Other assets	7,574	(3,222)	–	4,352
All other assets	135,352	–	–	135,352
Total assets	702,991	–	4	702,995
Liabilities				
Due to other financial institutions	36,306	(36,306)	–	–
Settlement balances owed by ANZ	–	8,695	–	8,695
Collateral received	–	3,921	–	3,921
Deposits and other borrowings	439,674	27,241	–	466,915
Payables and other liabilities	12,594	(3,551)	16	9,059
All other liabilities	168,802	–	–	168,802
Total liabilities	657,376	–	16	657,392
Net Assets	45,615	–	(12)	45,603
Retained earnings	21,948	–	(12)	21,936
All other equity	23,667	–	–	23,667
Total shareholders' equity	45,615	–	(12)	45,603

NOTES TO THE FINANCIAL STATEMENTS (continued)

48: Changes to comparatives (continued)

	Previously reported	Business tax restatement	Employee benefits	Own credit risk	Currently reported
Consolidated 2013	\$m	\$m	\$m	\$m	\$m
Net interest income	12,758	–	–	–	12,758
Other operating income	5,688	13	–	63	5,764
Operating income	18,446	13	–	63	18,522
Operating expenses	(8,236)	(13)	(8)	–	(8,257)
Profit before credit impairment and income tax	10,210	–	(8)	63	10,265
Provision for credit impairment	(1,188)	–	–	–	(1,188)
Profit before income tax	9,022	–	(8)	63	9,077
Income tax expense/(benefit) and non-controlling interests	(2,750)	–	2	(19)	(2,767)
Profit attributable to shareholders of the Company	6,272	–	(6)	44	6,310
Other comprehensive income net of tax attributable to shareholders of the Company	1,614	–	11	(44)	1,581
Total comprehensive income attributable to shareholders of the Company	7,886	–	5	–	7,891
Earnings per ordinary share (cents)					
Basic	231.3	–	(0.2)	1.6	232.7
Diluted	224.4	–	(0.2)	1.5	225.7
	Previously reported	Balance sheet reclassification	Employee benefits	Currently reported	
Consolidated 1 October 2012	\$m	\$m	\$m	\$m	
Assets					
Liquid assets	36,578	(36,578)	–	–	
Due from other financial institutions	17,103	(17,103)	–	–	
Cash	–	25,143	–	–	25,143
Settlement balances owed to ANZ	–	14,016	–	–	14,016
Collateral paid	–	6,878	–	–	6,878
Available-for-sale assets	20,562	79	–	–	20,641
Net loans and advances	427,823	8,804	–	–	436,627
Deferred tax assets	785	–	7	–	792
Other assets	5,623	(1,239)	–	–	4,384
All other assets	133,653	–	–	–	133,653
Total assets	642,127	–	7	–	642,134
Liabilities					
Due to other financial institutions	30,538	(30,538)	–	–	–
Settlement balances owed by ANZ	–	5,416	–	–	5,416
Collateral received	–	2,531	–	–	2,531
Deposits and other borrowings	397,123	23,690	–	–	420,813
Payables and other liabilities	10,109	(1,099)	24	–	9,034
All other liabilities	163,137	–	–	–	163,137
Total liabilities	600,907	–	24	–	600,931
Net assets	41,220	–	(17)	–	41,203
Retained earnings	19,728	–	(17)	–	19,711
All other equity	21,492	–	–	–	21,492
Total shareholders' equity	41,220	–	(17)	–	41,203

48: Changes to comparatives (continued)

The Company 30 September 2013	Previously reported \$m	Balance sheet reclassification \$m	Employee benefits \$m	Currently reported \$m
Assets				
Liquid assets	33,838	(33,838)	–	–
Due from other financial institutions	18,947	(18,947)	–	–
Cash	–	22,798	–	22,798
Settlement balances owed to ANZ	–	16,621	–	16,621
Collateral paid	–	5,638	–	5,638
Available-for-sale assets	23,823	–	–	23,823
Net loans and advances	372,467	10,706	–	383,173
Deferred tax assets	936	–	–	936
Other assets	5,246	(2,978)	–	2,268
All other assets	163,740	–	–	163,740
Total assets	618,997	–	–	618,997
Liabilities				
Due to other financial institutions	34,149	(34,149)	–	–
Settlement balances owed by ANZ	–	7,451	–	7,451
Collateral received	–	3,531	–	3,531
Deposits and other borrowings	359,013	26,436	–	385,449
Payables and other liabilities	9,545	(3,269)	–	6,276
All other liabilities	177,225	–	–	177,225
Total liabilities	579,932	–	–	579,932
Net Assets	39,065	–	–	39,065
Retained earnings	14,753	–	–	14,753
All other equity	24,312	–	–	24,312
Total shareholders' equity	39,065	–	–	39,065

The Company 2013	Previously reported \$m	Business tax restatement \$m	Employee benefits \$m	Own credit risk \$m	Currently reported \$m
Net interest income	9,364	–	–	–	9,364
Other operating income	5,389	–	–	63	5,452
Operating income	14,753	–	–	63	14,816
Operating expenses	(6,505)	–	(4)	–	(6,509)
Profit before credit impairment and income tax	8,248	–	(4)	63	8,307
Provision for credit impairment	(1,132)	–	–	–	(1,132)
Profit before income tax	7,116	–	(4)	63	7,175
Income tax expense/(benefit)	(1,770)	–	1	(19)	(1,788)
Profit attributable to shareholders of the Company	5,346	–	(3)	44	5,387
Other comprehensive income net of tax attributable to shareholders of the Company	191	–	3	(44)	150
Total comprehensive income attributable to shareholders of the Company	5,537	–	–	–	5,537

NOTES TO THE FINANCIAL STATEMENTS (continued)

48: Changes to comparatives (continued)

The Company 1 October 2012	Previously reported \$m	Balance sheet reclassification \$m	Employee benefits \$m	Currently reported \$m
Assets				
Liquid assets	32,782	(32,782)	–	–
Due from other financial institutions	14,167	(14,167)	–	–
Cash	–	10,987	–	10,987
Settlement balances owed to ANZ	–	21,783	–	21,783
Collateral paid	–	5,875	–	5,875
Available-for-sale assets	17,841	–	–	17,841
Net loans and advances	350,060	9,412	–	359,472
Deferred tax assets	768	–	–	768
Other assets	3,747	(1,108)	–	2,639
All other assets	153,642	–	–	153,642
Total assets	573,007	–	–	573,007
Liabilities				
Due to other financial institutions	28,394	(28,394)	–	–
Settlement balances owed by ANZ	–	4,337	–	4,337
Collateral received	–	2,326	–	2,326
Deposits and other borrowings	333,536	22,595	–	356,131
Payables and other liabilities	7,554	(864)	–	6,690
All other liabilities	166,480	–	–	166,480
Total liabilities	535,964	–	–	535,964
Net assets	37,043	–	–	37,043
Retained earnings	13,508	–	–	13,508
All other equity	23,535	–	–	23,535
Total shareholders' equity	37,043	–	–	37,043

	Consolidated 2013			The Company 2013		
	Previously reported Inflows (Outflows) \$m	Reclassification	Restated Sep 13 Inflows (Outflows) \$m	Previously reported Inflows (Outflows) \$m	Reclassification	Restated Sep 13 Inflows (Outflows) \$m
Net cash provided by/(used in) operating activities	17,606	(1,439)	16,167	13,877	(1,193)	12,684
Net cash provided by/(used in) investing activities	(7,607)		(7,607)	(6,222)		(6,222)
Net cash provided by/(used in) financing activities	(4,096)		(4,096)	(2,338)		(2,338)
Net increase/(decrease) in cash and cash equivalents	5,903	(1,439)	4,464	5,317	(1,193)	4,124
Cash and cash equivalents at beginning of the year	41,450	(5,943)	35,507	36,268	(4,849)	31,419
Effects of exchange rate changes on cash and cash equivalents	1,670	(530)	1,140	1,130	(394)	736
Cash and cash equivalents at end of year	49,023	(7,912)	41,111	42,715	(6,436)	36,279

49: Events Since the End of the Financial Year

There have been no material events since the end of the financial year.

DIRECTORS' DECLARATION AND RESPONSIBILITY STATEMENT

Directors' Declaration

The Directors of Australia and New Zealand Banking Group Limited declare that:

- a) in the Directors' opinion, the financial statements and notes of the Company and the consolidated entity are in accordance with the Corporations Act 2001, including:
 - i) section 296, that they comply with the Australian Accounting Standards and any further requirements of the Corporations Regulations 2001; and
 - ii) section 297, that they give a true and fair view of the financial position of the Company and of the consolidated entity as at 30 September 2014 and of their performance for the year ended on that date;
- b) the notes to the financial statements of the Company and the consolidated entity include a statement that the financial statements and notes of the Company and the consolidated entity comply with International Financial Reporting Standards;
- c) the Directors have been given the declarations required by section 295A of the Corporations Act 2001;
- d) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- e) the Company and certain of its wholly owned controlled entities (listed in note 43) have executed a Deed of Cross Guarantee enabling them to take advantage of the accounting and audit relief offered by class order 98/1418 (as amended), issued by the Australian Securities and Investments Commission. The nature of the Deed of Cross Guarantee is to guarantee to each creditor payment in full of any debt in accordance with the terms of the Deed of Cross Guarantee. At the date of this declaration, there are reasonable grounds to believe that the Company and its controlled entities which executed the Deed of Cross Guarantee are able, as an economic entity, to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

5 November 2014



Michael R P Smith, OBE
Director

Responsibility statement of the Directors in accordance with the Disclosure and Transparency Rule 4.1.12 (3)(b) of the United Kingdom Financial Conduct Authority

The Directors of Australia and New Zealand Banking Group Limited confirm to the best of their knowledge that:

The Group's Annual Report includes:

- i) a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole; together with
- ii) a description of the principal risks and uncertainties faced by the Group.

Signed in accordance with a resolution of the Directors.



David M Gonski, AC
Chairman

5 November 2014



Michael R P Smith, OBE
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED



REPORT ON THE FINANCIAL REPORT

We have audited the accompanying financial report of Australia and New Zealand Banking Group Limited (the Company), which comprises the balance sheets as at 30 September 2014, and income statements, statements of comprehensive income, statements of changes in equity and statements of cash flow for the year ended on that date, notes 1 to 49 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Company and the Group comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL REPORT

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement whether due to fraud or error. In note 1(A)(i), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

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

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001 and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Company's and the Group's financial position and of their performance.

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

INDEPENDENCE

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

AUDITOR'S OPINION

In our opinion:

- (a) the financial report of Australia and New Zealand Banking Group Limited is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's and the Group's financial position as at 30 September 2014 and of their performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1(A)(i).

REPORT ON THE REMUNERATION REPORT

We have audited the remuneration report included in pages 28 to 56 of the directors' report for the year ended 30 September 2014. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards

AUDITOR'S OPINION

In our opinion, the remuneration report of Australia and New Zealand Banking Group Limited for the year ended 30 September 2014, complies with Section 300A of the Corporations Act 2001.

KPMG

Melbourne
5 November 2014

Andrew Yates
Partner

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