

ASX Release

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Sydney, NSW, 2000

8 November 2024

Westpac Banking Corporation – New Zealand Banking Group Disclosure Statement

Westpac Banking Corporation (“Westpac”) today provides the attached Westpac New Zealand Banking Group Disclosure Statement for the year ended 30 September 2024.

For further information:

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This document has been authorised for release by Tim Hartin, Company Secretary.



WESTPAC BANKING CORPORATION – NEW ZEALAND BANKING GROUP

Disclosure Statement.
For the year ended 30 September 2024.



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Contents

Directors' and the Chief Executive Officer, NZ Branch's statement 5

Financial statements

Income statement	6	Note 16 Intangible assets	37
Statement of comprehensive income	6	Note 17 Deposits and other borrowings	38
Balance sheet	7	Note 18 Other financial liabilities	39
Statement of changes in equity	8	Note 19 Debt issues	40
Statement of cash flows	9	Note 20 Provisions	41
Note 1 Financial statements preparation	10	Note 21 Loan capital	42
Note 2 Net interest income	13	Note 22 Shareholders' equity	44
Note 3 Non-interest income	14	Note 23 Related entities	46
Note 4 Operating expenses	15	Note 24 Derivative financial instruments	50
Note 5 Auditor's remuneration	16	Note 25 Fair values of financial assets and financial liabilities	56
Note 6 Impairment charges/(benefits)	16	Note 26 Offsetting financial assets and financial liabilities	61
Note 7 Income tax expense	17	Note 27 Credit related commitments, contingent assets and contingent liabilities	62
Note 8 Imputation credit account	18	Note 28 Segment reporting	64
Note 9 Trading securities and financial assets measured at FVIS	18	Note 29 Securitisation, covered bonds and other transferred assets	66
Note 10 Investment securities	18	Note 30 Structured entities	67
Note 11 Loans	19	Note 31 Capital management	69
Note 12 Provision for expected credit losses	20	Note 32 Risk management, funding and liquidity risk and market risk	71
Note 13 Credit risk management	28	Note 33 Notes to the statement of cash flows	81
Note 14 Other financial assets	35		
Note 15 Deferred tax assets	36		

Registered bank disclosures

i. General information	82	v. Insurance, securitisation, funds management, other fiduciary activities, and marketing and distribution of insurance products	94
ii. Additional financial disclosures	88		
iii. Asset quality	90		
iv. Credit and market risk exposures and capital adequacy	92	vi. Risk management policies	95

Conditions of registration 98

Independent auditor's report 100

Independent assurance report 107

Glossary of terms

Certain information contained in this Disclosure Statement is required by the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) ('Order').

In this Disclosure Statement, reference is made to five main reporting groups:

- **Overseas Bank** - refers to Westpac Banking Corporation;
- **Overseas Banking Group** - refers to the Overseas Bank and all other entities included in the Overseas Bank's group for the purposes of public reporting of the group financial statements in Australia;
- **NZ Branch** - refers to the New Zealand business (as defined in the Order) of the Overseas Bank;
- **Westpac New Zealand** - refers to Westpac New Zealand Limited; and
- **NZ Banking Group** - refers to the financial reporting group (as defined in the Order) of the Overseas Bank. Controlled entities of the NZ Banking Group as at 30 September 2024 are set out in Note 23 Related entities;

Words and phrases not defined in this Disclosure Statement, but defined by the Order, have the meaning given by the Order when used in this Disclosure Statement.

The Disclosure Statement also uses the following terms as defined below.

ADI	Authorised deposit-taking institution	GDP	Gross domestic product
ALCO	Asset and Liability Committee	Group BRiskC	Overseas Bank's Board Risk Committee
ALM	Asset and liability risk management	GST	Goods and services tax
ANZSIC	Australian and New Zealand Standard Industrial Classification	IAP	Individually assessed provisions
APRA	Australian Prudential Regulation Authority	IRRBB	Interest rate risk in the banking book
ATI	Additional Tier 1 capital	LGD	Loss given default
AUSTRAC	Australian Transaction Reports and Analysis Centre	LVR	Loan-to-value ratio
BKBM	Bank bill benchmark rate	MARCO	Market Risk Committee
Board	Board of Directors	Moody's	Moody's Investors Services
BPR	Banking Prudential Requirement	NaR	Net interest income-at-risk
BPS Act	Banking (Prudential Supervision) Act 1989	NCI	Non-controlling interests
BRCC	Board Risk and Compliance Committee	NII	Net interest income
BS13	Reserve Bank document 'Liquidity Policy'	NZ IAS	New Zealand equivalent to international Accounting Standards
CAP	Collectively assessed provisions	NZ IFRS	New Zealand equivalents to International Financial Reporting Standards
CCCFA	Credit Contracts and Consumer Finance Act 2003	OCI	Other comprehensive income
CGU	Cash generating unit	PD	Probability of default
CRG	Customer risk grade	PIE	Portfolio investment entities
EAD	Exposure at default	PPS	Perpetual preference shares
ECL	Expected credit losses	Reserve Bank	Reserve Bank of New Zealand
ELE	Extended licensed entity	RISKCO	Executive Risk Committee
ESG	Environmental, social and governance	RMBS	Residential mortgage-backed securities
FCS	Financial Claims Scheme	RWA/RWE	Risk weighted assets / risk weighted exposures
Financial statements	Consolidated financial statements	S&P	S&P Global Ratings
FM	Financial Markets	SME	Small and medium-sized enterprises
Fitch	Fitch Ratings	SPPI	Solely payments of principal and interest
FVIS	Fair value through income statement	VaR	Value-at-Risk
FVOCI	Fair value through other comprehensive income	XRB	External Reporting Board
FX	Foreign exchange		

Directors' and the Chief Executive Officer, NZ Branch's Statement

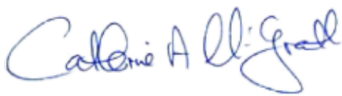
Each Director of the Overseas Bank and the Chief Executive Officer, NZ Branch, believes, after due enquiry, that, as at the date on which this Disclosure Statement is signed, the Disclosure Statement:

- (a) contains all the information that is required by the Order; and
- (b) is not false or misleading.

Each Director of the Overseas Bank and the Chief Executive Officer, NZ Branch, believes, after due enquiry, that, over the year ended 30 September 2024:

- (a) the Overseas Bank has complied in all material respects with each condition of registration that applied during that period; and
- (b) the NZ Branch and other members of the NZ Banking Group had systems in place to monitor and control adequately the material risks of relevant members of the NZ Banking Group, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk and other business risks, and that those systems were being properly applied. For this purpose, a relevant member of the NZ Banking Group means a member of the NZ Banking Group that is not a member of Westpac New Zealand's banking group, as defined in Westpac New Zealand's Disclosure Statement for the year ended 30 September 2024. Refer to Note vi. Risk management policies - Risk management frameworks on page 95 of this Disclosure Statement for further detail regarding the entities which had systems in place to monitor and control the material risks of relevant members of the NZ Banking Group.

The Disclosure Statement has been signed on behalf of all of the Directors by Catherine McGrath, Chief Executive Officer, Westpac New Zealand, and by Christopher Leuschke as Chief Executive Officer, NZ Branch.



Catherine McGrath



Christopher Leuschke

Dated this 7th day of November 2024

Income statement

for the year ended 30 September 2024

\$ millions	Note	NZ BANKING GROUP	
		2024	2023
Interest income:			
Calculated using the effective interest method	2	7,521	6,278
Other	2	272	218
Total interest income	2	7,793	6,496
Interest expense	2	(4,864)	(3,658)
Net interest income		2,929	2,838
Non-interest income			
Net fees and commissions	3	201	197
Net wealth management	3	43	37
Trading	3	20	57
Other	3	-	7
Total non-interest income		264	298
Net operating income		3,193	3,136
Operating expenses	4	(1,427)	(1,353)
Impairment (charges)/benefits	6	(27)	(135)
Profit before income tax expense		1,739	1,648
Income tax expense	7	(486)	(464)
Profit after income tax expense		1,253	1,184

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

Statement of comprehensive income

for the year ended 30 September 2024

\$ millions	NZ BANKING GROUP	
	2024	2023
Profit after income tax expense	1,253	1,184
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Gains/(losses) recognised in equity on:		
Investment securities	239	(3)
Cash flow hedging instruments	(398)	(102)
Transferred to income statement:		
Cash flow hedging instruments	(60)	44
Income tax on items taken to or transferred from equity:		
Investment securities	(67)	1
Cash flow hedging instruments	128	16
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of defined benefit obligation recognised in equity (net of tax)	(1)	4
Net other comprehensive income/(expense) for the year (net of tax)	(159)	(40)
Total comprehensive income for the year	1,094	1,144

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

Balance sheet as at 30 September 2024

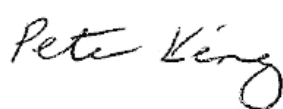
\$ millions	Note	NZ BANKING GROUP	
		2024	2023
Assets			
Cash and balances with central banks	33	7,553	9,325
Collateral paid		244	62
Trading securities and financial assets measured at FVIS	9	5,723	5,007
Derivative financial instruments	24	3,643	5,494
Investment securities	10	7,535	6,651
Loans	11,12	102,463	99,711
Other financial assets	14	1,117	469
Due from related entities	23	3,429	4,488
Property and equipment		449	396
Deferred tax assets	15	198	88
Intangible assets	16	987	982
Other assets		160	125
Total assets		133,501	132,798
Liabilities			
Collateral received		198	614
Deposits and other borrowings	17	81,539	82,196
Other financial liabilities	18	5,435	7,222
Derivative financial instruments	24	5,932	4,858
Due to related entities	23	3,237	4,666
Debt issues	19	21,619	18,597
Current tax liabilities		160	184
Provisions	20	228	249
Other liabilities		366	332
Loan capital	21	3,093	3,051
Total liabilities		121,807	121,969
Net assets		11,694	10,829
Head office account			
Branch capital	22	1,300	1,300
Retained profits		1,598	1,472
Total head office account		2,898	2,772
NZ Banking Group equity			
Share capital	22	6,045	6,045
Reserves	22	(64)	94
Retained profits		2,446	1,918
Total NZ Banking Group equity		8,427	8,057
Total equity attributable to owners of the NZ Banking Group			
Non-controlling interests	22	369	-
Total shareholders' equity and non-controlling interests		11,694	10,829

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

Signed on behalf of the Board of Directors.



Director
7 November 2024



Director
7 November 2024

Statement of changes in equity for the year ended 30 September 2024

NZ BANKING GROUP

\$ millions	NZ Branch Head Office Account		Other Members of the NZ Banking Group			Total equity attributable to the owners of the NZ Banking Group	NCI (Note 22)	Total shareholders' equity and NCI
	Branch Capital (Note 22)	Retained Profits	Share Capital (Note 22)	Reserves (Note 22)	Retained Profits			
As at 30 September 2022	1,300	1,324	6,045	138	1,497	10,304	-	10,304
Year ended 30 September 2023								
Profit after income tax expense	-	148	-	-	1,036	1,184	-	1,184
Net gains/(losses) from changes in fair value	-	-	-	(105)	-	(105)	-	(105)
Income tax effect	-	-	-	30	-	30	-	30
Transferred to income statement	-	-	-	44	-	44	-	44
Income tax effect	-	-	-	(13)	-	(13)	-	(13)
Remeasurement of defined benefit obligations	-	-	-	-	6	6	-	6
Income tax effect	-	-	-	-	(2)	(2)	-	(2)
Total comprehensive income/(expense) for the year ended 30 September 2023	-	148	-	(44)	1,040	1,144	-	1,144
Transactions with equity holders:								
Dividends paid on ordinary shares	-	-	-	-	(619)	(619)	-	(619)
As at 30 September 2023	1,300	1,472	6,045	94	1,918	10,829	-	10,829
Year ended 30 September 2024								
Profit after income tax expense	-	126	-	-	1,127	1,253	-	1,253
Net gains/(losses) from changes in fair value	-	-	-	(159)	-	(159)	-	(159)
Income tax effect	-	-	-	44	-	44	-	44
Transferred to income statement	-	-	-	(60)	-	(60)	-	(60)
Income tax effect	-	-	-	17	-	17	-	17
Remeasurement of defined benefit obligations	-	-	-	-	(1)	(1)	-	(1)
Income tax effect	-	-	-	-	-	-	-	-
Total comprehensive income/(expense) for the year ended 30 September 2024	-	126	-	(158)	1,126	1,094	-	1,094
Transactions with equity holders:								
PPS issued (net of issue costs)	-	-	-	-	-	-	369	369
Dividends paid on ordinary shares	-	-	-	-	(598)	(598)	-	(598)
As at 30 September 2024	1,300	1,598	6,045	(64)	2,446	11,325	369	11,694

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

Statement of cash flows

for the year ended 30 September 2024

		NZ BANKING GROUP	
\$ millions	Note	2024	2023
Cash flows from operating activities			
Interest received		7,807	6,467
Interest paid		(4,945)	(3,164)
Non-interest income received		322	501
Operating expenses paid		(1,285)	(1,240)
Income tax paid		(547)	(371)
Cash flows from operating activities before changes in operating assets and liabilities		1,352	2,193
Net (increase)/decrease in:			
Collateral paid		(182)	25
Trading securities and financial assets measured at FVIS		(709)	(1,418)
Loans		(2,519)	(2,167)
Other financial assets		(125)	30
Due from related entities ¹		53	(32)
Other assets		(6)	(2)
Net increase/(decrease) in:			
Collateral received		(416)	(110)
Deposits and other borrowings		(649)	1,348
Other financial liabilities		(2,298)	953
Due to related entities		(84)	62
Other liabilities		2	10
Net movement in external and related entity derivative financial instruments ¹		251	818
Net cash provided by/(used in) operating activities	33	(5,330)	1,710
Cash flows from investing activities			
Proceeds from investment securities		1,529	547
Purchase of investment securities		(1,930)	(1,633)
Purchase of intangible assets		(118)	(209)
Purchase of property and equipment		(74)	(77)
Net cash provided by/(used in) investing activities		(593)	(1,372)
Cash flows from financing activities			
Proceeds from debt issues	19	10,060	7,827
Repayments of debt issues	19	(7,429)	(9,290)
Payments for the principal portion of lease liabilities		(51)	(47)
Issue of loan capital (net of issue costs)	21	-	592
Maturities, repayments, buy-backs and reduction of loan capital	21	(6)	-
Issue of perpetual preference shares (net of issue costs)	22	369	-
Dividends paid on ordinary shares	23	(598)	(619)
Net movement in due to related entities		(90)	(473)
Net cash provided by/(used in) financing activities		2,255	(2,010)
Net increase/(decrease) in cash and cash equivalents		(3,668)	(1,672)
Cash and cash equivalents at the beginning of the year ¹		11,991	13,800
Effect of exchange rate changes on cash and cash equivalents ¹		(62)	(137)
Cash and cash equivalents at the end of the year¹	33	8,261	11,991

¹ Comparatives have been revised to align to the current year presentation of cash due from related entities as cash and cash equivalents, resulting in a \$123 million decrease in net increase in due from related entities, a \$2,539 million increase in cash and cash equivalents at the beginning of the year, and a \$2,662 million increase in cash and cash equivalents at the end of the year. Comparatives have also been revised to present the impact of foreign exchange on cash and cash equivalents, resulting in a \$137 million increase in net movement in external and related entity derivative financial instruments and a corresponding decrease in effect of exchange rate changes on cash and cash equivalents.

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

Details of the reconciliation of net cash provided by/(used in) operating activities to Profit after income tax expense are provided in Note 33.

Notes to the financial statements

Note 1 Financial statements preparation

The Overseas Bank is registered as a public company limited by shares under the Australian Corporations Act 2001 and is entered on the register maintained under the BPS Act. The Overseas Bank provides a broad range of banking and financial services, including consumer, business and institutional banking and wealth management services.

The NZ Branch's head office is situated at Westpac on Takutai Square, 16 Takutai Square, Auckland 1010, New Zealand and the address for service of process on the NZ Branch is Stephen O'Brien - General Counsel, Westpac on Takutai Square, 53 Galway Street, Auckland 1010, New Zealand.

The financial statements are for the NZ Banking Group.

These financial statements were authorised for issue by the Overseas Bank's Board of Directors on 7 November 2024. The Board has the power to amend and reissue the financial statements.

The material accounting policies are set out below and in the relevant notes to the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of preparation

(i) Basis of accounting

These financial statements are general purpose financial statements prepared in accordance with:

- the requirements of the Financial Markets Conduct Act 2013; and
- the requirements of the Order.

These financial statements comply with Generally Accepted Accounting Practice, applicable NZ IFRS and other authoritative pronouncements of the XRB, as appropriate for for-profit entities. These financial statements also comply with International Financial Reporting Standards Accounting Standards, as issued by the International Accounting Standards Board.

All amounts in these financial statements have been rounded to the nearest million dollars unless otherwise stated.

(ii) Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by applying fair value accounting to financial assets and financial liabilities (including derivative instruments) measured at FVIS or FVOCI.

(iii) Comparative revisions

Comparative information has been revised where appropriate to conform to changes in presentation in the current year and to enhance comparability. Where there has been a material restatement of comparative information the nature of, and the reason for, the restatement is disclosed in the relevant section.

(iv) Standards adopted during the year ended 30 September 2024

International Tax Reform – Pillar Two Model rules (Amendments to NZ IAS 12 *Income Taxes*) was issued in July 2023 as a result of the Organisation for Economic Co-operation and Development's (OECD) international tax reform, known as Pillar Two. The amendments introduced:

- a mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of Pillar Two, which has been applied by the NZ Banking Group; and
- disclosure requirements for impacted entities to help financial statement users better understand the NZ Banking Group's exposure to Pillar Two income taxes.

Pillar Two introduces new 'top-up' taxes for multinational enterprises ('MNEs') within the scope of the rules to ensure that these MNEs pay a minimum effective rate of tax of 15% on profits in all jurisdictions.

The NZ Banking Group is part of a MNE group under the Overseas Bank that falls within the OECD Pillar Two model rules. Pillar Two legislation has been enacted in New Zealand and will take effect from the NZ Banking Group's financial year beginning 1 October 2025.

The NZ Banking Group has performed an assessment of its potential exposure to Pillar Two income taxes based on the most recent tax filings and financial statements for its constituent entities. Based on the assessment performed, the NZ Banking Group does not expect a material exposure, if any, to Pillar Two top-up taxes. The impact of the Pillar Two legislation on future financial performance will continue to be assessed.

(v) Business combinations

Business combinations are accounted for using the acquisition method of accounting. Acquisition cost is measured as the aggregate of the fair value at the date of acquisition of the assets given, equity instruments issued or liabilities incurred or assumed. Acquisition-related costs are expensed as incurred (except for those costs arising on the issue of equity instruments which are recognised directly in equity).

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at fair value on the acquisition date. Goodwill is measured as the excess of the acquisition cost, the amount of any non-controlling interest and the fair value of any previous NZ Banking Group's equity interest in the acquiree, over the fair value of the identifiable net assets acquired.

(vi) Foreign currency translation

Functional and presentation currency

The financial statements are presented in New Zealand dollars which is the NZ Banking Group's functional and presentation currency.

Notes to the financial statements

Note 1 Financial statements preparation (continued)

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. FX gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in OCI for qualifying cash flow hedges.

b. Basis of aggregation

The NZ Banking Group as at 30 September 2024 has been aggregated by combining the sum of the capital and reserves of the NZ Branch, and the consolidated capital and reserves of Westpac New Zealand Group Limited, BT Financial Group (NZ) Limited, Westpac Financial Services Group-NZ-Limited, Westpac Group Investment-NZ-Limited, and their subsidiaries (including structured entities). For New Zealand entities acquired by the Overseas Banking Group, capital and reserves at acquisition are netted and recognised as capital contributed to the NZ Banking Group.

Subsidiaries are entities over which the members of the NZ Banking Group have control as they are exposed to, or have rights to, variable returns from their involvement with the entities, and can affect those returns through their power over the entities. All transactions between entities within the NZ Banking Group are eliminated. Subsidiaries are fully consolidated from the date on which control commences and are de-consolidated from the date that control ceases.

c. Financial assets and financial liabilities

(i) Recognition

Financial assets and financial liabilities, other than regular way transactions, are recognised when the NZ Banking Group becomes a party to the terms of the contract, which is generally on the settlement date (the date payment is made or cash advanced). Purchases and sales of financial assets in regular way transactions are recognised on the trade date (the date on which the NZ Banking Group commits to purchase or sell an asset).

(ii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the asset have expired, or when the NZ Banking Group has either transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full under a 'pass through' arrangement and transferred substantially all the risks and rewards of ownership.

There may be situations where the NZ Banking Group has partially transferred the risks and rewards of ownership but has neither transferred nor retained substantially all the risks and rewards of ownership. In such situations, the asset continues to be recognised on the balance sheet to the extent of the NZ Banking Group's continuing involvement in the asset.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, the exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, with the difference in the respective carrying amounts recognised in the income statement.

The terms are deemed to be substantially different if the discounted present value of the cash flows under the new terms (discounted using the original effective interest rate) is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. Qualitative factors such as a change in the currency the instrument is denominated in, a change in the interest rate from fixed to floating and conversion features are also considered.

(iii) Classification and measurement basis

Financial assets

Financial assets are grouped into the following classes: cash and balances with central banks, collateral paid, trading securities and financial assets measured at FVIS, derivative financial instruments, investment securities, loans, other financial assets and due from related entities.

Financial assets are classified based on a) the business model within which the assets are managed, and b) whether the contractual cash flows of the instrument represent SPPI.

The NZ Banking Group determines the business model at the level that reflects how groups of financial assets are managed. When assessing the business model the NZ Banking Group considers factors including how performance and risks are managed, evaluated and reported and the frequency and volume of, and reason for, sales in previous periods and expectations of sales in future periods.

When assessing whether contractual cash flows are SPPI, interest is defined as consideration primarily for the time value of money and the credit risk of the principal outstanding. The time value of money is defined as the element of interest that provides consideration only for the passage of time and not consideration for other risks or costs associated with holding the financial asset. Terms that could change the contractual cash flows so that they may not meet the SPPI criteria include contingent and leverage features, non-recourse arrangements, and features that could modify the time value of money.

Debt instruments

If the debt instruments have contractual cash flows which represent SPPI on the principal balance outstanding they are classified at:

- amortised cost if they are held within a business model whose objective is achieved through holding the financial asset to collect these cash flows; or
- FVOCI if they are held within a business model whose objective is achieved both through collecting these cash flows and selling the financial asset; or

Notes to the financial statements

Note 1 Financial statements preparation (continued)

- FVIS if they are held within a business model whose objective is achieved through selling the financial asset.

Debt instruments are classified and measured at FVIS where the contractual cash flows do not represent SPPI on the principal balance outstanding or where it is designated at FVIS to eliminate or reduce an accounting mismatch.

Debt instruments at amortised cost are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. They are presented net of any provision for ECL determined using the ECL model. Refer to Notes 6 and 12 for further details.

Debt instruments at FVOCI are measured at fair value with unrealised gains and losses recognised in OCI except for interest income, impairment charges and FX gains and losses, which are recognised in the income statement. Impairment on debt instruments at FVOCI is determined using the ECL model and is recognised in the income statement with a corresponding amount in OCI. There is no reduction of the carrying value of the debt security which remains at fair value.

The cumulative gain or loss recognised in OCI is subsequently recognised in the income statement when the instrument is derecognised.

Debt instruments at FVIS are measured at fair value with subsequent changes in fair value recognised in the income statement.

Financial liabilities

Financial liabilities are grouped into the following classes: collateral received, deposits and other borrowings, other financial liabilities, derivative financial instruments, due to related entities, debt issues and loan capital.

Financial liabilities are measured at amortised cost if they are not held for trading or designated at FVIS, otherwise they are measured at FVIS.

Financial assets and financial liabilities measured at FVIS are recognised initially at fair value. All other financial assets and financial liabilities are recognised initially at fair value plus or minus directly attributable transaction costs respectively.

Further details of the accounting policy for each category of financial asset or financial liability mentioned above are set out in the note for the relevant item.

The NZ Banking Group's policies for determining the fair value of financial assets and financial liabilities are set out in Note 25.

d. Critical accounting assumptions and estimates

Applying the NZ Banking Group's accounting policies requires the use of judgement, assumptions and estimates which impact the financial information. The significant assumptions and estimates used are discussed in the relevant notes below.

- Note 7 Income tax expense
- Note 12 Provision for expected credit losses
- Note 15 Deferred tax assets
- Note 16 Intangible assets
- Note 20 Provisions
- Note 25 Fair values of financial assets and financial liabilities

Impact of climate-related risks

The NZ Banking Group has considered the potential risk of climate change on its financial statements. Refer to Note 32 for further details.

e. Future developments in accounting standards

NZ IFRS 18 *Presentation and Disclosure in Financial Statements* (NZ IFRS 18) was issued in May 2024 and will be effective for the 30 September 2028 year end unless early adopted. NZ IFRS 18 will replace NZ IAS 1 *Presentation of Financial Statements*. This standard will not change the recognition and measurement of items in the financial statements, but will impact the presentation and disclosure in the financial statements, including:

- New categories and subtotals in the income statement to enhance comparability;
- Enhancing the disclosure of management defined performance measures; and
- Changes to the grouping of information in the financial statements to provide more useful information.

The NZ Banking Group is continuing to assess the impact of adopting NZ IFRS 18.

Amendments to the Classification and Measurement of Financial Instruments was issued in June 2024 and amends NZ IFRS 7 *Financial Instruments: Disclosures* and NZ IFRS 9 *Financial Instruments*. It is effective for the 30 September 2027 year end unless early adopted.

The amendments include:

- Changes to disclosures for investments in equity instruments designated at FVOCI and additional disclosures for financial instruments with contingent features that do not relate directly to basic lending risks and costs;
- Guidance on derecognition of financial liabilities criteria when using an electronic payments system; and
- Guidance on assessing contractual cash flow characteristics of financial assets with ESG and similar features.

The amendments are not expected to have a material impact on the NZ Banking Group.

Other new standards and amendments to existing standards that are not yet effective are not expected to have a material impact on the NZ Banking Group.

Notes to the financial statements

Note 2 Net interest income

Accounting policy

Interest income and interest expense for all interest earning financial assets and interest bearing financial liabilities at amortised cost or FVOCI, detailed within the table below, are recognised using the effective interest method. Net income from Treasury's interest rate and liquidity management activities is included in net interest income.

The effective interest method calculates the amortised cost of a financial instrument by discounting the financial instrument's estimated future cash receipts or payments to their present value and allocates the interest income or interest expense, including any fees, costs, premiums or discounts integral to the instrument, over its expected life.

Interest income is calculated based on the gross carrying amount of financial assets in stages 1 and 2 of the NZ Banking Group's ECL model and on the carrying amount net of the provision for ECL for financial assets in stage 3.

\$ millions	Note	NZ BANKING GROUP	
		2024	2023
Interest income			
Calculated using the effective interest method			
Cash and balances with central banks		509	533
Collateral paid		4	4
Investment securities		218	161
Loans		6,675	5,453
Due from related entities	23	115	127
Total interest income calculated using the effective interest method		7,521	6,278
Other			
Trading securities and financial assets measured at FVIS		272	218
Total other		272	218
Total interest income		7,793	6,496
Interest expense			
Calculated using the effective interest method			
Collateral received		26	24
Deposits and other borrowings		3,339	2,523
Due to related entities	23	100	86
Debt issues		418	265
Loan capital		186	147
Other financial liabilities		243	236
Total interest expense calculated using the effective interest method		4,312	3,281
Other			
Deposits and other borrowings		153	147
Debt issues		122	170
Other interest expense ¹		277	60
Total other		552	377
Total interest expense		4,864	3,658
Net interest income		2,929	2,838

¹ Includes the net impact of Treasury's interest rate and liquidity management activities.

Notes to the financial statements

Note 3 Non-interest income

Accounting policy

Non-interest income includes net fees and commissions income, net wealth management income, trading income and other income.

Net fees and commissions income

When another party is involved in providing goods or services to a NZ Banking Group customer, the NZ Banking Group assesses whether the nature of the arrangement with its customer is as a principal provider or an agent of another party. Where the NZ Banking Group is acting as an agent for another party, the income earned by the NZ Banking Group is the net consideration received (i.e. the gross amount received from the customer less amounts paid to a third party provider). As an agent, the net consideration represents fees and commissions income for facilitating the transaction between the customer and the third party provider with primary responsibility for fulfilling the contract.

Fees and commissions income

Fees and commissions income is recognised when the performance obligation is satisfied by transferring the promised good or service to the customer. Fees and commissions income includes facility fees, transaction fees and commissions and other non-risk fee income. Commissions income includes commissions received for the distribution of general and life insurance products.

Facility fees include certain line fees, annual credit card fees and fees for providing customer bank accounts. They are recognised over the term of the facility/period of service on a straight line basis.

Transaction fees and commissions are earned for facilitating banking transactions such as FX and telegraphic transfers. Fees and commissions for these one-off transactions are recognised once the transaction has been completed. Transaction fees and commissions are also recognised for credit card transactions including interchange fees net of scheme charges. These are recognised once the transaction has been completed, however, a component of interchange fees received is deferred as unearned income as the NZ Banking Group has a future service obligation to customers under the NZ Banking Group's credit card reward programmes.

Other non-risk fee income includes advisory and underwriting fees which are recognised when the related service is completed.

Income which forms an integral part of the effective interest rate of a financial instrument is recognised using the effective interest method and recorded in interest income (for example, loan origination fees).

Fees and commissions expenses

Fees and commissions expenses include incremental external costs that vary directly with the provision of goods or services to customers. An incremental cost is one that would not have been incurred if a specific good or service had not been provided to a specific customer. Fees and commissions expenses which form an integral part of the effective interest rate of a financial instrument are recognised using the effective interest method and recorded in net interest income. Fees and commissions expenses include the costs associated with credit card loyalty programmes which are recognised as an expense when the services are provided on the redemption of points.

Net wealth management income

Wealth management fees earned for the ongoing management of customer funds and investments are recognised when the performance obligation is satisfied which is over the period of management.

Trading income

- Realised and unrealised gains or losses from changes in the fair value of trading assets, liabilities and derivatives are recognised in the period in which they arise (except day one profits or losses which are deferred, refer to Note 25); and
- Net income related to Treasury's interest rate and liquidity management activities is included in net interest income.

Notes to the financial statements

Note 3 Non-interest income (continued)

\$ millions	NZ BANKING GROUP	
	2024	2023
Net fees and commissions		
Facility fees	54	48
Transaction fees and commissions	200	203
Other non-risk fee income ¹	23	20
Fees and commissions income	277	271
Credit card loyalty programmes	(31)	(35)
Transaction fees and commissions related expenses	(45)	(39)
Fees and commissions expenses	(76)	(74)
Net fees and commissions	201	197
Net wealth management	43	37
Trading	20	57
Other		
Net ineffectiveness on qualifying hedges	(9)	-
Other	9	7
Total other	-	7
Total non-interest income	264	298

¹ Includes management fees due from related entities. Refer to Note 23.

Deferred income in relation to the credit card loyalty programmes for the NZ Banking Group was \$24 million as at 30 September 2024 (30 September 2023: \$27 million). This will be recognised as fees and commissions income as the credit card reward points are redeemed.

There were no other material contract assets or contract liabilities for the NZ Banking Group.

Note 4 Operating expenses

\$ millions	Note	NZ BANKING GROUP	
		2024	2023
Staff expenses		751	710
Lease expenses		17	24
Depreciation		99	82
Technology services and telecommunications ¹		247	245
Purchased services ¹		57	76
Software amortisation		113	60
Related entities - management fees	23	15	11
Other ²		128	145
Total operating expenses		1,427	1,353

¹ Comparative amounts have been revised to align to the current year presentation, resulting in a \$20 million increase in Technology services and telecommunications and a corresponding decrease in Purchased services.

² 'Other' includes expenses such as advertising, property related costs, postage and freight and non-lending losses.

Notes to the financial statements

Note 5 Auditor's remuneration

\$'000s	NZ BANKING GROUP	
	2024	2023
Audit and audit related services		
Audit and review of financial statements ¹	3,941	3,739
Other audit related services ^{2,3}	787	824
Total remuneration for audit and other audit related services	4,728	4,563
Other services ⁴	150	303
Total remuneration for non-audit services	150	303
Total remuneration for audit, other audit related services and non-audit services	4,878	4,866

¹ Fees for the annual audit of the financial statements, the review procedures performed on the interim financial statements, Sarbanes-Oxley reporting undertaken in the role of the auditor and limited assurance over compliance with the information required on capital adequacy, regulatory liquidity requirements and credit and market risk exposures.

² Assurance or agreed upon procedures for the issue of comfort letters and work on the NZ Banking Group's debt issuance programmes.

³ As at 30 September 2024, \$260,311 was paid to PwC Australia for the issue of comfort letters and work on the NZ Banking Group's debt issuance programmes (30 September 2023: \$304,514).

⁴ Fees for the year ended 30 September 2024 relate to assessments of whether preconditions for assurance exist in preparation for assurance over greenhouse gas disclosures. Fees for the year ended 30 September 2023 related to a system pre-implementation and data migration assessment.

It is the NZ Banking Group's policy to engage the external auditor on assignments additional to their statutory audit duties only if their independence is not impaired or seen to be impaired, and where their expertise and experience with the NZ Banking Group is important.

The external auditor also provides audit and non-audit assurance services to non-consolidated entities, including non-consolidated trusts and non-consolidated superannuation funds or pension funds of which a member of the NZ Banking Group is manager or responsible entity. During the year ended 30 September 2024, the fees in respect of these services were \$490,392 (30 September 2023: \$505,331). This amount is not included in the table above.

Note 6 Impairment charges/(benefits)

Accounting policy

Impairment charges are based on an expected loss model which measures the difference between the current carrying amount and the present value of expected future cash flows taking into account past experience, current conditions and multiple probability-weighted macroeconomic scenarios for reasonably supportable future economic conditions. Further details of the calculation of ECL and the critical accounting assumptions and estimates relating to impairment charges are included in Note 12.

Impairment charges are recognised in the income statement, with a corresponding amount recognised as follows:

- Loans at amortised cost: as a reduction of the carrying value of the financial asset through an offsetting provision account (refer to Note 12);
- Investment securities: in reserves in OCI with no reduction of the carrying value of the debt security (refer to the statement of changes in equity); and
- Credit commitments: as a provision (refer to Note 20).

Uncollectable loans

A loan may become uncollectable in full or part if, after following the NZ Banking Group's loan recovery procedures, the NZ Banking Group remains unable to collect that loan's contractual repayments. Uncollectable amounts are written off against their related provision for ECL, after all possible repayments have been received.

Where loans are secured, amounts are generally written off after receiving the proceeds from the security, or in certain circumstances, where the net realisable value of the security has been determined and this indicates that there is no reasonable expectation of full recovery, write-off may be earlier. Unsecured consumer loans are generally written off after 180 days past due.

The NZ Banking Group may subsequently be able to recover cash flows from loans written off. In the period which these recoveries are made, they are recognised in the income statement.

Notes to the financial statements

Note 6 Impairment charges/(benefits) (continued)

\$ millions	NZ BANKING GROUP	
	2024	2023
Provisions raised/(released):		
Performing	(20)	78
Non-performing	36	46
Bad debts written-off/(recovered) directly to the income statement	11	11
Impairment charges/(benefits)	27	135
<i>of which relates to:</i>		
Loans and credit commitments	27	135
Impairment charges/(benefits)	27	135

Impairment charges/(benefits) on all other financial assets are not material to the NZ Banking Group.

Note 7 Income tax expense

Accounting policy

The income tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in OCI, in which case it is recognised in the statement of comprehensive income.

Current tax is the tax payable for the year using enacted or substantively enacted tax rates and laws. Current tax also includes adjustments to tax payable for previous years.

Goods and services tax

Revenue, expenses and assets are recognised net of GST except to the extent that GST is not recoverable from the New Zealand Inland Revenue. In these circumstances, GST is recognised as part of the expense or the cost of the asset.

Critical accounting assumptions and estimates

Significant judgement is required in determining the current tax liability. There may be transactions with uncertain tax outcomes and provisions are determined based on the expected outcomes.

\$ millions	NZ BANKING GROUP	
	2024	2023
Income tax expense		
Current tax:		
Current year	467	472
Prior year adjustments	1	(2)
Deferred tax (refer to Note 15):		
Current year	19	(6)
Prior year adjustments	(1)	-
Total income tax expense	486	464
Profit before income tax expense	1,739	1,648
Tax calculated at tax rate of 28%	487	461
Expenses not deductible for tax purposes	(1)	5
Prior year adjustments	-	(2)
Total income tax expense	486	464

The effective tax rate for the year ended 30 September 2024 was 27.9% (30 September 2023: 28.2%).

Notes to the financial statements

Note 8 Imputation credit account

\$ millions	NZ BANKING GROUP	
	2024	2023
Imputation credits available for use in subsequent reporting periods	408	186

The imputation credit balance shown above represents imputation credits available to New Zealand tax resident members of the NZ Banking Group. The 2024 imputation credit balance available to the Overseas Bank (not included in the NZ Banking Group balance above) is \$583 million (30 September 2023: \$802 million).

Note 9 Trading securities and financial assets measured at FVIS

Accounting policy

Trading securities

Trading securities include actively traded debt (government and other) and those acquired for sale in the near term. The instruments are measured at fair value.

Reverse repurchase agreements

Securities purchased under these agreements are not recognised on the balance sheet, as the NZ Banking Group has not obtained the risks and rewards of ownership. The cash consideration paid is recognised as a reverse repurchase agreement, which forms part of a trading portfolio that is measured at fair value.

Fair value gains and losses on these financial assets are recognised in the income statement. Interest earned from debt securities is recognised in interest income (refer to Note 2).

\$ millions	NZ BANKING GROUP	
	2024	2023
Government and semi-government securities	3,315	2,354
Other debt securities	2,240	2,166
Reverse repurchase agreements	168	487
Total trading securities and financial assets measured at FVIS	5,723	5,007

Note 10 Investment securities

Accounting policy

Investment securities include debt securities (government and other) that are measured at FVOCI. These instruments are classified based on the criteria disclosed under the heading "Financial assets and financial liabilities" in Note 1.

Debt securities measured at FVOCI

Includes debt instruments that have contractual cash flows which represent SPPI on the principal balance outstanding and they are held within a business model whose objective is achieved both through collecting these cash flows or selling the financial asset.

These securities are measured at fair value with unrealised gains and losses recognised in OCI except for interest income, impairment charges and FX gains and losses and fair value hedge adjustments which are recognised in the income statement.

Impairment is measured using the same ECL model applied to financial assets measured at amortised cost. Impairment is recognised in the income statement with a corresponding amount in OCI with no reduction of the carrying value of the debt security which remains at fair value. Refer to Note 12 for further details.

The cumulative gain or loss recognised in OCI is subsequently recognised in the income statement when the instrument is disposed.

\$ millions	NZ BANKING GROUP	
	2024	2023
Government and semi-government securities	5,011	4,088
Other debt securities	2,524	2,563
Total investment securities	7,535	6,651

Notes to the financial statements

Note 11 Loans

Accounting policy

Loans are financial assets initially recognised at fair value plus directly attributable transaction costs and fees.

Loans are subsequently measured at amortised cost using the effective interest method where they have contractual cash flows which represent SPPI on the principal balance outstanding and they are held within a business model whose objective is achieved through holding the loans to collect these cash flows. They are presented net of any provision for ECL.

Loan products that have both mortgage and deposit facilities are presented gross on the balance sheet, segregating the asset and liability component, because they do not meet the criteria to be offset. Interest earned on these products is presented on a net basis in the income statement as this reflects how the customer is charged.

The following table shows loans disaggregated by types of credit exposure:

	NZ BANKING GROUP	
\$ millions	2024	2023
Residential mortgages	68,011	65,757
Other retail	2,563	2,648
Corporate	32,098	31,619
Other	293	194
Total gross loans	102,965	100,218
Provision for ECL on loans (refer to Note 12)	(502)	(507)
Total net loans	102,463	99,711

Notes to the financial statements

Note 12 Provision for expected credit losses

Accounting policy

Note 6 provides details of impairment charges/(benefits).

Impairment applies to all financial assets at amortised cost, debt securities measured at FVOCI and credit commitments.

The ECL is recognised as follows:

- Loans at amortised cost: as a reduction of the carrying value of the financial asset through an offsetting provision account (refer to Note 11);
- Investment securities: in reserves in OCI with no reduction of the carrying value of the debt security itself (refer to the statement of changes in equity); and
- Credit commitments: as a provision (refer to Note 20).

Measurement

The NZ Banking Group calculates the provision for ECL based on a three stage approach. The provision for ECL is a probability-weighted estimate of the cash shortfalls expected to result from defaults over the relevant timeframe. They are determined by evaluating a range of possible outcomes and taking into account the time value of money, past events, current conditions and forecasts of future economic conditions.

The models use three main components to determine the ECL (as well as the time value of money) including:

- PD: the probability that a counterparty will default;
- LGD: the loss that is expected to arise in the event of a default; and
- EAD: the estimated outstanding amount of credit exposure at the time of the default.

Model stages

The three stages are as follows:

Stage 1: 12 months ECL - performing

For financial assets where there has been no significant increase in credit risk since origination a provision for 12 months ECL is recognised.

Stage 2: Lifetime ECL – performing

For financial assets where there has been a significant increase in credit risk since origination but where the asset is still performing a provision for lifetime ECL is recognised. The indicators of a significant increase in credit risk are described on the following page.

Stage 3: Lifetime ECL – non-performing

Financial assets in Stage 3 are those that are in default. A default occurs when:

- The NZ Banking Group considers that the customer is unable to repay its credit obligations in full, irrespective of recourse by the NZ Banking Group to action such as realising security. Indicators include a breach of contract with the NZ Banking Group such as a default on interest or principal payments, a borrower experiencing significant financial difficulties or observable economic conditions that correlate to defaults on an individual basis; or
- The customer is more than 90 days past due on any material credit obligation.

A provision for lifetime ECL is recognised on these financial assets.

Collective and individual assessment

Financial assets that are in Stages 1 and 2 are assessed on a collective basis. This means that they are grouped in pools of similar assets with similar credit risk characteristics including the type of product and CRG. Financial assets in Stage 3 are assessed on an individual basis and calculated collectively for those below a specified threshold.

Expected life

In considering the lifetime timeframe for ECL in Stages 2 and 3, the standard generally requires use of the remaining contractual life adjusted, where appropriate, for prepayments, extension and other options. For certain revolving credit facilities which include both a drawn and undrawn component (e.g. credit cards and revolving lines of credit), the NZ Banking Group's contractual ability to demand repayment and cancel the undrawn commitment does not limit the exposure to credit losses to the contractual notice period. For these facilities, lifetime is based on historical behaviour.

Movement between stages

Financial assets may move in both directions through the stages of the impairment model. Financial assets previously in Stage 2 may move back to Stage 1 if it is no longer considered that there has been a significant increase in credit risk. Similarly, financial assets in Stage 3 may move back to Stage 1 or Stage 2 if they are no longer assessed to be non-performing.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

Accounting policy (continued)

Critical accounting assumptions and estimates

Key judgements include when a significant increase in credit risk has occurred, the estimation of forward-looking macroeconomic information and overlays. Other factors which can impact the provision include the borrower's financial situation, the realisable value of collateral, the NZ Banking Group's position relative to other claimants, the reliability of customer information and the likely cost and duration of recovering the loan.

Significant increase in credit risk

Determining when a financial asset has experienced a significant increase in credit risk since origination is a critical accounting judgement which is based on the change in the PD since origination. In determining whether a change in PD represents a significant increase in risk, relative changes in PD and absolute PD thresholds are both considered based on the portfolio of the exposure.

The NZ Banking Group does not rebut the presumption that instruments that are 30 days past due have experienced a significant increase in credit risk, but this is used as a backstop rather than the primary indicator.

Forward-looking macroeconomic information

The measurement of ECL for each stage and the assessment of significant increase in credit risk consider information about past events and current conditions as well as reasonable and supportable projections of future events and economic conditions. The estimation of forward-looking information is a critical accounting judgement. The NZ Banking Group considers three future macroeconomic scenarios including a base case scenario along with upside and downside scenarios.

The macroeconomic variables used in these scenarios, based on current economic forecasts, include (but are not limited to) unemployment rates, real gross domestic product growth rates, base interest rates and residential property price indices.

- Base case scenario
This scenario utilises the internal Westpac Economic forecasts used for strategic decision making and forecasting.
- Upside scenario
This scenario represents a modest improvement on the base case scenario.
- Downside scenario
The downside scenario is a more severe scenario with ECL higher than those under the base case scenario. This scenario assumes a recession with a combination of negative GDP growth, declines in residential property prices and an increase in the unemployment rate, which simultaneously impact ECL across all portfolios from the reporting date.

The three macroeconomic scenarios are probability weighted and together represent the NZ Banking Group's view of the forward-looking distribution of potential loss outcomes. The weighting applied to each of the three macroeconomic scenarios takes into account historical frequency, current trends, and forward-looking conditions.

The macroeconomic variables and probability weightings of the three macroeconomic scenarios are subject to the approval of the NZ Banking Group's Chief Financial Officer and Chief Risk Officer with oversight from the Board of Directors (and its Committees).

Portfolio overlays

Where appropriate, adjustments will be made to modelled outcomes to reflect reasonable and supportable information not already incorporated in the models. These adjustments (overlays) may be an increase or decrease in the provision for ECL.

Judgements can change with time as new information becomes available which could result in changes to the provision for ECL.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

Loans and credit commitments

The following tables reconcile the provisions for ECL on loans and credit commitments by stage for the NZ Banking Group.

NZ BANKING GROUP										
\$ millions	2024				Total	2023				Total
	Performing		Non-performing			Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3		Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP		CAP	CAP	CAP	IAP	
Provision for ECL on loans										
Residential mortgages	29	148	49	21	247	37	139	61	10	247
Other retail	9	31	11	4	55	11	34	12	1	58
Corporate	27	115	22	36	200	29	127	34	12	202
Total provision for ECL on loans (refer to Note 11)	65	294	82	61	502	77	300	107	23	507
Provision for ECL on credit commitments										
Residential mortgages	4	11	-	-	15	5	8	-	-	13
Other retail	3	6	-	-	9	4	8	-	-	12
Corporate	4	14	-	11	29	5	14	-	-	19
Total provision for ECL on credit commitments (refer to Note 20)	11	31	-	11	53	14	30	-	-	44
Total provision for ECL on loans and credit commitments	76	325	82	72	555	91	330	107	23	551
Gross loans	79,904	22,070	800	191	102,965	76,428	23,019	709	62	100,218
Credit commitments	24,615	3,708	20	19	28,362	25,110	3,748	25	1	28,884
Gross loans and credit commitments	104,519	25,778	820	210	131,327	101,538	26,767	734	63	129,102
Coverage ratio on loans (%)	0.08	1.33	10.25	31.94	0.49	0.10	1.30	15.09	37.10	0.51
Coverage ratio on loans and credit commitments (%)	0.07	1.26	10.00	34.29	0.42	0.09	1.23	14.58	36.51	0.43

Movements in components of loss allowance

The reconciliation of the provision for ECL for loans and credit commitments has been determined by an aggregation of monthly movements over the year. The key line items in the reconciliation represent the following:

- “Transfers between stages” lines represent transfers between Stage 1, Stage 2 and Stage 3 prior to remeasurement of the provision for ECL.
- “New financial assets originated” line represents new accounts originated during the year.
- “Financial assets derecognised during the period” line represents loans derecognised due to final repayments during the year.
- “Other charges/(credits) to the income statement” line represents the impact on the provision for ECL due to changes in credit quality during the year (including transfers between stages), changes in portfolio overlays, changes due to forward-looking economic scenarios and partial repayments and additional drawdowns on existing facilities over the year.
- Amounts written off represent a reduction in the provision for ECL as a result of derecognition of exposures where there is no reasonable expectation of full recovery.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Provision for ECL on loans and credit commitments as at 30 September 2023	91	330	107	23	551
Transfers to Stage 1	108	(103)	(5)	-	-
Transfers to Stage 2	(19)	76	(57)	-	-
Transfers to Stage 3 CAP	-	(65)	69	(4)	-
Transfers to Stage 3 IAP	-	(12)	(26)	38	-
Reversals of previously recognised impairment charges	-	-	-	(25)	(25)
New financial assets originated	23	-	-	-	23
Financial assets derecognised during the year	(12)	(59)	(52)	-	(123)
Changes in CAP due to amounts written off	-	-	(25)	-	(25)
Other charges/(credits) to the income statement	(115)	158	71	52	166
Total charges/(credits) to the income statement for ECL	(15)	(5)	(25)	61	16
Amounts written off from IAP	-	-	-	(12)	(12)
Total provision for ECL on loans and credit commitments as at 30 September 2024	76	325	82	72	555

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Provision for ECL on loans and credit commitments as at 30 September 2022	103	240	69	27	439
Transfers to Stage 1	96	(90)	(6)	-	-
Transfers to Stage 2	(31)	67	(36)	-	-
Transfers to Stage 3 CAP	-	(37)	41	(4)	-
Transfers to Stage 3 IAP	-	(2)	(14)	16	-
Reversals of previously recognised impairment charges	-	-	-	(9)	(9)
New financial assets originated	12	-	-	-	12
Financial assets derecognised during the year	(7)	(45)	(23)	-	(75)
Changes in CAP due to amounts written off	-	-	(24)	-	(24)
Other charges/(credits) to the income statement	(82)	197	100	5	220
Total charges/(credits) to the income statement for ECL	(12)	90	38	8	124
Amounts written off from IAP	-	-	-	(12)	(12)
Total provision for ECL on loans and credit commitments as at 30 September 2023	91	330	107	23	551

The attribution of amounts disclosed in the movement schedule has been revised to better reflect the nature of the changes in the provision for ECL. Comparatives have been revised for consistency.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

Movements in components of loss allowance – by types of credit exposure

The provision for ECL on loans and credit commitments can be further disaggregated into the following types of credit exposure:

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Residential mortgages					
Balance as at 30 September 2023	42	147	61	10	260
Transfers to Stage 1	45	(43)	(2)	-	-
Transfers to Stage 2	(6)	37	(31)	-	-
Transfers to Stage 3 CAP	-	(14)	16	(2)	-
Transfers to Stage 3 IAP	-	-	(19)	19	-
Reversals of previously recognised impairment charges	-	-	-	(11)	(11)
New financial assets originated	7	-	-	-	7
Financial assets derecognised during the year	(1)	(11)	(20)	-	(32)
Changes in CAP due to amounts written off	-	-	-	-	-
Other charges/(credits) to the income statement	(54)	43	44	11	44
Total charges/(credits) to the income statement for ECL	(9)	12	(12)	17	8
Amounts written off from IAP	-	-	-	(6)	(6)
Balance as at 30 September 2024	33	159	49	21	262
Other retail					
Balance as at 30 September 2023	15	42	12	1	70
Transfers to Stage 1	47	(45)	(2)	-	-
Transfers to Stage 2	(6)	12	(6)	-	-
Transfers to Stage 3 CAP	-	(13)	13	-	-
Transfers to Stage 3 IAP	-	-	(1)	1	-
Reversals of previously recognised impairment charges	-	-	-	(1)	(1)
New financial assets originated	5	-	-	-	5
Financial assets derecognised during the year	(2)	(7)	(2)	-	(11)
Changes in CAP due to amounts written off	-	-	(23)	-	(23)
Other charges/(credits) to the income statement	(47)	48	20	5	26
Total charges/(credits) to the income statement for ECL	(3)	(5)	(1)	5	(4)
Amounts written off from IAP	-	-	-	(2)	(2)
Balance as at 30 September 2024	12	37	11	4	64
Corporate					
Balance as at 30 September 2023	34	141	34	12	221
Transfers to Stage 1	16	(15)	(1)	-	-
Transfers to Stage 2	(7)	27	(20)	-	-
Transfers to Stage 3 CAP	-	(38)	40	(2)	-
Transfers to Stage 3 IAP	-	(12)	(6)	18	-
Reversals of previously recognised impairment charges	-	-	-	(13)	(13)
New financial assets originated	11	-	-	-	11
Financial assets derecognised during the year	(9)	(41)	(30)	-	(80)
Changes in CAP due to amounts written off	-	-	(2)	-	(2)
Other charges/(credits) to the income statement	(14)	67	7	36	96
Total charges/(credits) to the income statement for ECL	(3)	(12)	(12)	39	12
Amounts written off from IAP	-	-	-	(4)	(4)
Balance as at 30 September 2024	31	129	22	47	229

The above movements in components of loss allowance table does not include 'Other' credit exposures on the basis that the provision for ECL is nil.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Residential mortgages					
Balance as at 30 September 2022	46	91	43	9	189
Transfers to Stage 1	22	(20)	(2)	-	-
Transfers to Stage 2	(7)	29	(22)	-	-
Transfers to Stage 3 CAP	-	(6)	8	(2)	-
Transfers to Stage 3 IAP	-	-	(9)	9	-
Reversals of previously recognised impairment charges	-	-	-	(5)	(5)
New financial assets originated	2	-	-	-	2
Financial assets derecognised during the year	(1)	(5)	(12)	-	(18)
Changes in CAP due to amounts written off	-	-	-	-	-
Other charges/(credits) to the income statement	(20)	58	55	4	97
Total charges/(credits) to the income statement for ECL	(4)	56	18	6	76
Amounts written off from IAP	-	-	-	(5)	(5)
Balance as at 30 September 2023	42	147	61	10	260
Other retail					
Balance as at 30 September 2022	17	43	13	1	74
Transfers to Stage 1	57	(54)	(3)	-	-
Transfers to Stage 2	(10)	18	(8)	-	-
Transfers to Stage 3 CAP	-	(13)	13	-	-
Transfers to Stage 3 IAP	-	-	(1)	1	-
Reversals of previously recognised impairment charges	-	-	-	(1)	(1)
New financial assets originated	4	-	-	-	4
Financial assets derecognised during the year	(2)	(12)	(3)	-	(17)
Changes in CAP due to amounts written off	-	-	(23)	-	(23)
Other charges/(credits) to the income statement	(51)	60	24	-	33
Total charges/(credits) to the income statement for ECL	(2)	(1)	(1)	-	(4)
Amounts written off from IAP	-	-	-	-	-
Balance as at 30 September 2023	15	42	12	1	70
Corporate					
Balance as at 30 September 2022	40	106	13	17	176
Transfers to Stage 1	17	(16)	(1)	-	-
Transfers to Stage 2	(14)	20	(6)	-	-
Transfers to Stage 3 CAP	-	(18)	20	(2)	-
Transfers to Stage 3 IAP	-	(2)	(4)	6	-
Reversals of previously recognised impairment charges	-	-	-	(3)	(3)
New financial assets originated	6	-	-	-	6
Financial assets derecognised during the year	(4)	(28)	(8)	-	(40)
Changes in CAP due to amounts written off	-	-	(1)	-	(1)
Other charges/(credits) to the income statement	(11)	79	21	1	90
Total charges/(credits) to the income statement for ECL	(6)	35	21	2	52
Amounts written off from IAP	-	-	-	(7)	(7)
Balance as at 30 September 2023	34	141	34	12	221

The attribution of amounts disclosed in the movement schedule has been revised to better reflect the nature of the changes in the provision for ECL. Comparatives have been revised for consistency.

The above movements in components of loss allowance table does not include 'Other' credit exposures on the basis that the provision for ECL is nil.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

Impact of overlays on the provision for ECL on loans and credit commitments

The following table attributes the provision for ECL on loans and credit commitments between modelled ECL and portfolio overlays.

Portfolio overlays are used to capture areas of potential risk and uncertainty in the portfolio that are not captured in the underlying modelled ECL. These risks may result in under or overestimation of the modelled provision for ECL.

\$ millions	NZ BANKING GROUP	
	2024	2023
Modelled provision for ECL on loans and credit commitments	588	505
Overlays	(33)	46
Total provision for ECL on loans and credit commitments	555	551

Details of changes related to forward-looking economic inputs and portfolio overlays, based on reasonable and supportable information up to the date of this disclosure statement, are provided below.

Modelled provision for ECL on loans and credit commitments

The modelled provision for ECL on loans and credit commitments is a probability weighted estimate based on three scenarios which together represent the NZ Banking Group's view of the forward-looking distribution of potential loss outcomes. The changes in provisions as a result of changes in modelled ECL are reflected through the "Other charges/(credits) to the income statement" line in the "Movements in components of loss allowance" table. Overlays are used to capture potential risk and uncertainty in the portfolio that are not captured in the underlying modelled ECL. These risks may result in under or overestimation of the modelled provision for ECL.

The base case scenario uses the following Westpac Economic forecasts:

Key economic assumptions for base case scenario	30 September 2024	30 September 2023
Annual GDP	Forecast growth of 0.1% for calendar year 2024 and 2.0% for calendar year 2025.	Forecast growth of 0.8% for calendar year 2023 and 0.2% for calendar year 2024.
Residential property prices	Forecast annual price appreciation of +0.7% for calendar year 2024 and +6.4% for calendar year 2025.	Forecast annual price contraction of -1.0% for calendar year 2023 and price appreciation of +7.7% for calendar year 2024.
Cash rate	Forecast cash rate of 4.75% at December 2024 and 3.75% at December 2025.	Forecast cash rate of 5.75% at December 2023 and 5.25% at December 2024.
Unemployment rate	Forecast rate of 5.3% at December 2024 and 5.6% at December 2025.	Forecast rate of 4.3% at December 2023 and 5.2% at December 2024.

The downside scenario is a more severe scenario with ECL higher than the base case. This scenario assumes a recession with a combination of negative GDP growth, declines in residential property prices and an increase in the unemployment rate, which simultaneously impact ECL across all portfolios from the reporting date. The assumptions used in this scenario and relativities to the base case will be monitored having regard to the emerging economic conditions and updated where necessary. The upside scenario represents a modest improvement to the base case.

The following sensitivity table shows the reported provision for ECL on loans and credit commitments based on the probability weighted scenarios and what the provision for ECL on loans and credit commitments would be assuming a 100% weighting is applied to the base case scenario and to the downside scenario (with all other assumptions held constant).

\$ millions	NZ BANKING GROUP	
	2024	2023
Reported probability-weighted ECL	555	551
100% base case ECL	341	417
100% downside ECL	850	719

If 1% of the stage 1 gross exposure from loans and credit commitments (calculated on a 12 month ECL) were transferred to stage 2 (calculated on a lifetime ECL) the provision for ECL on loans and credit commitments would increase by \$14 million (30 September 2023: \$14 million) based on applying the average provision coverage ratios by stage to the movement in the gross exposure by stage.

Notes to the financial statements

Note 12 Provision for expected credit losses (continued)

The following table discloses the macroeconomic scenario weightings applied by the NZ Banking Group as at 30 September 2024 and 30 September 2023. In March 2024, the downside scenario weighting was reduced by 2.5%, with a corresponding increase in the base case weighting, reflecting a modest reduction in broader macroeconomic uncertainty.

Macroeconomic scenario weightings (%)	NZ BANKING GROUP	
	2024	2023
Upside	5.0	5.0
Base	52.5	50.0
Downside	42.5	45.0

Portfolio overlays

Portfolio overlays are used to address areas of risk, including significant uncertainties that are not captured in the underlying modelled ECL. These risks may result in under or overestimation of the modelled provision for ECL. Determination of portfolio overlays requires expert judgement and is thoroughly documented and subject to comprehensive internal governance and oversight. Portfolio overlays are continually reassessed and if the risk is judged to have changed (increased or decreased), or is subsequently captured in the modelled ECL, the portfolio overlays will be released or remeasured.

The NZ Banking Group's total portfolio overlays as at 30 September 2024 were \$(33) million (30 September 2023: \$46 million).

An overlay of \$(33) million on the provision for ECL for residential mortgages was recognised at 30 September 2024 to adjust for observed conservatism in the modelled outcome identified through model monitoring.

Overlays held at 30 September 2023 have been released on the basis that these are now considered to be reflected in the modelled outcome.

Impact of changes in gross carrying amount on the provision for ECL

- Stage 1 gross carrying amount had a net increase of \$3.5 billion (30 September 2023: decreased by \$9.4 billion), primarily driven by new lending during the period, partially offset by underlying portfolio movement from the residential mortgages and corporate portfolios, including derecognitions and repayments. The Stage 1 ECL decrease is in line with Stage 1 exposure movement to Stage 2, primarily driven by underlying portfolio movements and a more negative economic outlook.
- Stage 2 gross carrying amount decreased by \$0.9 billion (30 September 2023: increased by \$11.6 billion), primarily driven by derecognitions and repayments, partially offset by underlying portfolio movement from the residential mortgages and corporate portfolios. The Stage 2 ECL decrease is in line with Stage 2 exposure movement, partially offset by underlying portfolio movements and a more negative economic outlook from the residential mortgages and corporate portfolios.
- Stage 3 gross carrying amount increased by \$0.2 billion (30 September 2023: increased by \$0.2 billion), driven by increases in 90 days past due exposures from the residential mortgages portfolio and customer downgrades from the corporate portfolio, partially offset by derecognitions and repayments and releases due to write-offs from the other retail portfolio. The Stage 3 ECL increases are in line with the increase in Stage 3 exposures.

Refer to Note iii. Asset quality of the Registered bank disclosures for further details.

Write-offs still under enforcement activity

The amount of current year write-offs which remain subject to enforcement activity was \$30 million (30 September 2023: \$23 million).

Notes to the financial statements

Note 13 Credit risk management

Index	Note name	Note number
Credit risk	Credit risk management framework	13.1
The risk of financial loss where a customer or counterparty fails to meet their financial obligations to the NZ Banking Group.	Credit risk ratings system	13.2
	Credit concentrations and maximum exposure to credit risk	13.3
	Credit quality of financial assets	13.4
	Credit risk mitigation, collateral and other credit enhancements	13.5

13.1 Credit risk management framework

Please refer to Note 32.1 for details of the NZ Banking Group's overall Risk Management Framework.

- The Overseas Banking Group maintains a Credit Risk Management Framework, a Credit Risk Management Strategy, and a Credit Risk Appetite Statement, and a number of supporting policies that define roles and responsibilities, acceptable practices, limits and key controls.
- The Overseas Bank's Credit Risk Management Framework describes the principles, methodologies, systems, roles and responsibilities, reports and key controls for managing credit risk. Within the Credit Risk Management Framework, the NZ Banking Group has its own credit approval limits approved by Westpac New Zealand's Board as delegated by the Overseas Banking Group's Chief Risk Officer.
- Westpac New Zealand's BRCC, Westpac New Zealand's RISKCO and Westpac New Zealand's CREDCO monitor the risk profile, performance and management of the NZ Banking Group's credit portfolio on at least a quarterly basis, and the development and review of key credit risk policies are performed on at least an annual basis; other management reviews occur monthly or more frequently.
- Additionally, the NZ Branch Risk Committee monitors the risk profile, performance and management of the NZ Branch credit portfolio on a quarterly basis. Other management reviews occur monthly or more frequently. Group BRiskC oversees the development and review of key credit risk policies.
- The NZ Banking Group's Credit Risk Rating System Policy describes the credit risk rating system philosophy, design, key features and uses of rating outcomes.
- All models materially impacting the risk rating process are periodically reviewed in accordance with the NZ Banking Group's model risk policies.
- An annual review is performed of the Credit Risk Rating System for approval by the Overseas Banking Group's Group Chief Credit Officer and noting by Group BRiskC and Overseas Banking Group CREDCO.
- Specific credit risk estimates (including PD, LGD and EAD) are overseen and reviewed annually in line with the Overseas Banking Group's Model Risk Policy. Models are approved under delegated authority from the Overseas Banking Group's Chief Risk Officer. Model Risk is overseen by the Overseas Banking Group's Model Risk Committee (a subcommittee of the Group BRiskC).
- In determining the provision for ECL, the forward-looking economic inputs and the probability weightings of the forward-looking scenarios as well as any adjustments made to the modelled outcomes are subject to the approval of the NZ Banking Group's Chief Financial Officer and Chief Risk Officer with oversight from the Westpac New Zealand Board (and its Committees).
- Policies for delegating credit approval authorities and formal limits for the extension of credit are established throughout the NZ Banking Group.
- Credit policies are established and maintained throughout the NZ Banking Group. They include policies governing the origination, evaluation, approval, documentation, settlement and ongoing management of credit risks.
- Sector policies guide credit extension where industry-specific guidelines are considered necessary (e.g. acceptable financial ratios or permitted collateral).
- The Overseas Banking Group's Related Entity Risk Management Policy and supporting policies govern credit exposures to related entities to minimise the spread of credit risk between Overseas Banking Group entities and to comply with the prudential requirements prescribed by APRA.
- Climate change-related credit risks are considered in line with the Overseas Banking Group's Climate Change Position Statement and Action Plan. Climate change risks are managed in line with the NZ Banking Group's Risk Management Framework which is supported by the Overseas Banking Group's Sustainability Risk Management Framework, Westpac New Zealand's Climate Risk Policy, Westpac New Zealand's ESG Credit Risk Policy and Westpac New Zealand's and the Overseas Banking Group's Board Risk Appetite Statements. Where appropriate, these are applied at the portfolio, customer, and transaction level.
- Westpac New Zealand's CREDCO oversees work to identify and manage the potential impact on credit exposures from climate change-related transition and physical risks across the NZ Banking Group.
- Westpac New Zealand's ESG Credit Risk Policy details the overall approach to managing ESG risks in the credit risk process for applicable transactions.

Notes to the financial statements

Note 13 Credit risk management (continued)

13.2 Credit risk ratings system

The principal objective of the credit risk rating system is to reliably assess the credit risk to which the NZ Banking Group is exposed. The NZ Banking Group has two main approaches to this assessment:

Transaction-managed customers

Transaction managed customers are generally customers with business lending exposures. They are individually assigned a CRG, corresponding to their expected PD. Each facility is assigned an LGD. The NZ Banking Group's risk rating system has a tiered scale of risk grades for both non-defaulted customers and defaulted customers. Non-defaulted CRGs are mapped to Moody's and S&P external senior ranking unsecured ratings.

The following table shows the NZ Banking Group's high level CRGs for transaction-managed portfolios mapped to the NZ Banking Group's credit quality disclosure categories and to their corresponding external rating.

Financial Statement Disclosure	NZ Banking Group's CRG	Transaction-managed	
		Moody's Rating	S&P Rating
Strong	A	Aaa – Aa3	AAA – AA-
	B	A1 – A3	A+ – A-
	C	Baa1 – Baa3	BBB+ – BBB-
Good/satisfactory	D	Ba1 – B1	BB+ – B+
Weak		NZ Banking Group Rating	
	E	Watchlist	
	F	Special Mention	
	G	Substandard/Default	
	H	Doubtful/Default	

Program-managed portfolio

The program-managed portfolio generally includes retail products such as mortgages, personal lending (including credit cards) and certain SME lending. These credit exposures are grouped into pools of similar risk based on analysis of characteristics that have historically predicted the likelihood of default, and a PD is assigned relative to the credit exposure's pool. The exposure is then assigned to strong, good/satisfactory or weak by benchmarking that PD against the NZ Banking Group's CRGs, which are in turn mapped to external ratings as per the above table. In addition, any program-managed exposures that are past due are classified as weak.

Notes to the financial statements

Note 13 Credit risk management (continued)

13.3 Credit concentrations and maximum exposure to credit risk

Credit risk is concentrated when a number of counterparties are engaged in similar activities, or have similar economic characteristics, and thus may be similarly affected by changes in economic or other conditions.

The NZ Banking Group monitors its credit portfolio to allow it to manage risk concentrations and rebalance the portfolio.

Individual customers or groups of related customers

The NZ Banking Group has large exposure limits governing the aggregate size of credit exposure normally acceptable to individual customers and groups of related customers. These limits are tiered by CRG.

Specific industries

Exposures to businesses, governments and other financial institutions are classified into a number of industry clusters based on related ANZSIC codes and are monitored against the NZ Banking Group's industry risk appetite limits.

Individual countries

The NZ Banking Group has limits governing risks related to individual countries, such as political situations, government policies and economic conditions that may adversely affect either a customer's ability to meet its obligations to the NZ Banking Group, or the NZ Banking Group's ability to realise its assets in a particular country.

Maximum exposure to credit risk

The maximum exposure to credit risk (excluding collateral received) is represented by the carrying amount of on-balance sheet financial assets and undrawn credit commitments as set out in the following table.

	NZ BANKING GROUP	
\$ millions	2024	2023
Financial assets		
Cash and balances with central banks	7,553	9,325
Collateral paid	244	62
Trading securities and financial assets measured at FVIS	5,723	5,007
Derivative financial instruments	3,643	5,494
Investment securities	7,535	6,651
Loans	102,463	99,711
Other financial assets	1,117	469
Due from related entities	3,429	4,488
Total financial assets	131,707	131,207
Undrawn credit commitments		
Letters of credit and guarantees	1,171	1,015
Commitments to extend credit	27,191	27,869
Total undrawn credit commitments	28,362	28,884
Total maximum credit risk exposure	160,069	160,091

Notes to the financial statements

Note 13 Credit risk management (continued)

Concentration of credit exposures

\$ millions	NZ BANKING GROUP	
	2024	2023
Analysis of on-balance sheet credit exposures by geographical areas		
New Zealand	121,875	118,689
Overseas	10,334	13,025
Subtotal	132,209	131,714
Provision for ECL on loans	(502)	(507)
Total on-balance sheet credit exposures	131,707	131,207
Analysis of on-balance sheet credit exposures by industry sector		
Accommodation, cafes and restaurants	369	384
Agriculture	8,869	9,113
Construction	437	452
Finance and insurance	11,629	12,812
Forestry and fishing	313	439
Government, administration and defence	17,523	17,241
Manufacturing	1,985	2,306
Mining	166	172
Property	9,129	8,392
Property services and business services	1,139	1,159
Services	2,006	1,607
Trade	2,298	2,582
Transport and storage	804	907
Utilities	2,665	2,590
Retail lending	69,237	66,978
Subtotal	128,569	127,134
Provision for ECL on loans	(502)	(507)
Due from related entities	3,429	4,488
Other financial assets	211	92
Total on-balance sheet credit exposures	131,707	131,207
Analysis of off-balance sheet credit exposures by geographical areas		
New Zealand	27,621	28,244
Overseas	741	640
Total off-balance sheet credit exposures	28,362	28,884
Analysis of off-balance sheet credit exposures by industry sector		
Accommodation, cafes and restaurants	89	55
Agriculture	556	607
Construction	683	551
Finance and insurance	2,005	2,602
Forestry and fishing	144	135
Government, administration and defence	853	834
Manufacturing	1,574	1,508
Mining	138	79
Property	1,391	1,502
Property services and business services	471	522
Services	823	1,138
Trade	1,635	1,531
Transport and storage	385	450
Utilities	1,603	1,761
Retail lending	16,012	15,609
Total off-balance sheet credit exposures	28,362	28,884

ANZSIC has been used as the basis for disclosing industry sectors.

Notes to the financial statements

Note 13 Credit risk management (continued)

13.4 Credit quality of financial assets

The following table shows the credit quality of gross credit risk exposures measured at amortised cost or at FVOCI to which the impairment requirements of NZ IFRS 9 apply. The credit quality is determined by reference to the credit risk ratings system (refer to Note 13.2) and expectations of future economic conditions under multiple scenarios:

\$ millions	2024				2023 ¹			
	Stage 1	Stage 2	Stage 3	Total ²	Stage 1	Stage 2	Stage 3	Total ²
Loans - Residential mortgages								
Strong	7,519	150	-	7,669	7,612	179	-	7,791
Good/satisfactory	45,418	12,953	-	58,371	42,587	13,700	-	56,287
Weak	301	961	709	1,971	291	879	509	1,679
Total Loans - Residential mortgages	53,238	14,064	709	68,011	50,490	14,758	509	65,757
Loans - Other retail								
Strong	910	62	-	972	929	80	-	1,009
Good/satisfactory	907	508	-	1,415	909	545	-	1,454
Weak	22	97	57	176	26	100	59	185
Total Loans - Other retail	1,839	667	57	2,563	1,864	725	59	2,648
Loans - Corporate								
Strong	11,475	1,267	-	12,742	12,118	851	-	12,969
Good/satisfactory	13,129	4,646	-	17,775	11,762	5,471	-	17,233
Weak	-	1,356	225	1,581	-	1,214	203	1,417
Total Loans - Corporate	24,604	7,269	225	32,098	23,880	7,536	203	31,619
Loans - Other								
Strong	223	70	-	293	194	-	-	194
Good/satisfactory	-	-	-	-	-	-	-	-
Weak	-	-	-	-	-	-	-	-
Total Loans - Other	223	70	-	293	194	-	-	194
Investment securities								
Strong	7,535	-	-	7,535	6,651	-	-	6,651
Good/satisfactory	-	-	-	-	-	-	-	-
Weak	-	-	-	-	-	-	-	-
Total Investment securities	7,535	-	-	7,535	6,651	-	-	6,651
All other financial assets								
Strong	9,410	4	-	9,414	12,382	3	-	12,385
Good/satisfactory	156	47	-	203	135	48	-	183
Weak	1	6	3	10	1	5	2	8
Total all other financial assets	9,567	57	3	9,627	12,518	56	2	12,576
Undrawn credit commitments								
Strong	13,019	772	-	13,791	13,995	862	-	14,857
Good/satisfactory	11,591	2,738	-	14,329	11,108	2,655	-	13,763
Weak	5	198	39	242	7	231	26	264
Total undrawn credit commitments	24,615	3,708	39	28,362	25,110	3,748	26	28,884
Total strong	50,091	2,325	-	52,416	53,881	1,975	-	55,856
Total good/satisfactory	71,201	20,892	-	92,093	66,501	22,419	-	88,920
Total weak	329	2,618	1,033	3,980	325	2,429	799	3,553
Total on- and off-balance sheet	121,621	25,835	1,033	148,489	120,707	26,823	799	148,329

¹ In 2024, the NZ Banking Group revised the methodology that it uses to classify exposures as strong, good/satisfactory or weak in order to better align the mapping of program-managed exposures to transaction-managed exposures. This is a change in disclosure methodology only and does not represent a change in underlying credit quality of the NZ Banking Group's credit exposures, or a change in ECL. Comparatives have been revised accordingly.

² This credit quality disclosure differs to that of credit concentration (refer to Note 13.3) as it relates only to financial assets measured at amortised costs or at FVOCI and therefore excludes trading securities and financial assets measured at FVIS, and derivative financial instruments.

Details of collateral held in support of these balances are provided in Note 13.5.

Notes to the financial statements

Note 13 Credit risk management (continued)

13.5 Credit risk mitigation, collateral and other credit enhancements

The NZ Banking Group uses a variety of techniques to reduce the credit risk arising from its lending activities.

This includes the NZ Banking Group having processes in place to ensure that it has direct, irrevocable and unconditional recourse to collateral and other credit enhancements through obtaining legally enforceable documentation.

Collateral

The table below describes the nature of collateral or security held for each relevant class of financial asset:

Loans – residential mortgages¹	Housing loans are secured by a mortgage over property and additional security may take the form of guarantees and deposits.
Loans – other retail¹	<p>Personal lending (including credit cards and overdrafts) is predominantly unsecured. Where security is taken, it is restricted to eligible motor vehicles, caravans, campers, motor homes and boats.</p> <p>SME loans may be secured, partially secured or unsecured. Security is typically taken by way of a mortgage over property and/or a general security agreement over business assets or other assets.</p>
Loans – corporate¹	<p>Business loans may be secured, partially secured or unsecured. Security is typically taken by way of a mortgage over property and/or a general security agreement over business assets or other assets.</p> <p>Other security such as guarantees or standby letters of credit may also be taken as collateral, if appropriate.</p>
Trading securities and financial assets measured at FVIS and derivative financial instruments	<p>These exposures are carried at fair value which reflects the credit risk.</p> <p>For trading securities, no collateral is sought directly from the issuer or counterparty; however this may be implicit in the terms of the instrument (such as an asset-backed security). The terms of debt securities may include collateralisation.</p> <p>Master netting agreements are typically used to enable the effects of derivative assets and derivative liabilities with the same counterparty to be offset when measuring these exposures. Additionally, collateralisation agreements are also typically entered into with major institutional counterparties to avoid the potential build-up of excessive mark-to-market positions. Derivative transactions are increasingly being cleared through central clearers.</p>

¹ This includes collateral held in relation to associated credit commitments.

Notes to the financial statements

Note 13 Credit risk management (continued)

Management of risk mitigation

The NZ Banking Group mitigates credit risk through controls covering:

Collateral and valuation management	<p>The Overseas Bank manages collateral under collateralisation agreements centrally for all branches of the Overseas Bank and Westpac New Zealand.</p> <p>The NZ Banking Group revalues collateral related to financial markets positions on a daily basis and has formal processes in place to promptly call for collateral top-ups, if required. These processes include margining for non-centrally cleared customer derivatives where required under APRA Prudential Standard CPS226. The collateralisation arrangements are documented via the Credit Support Annex of the International Swaps and Derivatives Association dealing agreements and Global Master Repurchase Agreements for repurchase transactions.</p> <p>The estimated realisable value of collateral held in support of loans is based on a combination of:</p> <ul style="list-style-type: none"> • formal valuations currently held for such collateral; and • management's assessment of the estimated realisable value of all collateral held. <p>This analysis also takes into consideration any other relevant knowledge available to management at the time. Updated valuations are obtained when appropriate.</p>
Other credit enhancements	<p>The NZ Banking Group only recognises guarantees, standby letters of credit, or credit derivative protection from entities meeting minimum eligibility requirements (provided they are not related to the entity with which the NZ Banking Group has a credit exposure) including but not limited to:</p> <ul style="list-style-type: none"> • Sovereign; • Australia and New Zealand public sector; • Authorised deposit-taking institutions and overseas banks with a minimum risk grade equivalent of A3 / A-; and • Other entities with a minimum risk grade equivalent of A3 / A-. <p>Credit Portfolio Management manages the NZ Banking Group's corporate, sovereign and bank credit portfolios through monitoring the exposure and any offsetting hedge positions.</p> <p>Credit Portfolio Management purchases credit protection from entities that meet minimum eligibility requirements.</p>
Offsetting	<p>Creditworthy customers domiciled in New Zealand may enter into formal agreements with the NZ Banking Group, permitting the NZ Banking Group to set-off gross credit and debit balances in their nominated accounts. Cross-border set-offs are not permitted.</p> <p>Close-out netting is undertaken with counterparties with whom the NZ Banking Group has entered into a legally enforceable master netting agreement for their off-balance sheet financial market transactions in the event of default.</p> <p>Further details of offsetting are provided in Note 26.</p>
Central clearing	<p>The NZ Banking Group increasingly executes derivative transactions through central clearing counterparties. Central clearing counterparties mitigate risk through stringent membership requirements, the collection of margin against all trades placed, the default fund, and an explicitly defined order of priority of payments in the event of default.</p>

Collateral held against loans

The NZ Banking Group analyses the coverage of the loan portfolio which is secured by the collateral that it holds. Coverage is measured as follows:

Coverage	Secured loan to collateral value ratio
Fully secured	Less than or equal to 100%
Partially secured	Greater than 100% but not more than 150%
Unsecured	Greater than 150%, or no security held (e.g. can include credit cards, personal loans, and exposure to highly rated corporate entities)

Notes to the financial statements

Note 13 Credit risk management (continued)

The NZ Banking Group's loan portfolio has the following coverage from collateral held:

NZ BANKING GROUP										
2024						2023				
%	Residential Mortgages ¹	Other Retail	Corporate	Other	Total	Residential Mortgages ¹	Other Retail	Corporate	Other	Total
Performing Loans										
Fully secured	100	45	72	49	90	100	46	70	56	89
Partially secured	-	3	9	-	3	-	2	9	1	3
Unsecured	-	52	19	51	7	-	52	21	43	8
Total	100	100	100	100	100	100	100	100	100	100
Non-performing Loans										
Fully secured	89	56	35	-	75	94	62	57	-	82
Partially secured	11	8	35	-	16	6	7	28	-	12
Unsecured	-	36	30	-	9	-	31	15	-	6
Total	100	100	100	-	100	100	100	100	-	100

¹ For the purposes of collateral classifications, residential mortgages are classified as fully secured, unless they are non-performing in which case they may be classified as partially secured. Refer to Note iv. Additional mortgage information of the Registered bank disclosures for LVR analysis of residential mortgages.

Details of the carrying value and associated provision for ECL are disclosed in Note 11, Note iii. Asset quality of the Registered bank disclosures and Note 12 respectively. The credit quality of loans is disclosed in Note 13.4.

Collateral held against financial assets other than loans

NZ BANKING GROUP		
\$ millions	2024	2023
Cash, primarily for derivatives	198	614
Securities under reverse repurchase agreements ¹	168	482
Total other collateral held	366	1,096

¹ Securities received as collateral are not recognised on the NZ Banking Group's balance sheet.

Note 14 Other financial assets

NZ BANKING GROUP		
\$ millions	2024	2023
Accrued interest receivable	270	244
Trade debtors	1	4
Securities sold not delivered	635	129
Interbank lending	-	4
Other	211	88
Total other financial assets	1,117	469

Notes to the financial statements

Note 15 Deferred tax assets

Accounting policy

Deferred tax accounts for temporary differences between the carrying amounts of assets and liabilities in the financial statements and their values for taxation purposes.

Deferred tax is determined using the enacted or substantively enacted tax rates and laws which are expected to apply when the assets will be realised or the liabilities settled.

Deferred tax assets and liabilities have been offset where they relate to the same taxation authority, the same taxable entity or group and where there is a legal right and intention to settle on a net basis.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available to utilise the assets.

Deferred tax is not recognised for the following temporary differences:

- the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither the accounting nor taxable profit or loss; and
- the initial recognition of goodwill in a business combination.

Critical accounting assumptions and estimates

On a similar basis to that described in Note 7, determining deferred tax assets and liabilities is considered one of the NZ Banking Group's critical accounting assumptions and estimates.

\$ millions	NZ BANKING GROUP	
	2024	2023
Deferred tax assets/(liabilities) comprise the following temporary differences:		
Provision for ECL on loans	140	141
Provision for ECL on credit commitments	15	12
Cash flow hedges	(20)	(148)
Provision for employee entitlements	21	21
Compliance, regulation and remediation provisions	8	12
Software, property and equipment	(57)	(33)
Lease liabilities	72	64
Financial Instruments	9	10
Other temporary differences	10	9
Net deferred tax assets	198	88
The deferred tax (charge)/credit in income tax expense comprises the following temporary differences:		
Provision for ECL on loans	(1)	29
Provision for ECL on credit commitments	3	1
Provision for employee entitlements	-	2
Compliance, regulation and remediation provisions	(4)	(6)
Software, property and equipment	(24)	10
Lease liabilities	8	(14)
Financial Instruments	(1)	(18)
Other temporary differences	1	2
Total deferred tax (charge)/credit in income tax expense	(18)	6
The deferred tax (charge)/credit in OCI comprises the following temporary differences:		
Cash flow hedges	128	16
Provision for employee entitlements	-	(2)
Total deferred tax (charge)/credit in OCI	128	14

Notes to the financial statements

Note 16 Intangible assets

Accounting policy

Indefinite life intangible assets

Goodwill

Goodwill acquired in a business combination is initially measured at cost, generally being the excess of:

- i. the consideration paid; over
- ii. the net fair value of the identifiable assets, liabilities and contingent liabilities acquired.

Subsequently, goodwill is not amortised but rather tested for impairment. Impairment is tested at least annually or whenever there is an indication of impairment. An impairment charge is recognised when a CGU's carrying value exceeds its recoverable amount. Recoverable amount means the higher of the CGU's fair value less costs to sell and its value-in-use.

The NZ Banking Group's CGUs represent the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets. They reflect the level at which the NZ Banking Group monitors and manages its operations.

Finite life intangible assets

Finite life intangibles such as computer software which are recognised initially at cost and subsequently at amortised cost less any impairment.

Intangible	Useful life	Amortisation method
Goodwill	Indefinite	Not applicable
Computer software	3 to 5 years	Straight-line method

Critical accounting assumptions and estimates

Judgement is required in determining the fair value of assets and liabilities acquired in a business combination. A different assessment of fair values would have resulted in a different goodwill balance and different post-acquisition performance of the acquired entity.

When assessing impairment of intangible assets, significant judgement is needed to determine the appropriate cash flows and discount rates to be applied to the calculations. The significant assumptions applied to the value-in-use calculations are outlined below.

	NZ BANKING GROUP	
\$ millions	2024	2023
Goodwill	525	525
Computer software	462	457
Total intangible assets	987	982
Goodwill has been allocated to the following CGUs:		
Consumer Banking and Wealth	512	512
BT Funds Management (NZ) Limited	13	13
Net carrying amount of goodwill	525	525

Impairment testing and results

Impairment testing is performed at least once a year, or whenever there is an indication of impairment, by comparing the recoverable amount of each CGU with the carrying amount. The primary test for the recoverable amount is determined based on value-in-use which refers to the present value of expected cash flows under its current use.

Impairment testing in the current year confirmed that the NZ Banking Group continues to have considerable headroom when determining whether goodwill is recoverable, and no impairment should be recognised.

Notes to the financial statements

Note 16 Intangible assets (continued)

Significant assumptions used in recoverable amount calculations

The assumptions made for goodwill impairment testing for each relevant significant CGU are provided in the following table and are based on past experience and management's expectations for the future. In the current year and given the present economic environment, the NZ Banking Group has reassessed these assumptions and revised them where necessary in order to provide a reasonable estimate of the value-in-use of the CGUs.

	Discount rate		Cash flows	
	Equity rate / adjusted pre-tax equity rate		Forecast period / terminal growth rate	
	2024	2023	2024	2023
Consumer Banking and Wealth	11.7% / 15.4%	11.5% / 15.2%	3 years / 2%	3 years / 2%
BT Funds Management (NZ) Limited	11.7% / 15.4%	11.5% / 15.2%	3 years / 2%	3 years / 2%

The NZ Banking Group discounts the projected cash flows by the adjusted pre-tax equity rate.

The cash flows used are based on management approved forecasts. These forecasts utilise information about current and future economic conditions, observable historical information and management expectations of future business performance. The terminal value growth rate represents the growth rate applied to extrapolate cash flows beyond the forecast period and reflects the midpoint of the Reserve Bank's inflation target over the medium term.

There are no reasonably possible changes in assumptions for any significant CGU that would result in an indication of impairment or have a material impact on the NZ Banking Group's reported results.

Note 17 Deposits and other borrowings

Accounting policy

Deposits and other borrowings are initially recognised at fair value and subsequently either measured at amortised cost using the effective interest method or at fair value.

Deposits and other borrowings are designated at fair value if they are managed on a fair value basis, reduce or eliminate an accounting mismatch, or contain an embedded derivative.

Where they are measured at fair value, any changes in fair value (except those due to changes in credit risk) are recognised in the income statement. The change in the fair value that is attributable to changes in credit risk is recognised in OCI except where it would create an accounting mismatch, in which case it is also recognised in the income statement.

Interest expense incurred is recognised in net interest income using the effective interest method.

Non-interest bearing relates to instruments which do not carry an entitlement to interest.

\$ millions	NZ BANKING GROUP	
	2024	2023
Certificates of deposit	1,863	2,413
Non-interest bearing, repayable at call ¹	11,196	12,364
Other interest bearing:		
At call ¹	29,028	28,947
Term	39,452	38,472
Total deposits and other borrowings	81,539	82,196
Deposits at fair value	1,863	2,413
Deposits at amortised cost	79,676	79,783
Total deposits and other borrowings	81,539	82,196

¹ Comparative amounts have been revised to align to the current year presentation, resulting in a \$355 million increase in Non-interest bearing, repayable at call and a corresponding decrease in Other interest bearing at call.

Notes to the financial statements

Note 18 Other financial liabilities

Accounting policy

Other financial liabilities include liabilities measured at amortised cost as well as liabilities which are measured at FVIS. Financial liabilities measured at FVIS include:

- trading liabilities (i.e. securities sold short); and
- liabilities designated at FVIS (i.e. certain repurchase agreements).

Repurchase agreements

Where securities are sold subject to an agreement to repurchase at a predetermined price, they remain recognised on the balance sheet in their original category (i.e. trading securities and financial assets measured at FVIS or investment securities).

The cash consideration received is recognised as a liability (repurchase agreements). Repurchase agreements are designated at fair value when they are managed as part of a trading portfolio, otherwise they are measured on an amortised cost basis.

Where a repurchase agreement is designated at fair value, any changes in fair value (except those due to change in credit risk) are recognised in the income statement as they arise. The change in fair value that is attributable to credit risk is recognised in OCI except where it would create an accounting mismatch, in which case it is also recognised in the income statement.

	NZ BANKING GROUP	
\$ millions	2024	2023
Repurchase agreements ¹	3,076	5,168
Interbank placements	-	46
Accrued interest payable	916	866
Securities purchased not delivered	704	232
Trade creditors and other accrued expenses	202	213
Securities sold short	408	683
Other	129	14
Total other financial liabilities	5,435	7,222
Other financial liabilities at fair value	461	800
Other financial liabilities at amortised cost	4,974	6,422
Total other financial liabilities	5,435	7,222

¹ Repurchase agreements include those under the Funding for Lending Programme and Term Lending Facility. Refer to Note 32.2.2 for further details.

Notes to the financial statements

Note 19 Debt issues

Accounting policy

Debt issues are bonds, notes and commercial paper that have been issued by the NZ Banking Group.

Debt issues are initially measured at fair value and subsequently either measured at amortised cost using the effective interest method or at fair value.

Debt issues are designated at fair value if they reduce or eliminate an accounting mismatch or contain an embedded derivative.

Where they are measured at fair value, any changes in fair value (except those due to changes in credit risk) are recognised in the income statement. The change in the fair value that is attributable to changes in credit risk is recognised in OCI except where it would create an accounting mismatch, in which case it is also recognised in the income statement.

Interest expense incurred is recognised within net interest income using the effective interest method.

In the following table, the distinction between short-term (12 months or less) and long-term (greater than 12 months) debt is based on the original maturity of the underlying security.

	NZ BANKING GROUP	
\$ millions	2024	2023
Short-term debt		
Commercial paper	3,726	1,471
Total short-term debt	3,726	1,471
Long-term debt		
Non-domestic medium-term notes	9,795	8,564
Covered bonds	4,310	4,994
Domestic medium-term notes	3,788	3,568
Total long-term debt	17,893	17,126
Total debt issues	21,619	18,597
Debt issues at fair value	3,726	1,471
Debt issues at amortised cost	17,893	17,126
Total debt issues	21,619	18,597

	NZ BANKING GROUP	
\$ millions	2024	2023
Movement reconciliation		
Balance at beginning of the year	18,597	19,933
Issuances	10,060	7,827
Maturities, repayments, buy-backs and reductions	(7,429)	(9,290)
Total cash movements	2,631	(1,463)
FX translation impact	(456)	(41)
Fair value adjustments	9	9
Fair value hedge accounting adjustments	726	59
Other ¹	112	100
Total non-cash movements	391	127
Balance at end of the year	21,619	18,597

¹ Includes items such as unwind of discount on issuance and amortisation of issue costs

Notes to the financial statements

Note 20 Provisions

Accounting policy

Provisions are recognised for present obligations arising from past events where a payment (or other economic transfer) is likely to be necessary to settle the obligation and can be reliably estimated.

Employee benefits – annual leave and other employee benefits

The provision for annual leave and other employee benefits (including long service leave, wages and salaries, inclusive of non-monetary benefits, and any associated on-costs (e.g. payroll tax)) is calculated based on expected payments.

Provision for ECL on credit commitments

The NZ Banking Group is committed to provide facilities and guarantees as explained in Note 27. If it is probable that a facility will be drawn and the resulting asset will be less than the drawn amount then a provision for impairment is recognised. The provision for impairment is calculated using the same methodology as the provision for ECL (refer to Note 12).

Compliance, regulation and remediation provisions

The compliance, regulation and remediation provisions relate to matters pertaining to the provision of services to our customers identified both as a result of regulatory action and internal reviews. An assessment of the likely cost to the NZ Banking Group of these matters (including applicable customer refunds) is made on a case-by-case basis and specific provisions are made where appropriate.

Critical accounting assumptions and estimates

The financial reporting of provisions for compliance, regulation and remediation involves a significant degree of judgement in relation to identifying whether a present obligation exists and also in estimating the probability, timing, nature and quantum of the outflows that may arise from past events. These judgements are made based on the specific facts and circumstances relating to the individual events. Specific judgements in respect of material items are included in the discussion below.

NZ BANKING GROUP						
\$ millions	Annual leave and other employee benefits	Provision for ECL on credit commitments (refer to Note 12)	Compliance, regulation and remediation provisions	Lease restoration obligations	Other	Total
Balance as at 30 September 2023	112	44	54	24	15	249
Additions	104	9	3	1	5	122
Utilisation	(100)	-	(4)	(2)	(10)	(116)
Reversal of unutilised provisions	(11)	-	(13)	-	(3)	(27)
Balance as at 30 September 2024	105	53	40	23	7	228

Compliance, regulation and remediation provisions

The compliance, regulation and remediation provisions relate to matters pertaining to the provision of services to our customers identified as a result of regulatory action and internal reviews, including the NZ Banking Group's review of processes for some products relating to the requirements of the CCCFA.

All potential claims and other liabilities are assessed on a case-by-case basis. A provision has been recognised where the NZ Banking Group has conducted an assessment which determines the likelihood of loss as probable and where its potential loss can be reliably estimated.

A number of different estimates and judgements have been applied in measuring the provision at 30 September 2024, including the number of impacted customers, the refund per customer and the additional costs to run the remediation programme. It is possible that the actual outcome for these matters may differ from the assumptions used in estimating the provision. Remediation processes may change over time as further facts emerge and such changes could result in a change to the final exposure.

Where a provision has not been recognised, a contingent liability may exist. Refer to Note 27 for further details on contingent liabilities.

Notes to the financial statements

Note 21 Loan capital

Accounting policy

Loan capital is comprised of debt instruments which qualify for inclusion as regulatory capital under either the Reserve Bank BPRs or, in relation to the Overseas Bank, the APRA Prudential Standards. Loan capital is initially measured at fair value and subsequently measured at amortised cost using the effective interest method. Interest expense incurred is recognised in net interest income.

	NZ BANKING GROUP	
\$ millions	2024	2023
Additional Tier 1 loan capital - USD AT1 securities	1,881	1,879
Tier 2 loan capital - Subordinated notes	1,212	1,172
Total loan capital	3,093	3,051

	NZ BANKING GROUP	
\$ millions	2024	2023
Movement reconciliation		
Balance at beginning of the year	3,051	2,576
Issuances ¹	-	592
Maturities, repayments, buy-backs and reductions	(6)	-
Total cash movements	(6)	592
FX translation impact	(122)	(101)
Fair value hedge accounting adjustments	164	(22)
Other (amortisation of bond issue costs, etc)	6	6
Total non-cash movements	48	(117)
Balance at end of the year	3,093	3,051

¹ Issuances in the year ended 30 September 2023 consisted of \$600 million in loan capital issuances and was net of \$8 million in issue costs.

Additional Tier 1 loan capital

A summary of the key terms and features of the USD AT1 securities is provided below:

\$	Issue date	Counterparty	Interest rate	Optional redemption date
US\$1,250 million securities ¹	21 September 2017	External	5.00% p.a. ²	21 September 2027 and every fifth anniversary thereafter

¹ The USD AT1 securities were issued by the Overseas Bank acting through its NZ Branch.

² Fixed interest rate of 5.00% p.a., until, but excluding 21 September 2027 (the 'first reset date'). Every fifth anniversary thereafter is a reset date. If the USD AT1 securities are not redeemed, converted or written-off by the first reset date, the interest rate from, and including, each reset date thereafter to, but excluding the next succeeding reset date, will be a fixed rate per annum equal to the prevailing 5-year USD mid-market swap rate plus 2.888% p.a.

Interest payable

Semi-annual interest payments on the USD AT1 securities are at the absolute discretion of the Overseas Bank and will only be paid if the payment conditions are satisfied, including that the interest payment will not result in a breach of the Overseas Bank's capital requirements under APRA's prudential standards; not result in the Overseas Bank becoming, or being likely to become, insolvent; and if APRA does not object to the payment.

Broadly, if for any reason an interest payment has not been paid in full on the relevant payment date, the Overseas Bank must not determine or pay any dividends on Overseas Bank ordinary shares or undertake a discretionary buy-back or capital reduction of Overseas Bank ordinary shares, unless the unpaid interest is paid in full within 20 business days of the relevant payment date or in certain other circumstances.

Redemption

The Overseas Bank may redeem all (but not some) USD AT1 securities on 21 September 2027 and every fifth anniversary thereafter, or for certain taxation or regulatory reasons, subject to APRA's prior written approval.

Notes to the financial statements

Note 21 Loan capital (continued)

Conversion

If a capital trigger event or non-viability trigger event occurs, the Overseas Bank must convert some or all of the USD AT1 securities into a variable number of Overseas Bank ordinary shares calculated using the formula described in the terms of the USD AT1 securities but subject to a maximum conversion number. The conversion number of the Overseas Bank's ordinary shares will be calculated using the outstanding principal amount of each USD AT1 security translated into Australian dollars and the Overseas Bank ordinary share price determined over the five business day period prior to the capital trigger event date or non-viability trigger event date and includes a 1% discount. The maximum conversion number is calculated using the outstanding principal amount of each USD AT1 security translated into Australian dollars at the time of issue and the Overseas Bank share price which is broadly equivalent to 20% of the Overseas Bank ordinary share price at the time of issue of the USD AT1 securities.

A capital trigger event occurs when the Overseas Bank determines, or APRA notifies the Overseas Bank in writing that it believes, the Overseas Bank's Common Equity Tier 1 capital ratio is equal to or less than 5.125% (on a level 1 or level 2 basis, refer to Note 31). A non-viability trigger event will occur where APRA notifies the Overseas Bank in writing that it believes conversion of all or some USD AT1 securities (or conversion or write-down of relevant capital instruments of the Overseas Banking Group), or public sector injection of capital (or equivalent support), in each case is necessary because without it, the Overseas Bank would become non-viable. No conversion conditions apply in these circumstances.

If conversion of the USD AT1 securities does not occur within five business days, holders' rights in relation to the USD AT1 securities will be immediately and irrevocably terminated.

Tier 2 loan capital

A summary of the key terms and features of the subordinated notes is provided below:

\$	Issue date	Counterparty	Interest rate	Maturity date	Optional redemption date
NZ\$600 million notes ¹	16 September 2022	External	Fixed at 6.19% p.a. until 16 September 2027. Resets on 16 September 2027 to a floating rate: NZ 3 month bank bill rate + 2.10% p.a.	16 September 2032	16 September 2027 and every quarterly interest payment date thereafter
NZ\$600 million notes ¹	14 August 2023	External	Fixed at 6.73% p.a. until 14 February 2029. Resets on 14 February 2029 to a floating rate: NZ 3 month bank bill rate + 2.00% p.a.	14 February 2034	14 February 2029 and every quarterly interest payment date thereafter

¹ The subordinated notes were issued by Westpac New Zealand for the purposes of the Reserve Bank's capital requirements, however they do not constitute Tier 2 capital for the Overseas Banking Group as the terms of the Tier 2 capital do not satisfy APRA's capital requirements.

Common features of subordinated notes

Interest payable

Quarterly interest payments on the subordinated notes are subject to Westpac New Zealand being solvent at the time of, and immediately following, the interest payment.

Early redemption

Westpac New Zealand may elect to redeem all or some of the 2022 or 2023 subordinated notes for their face value together with accrued interest (if any) on an optional redemption date for the series specified above, subject to the Reserve Bank's prior written approval. Early redemption of all of the 2022 or 2023 subordinated notes for certain tax or regulatory reasons is permitted on an interest payment date subject to the Reserve Bank's prior written approval.

Notes to the financial statements

Note 22 Shareholders' equity

Accounting policy

Ordinary shares

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

Non-controlling interests

NCI represent the share in the net assets of controlled entities attributable to equity interests that are not owned directly or indirectly by a parent. NCI reflect perpetual preference shares issued by Westpac New Zealand, recognised at the amount paid up per share, net of directly attributable issue costs.

Reserves

Investment securities reserve

This comprises the changes in the fair value of debt securities measured at FVOCI (except for interest income, impairment charges and FX gains and losses which are recognised in the income statement), net of any related hedge accounting adjustments and tax. These changes are transferred to non-interest income in the income statement when the asset is disposed of.

Cash flow hedge reserve

This comprises the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments, net of tax.

Share capital

Share capital fully paid

	NZ BANKING GROUP			
	2024	2023	2024	2023
	Number of Shares Issued	Number of Shares Issued	\$ millions	\$ millions
Ordinary shares	6,045,000,000	6,045,000,000	6,045	6,045
Head office account - branch capital ¹	-	-	1,300	1,300
Total share capital and branch capital	6,045,000,000	6,045,000,000	7,345	7,345

¹ Branch capital comprises funds provided by the Overseas Bank to support the NZ Branch. It is non-interest bearing, and there is no fixed date for repatriations.

On 15 March 2024, BT Financial Group (NZ) Limited declared and paid a cash dividend of \$6 million to Westpac Equity Holdings Pty Limited with imputation credits of \$2 million attached (30 September 2023: \$7 million on 29 March 2023 with nil imputation credits attached).

On 26 February 2024 and 26 August 2024, Westpac New Zealand Group Limited declared and paid cash dividends of \$284 million and \$308 million respectively to Westpac Overseas Holdings No.2 Pty Limited with imputation credits of \$110 million and \$120 million attached respectively (30 September 2023: \$311 million on 17 February 2023 and \$301 million on 18 August 2023 with nil and \$117 million imputation credits attached respectively).

Non-controlling interests

Perpetual preference shares fully paid

	NZ Banking Group			
	2024	2023	2024	2023
	Number of Shares Issued	Number of Shares Issued	\$ millions	\$ millions
Perpetual preference shares issued ^{1,2}	375,000,000	-	369	-

¹ Net of \$6 million issue costs.

² The PPS were issued by Westpac New Zealand for the purposes of the Reserve Bank's capital requirements, however they do not constitute Additional Tier 1 capital for the Overseas Banking Group as the terms of the PPS do not satisfy APRA's capital requirements.

On 13 September 2024, Westpac New Zealand issued 375 million PPS to external investors (30 September 2023: nil), which are quoted on the NZX Debt Market. The PPS represent non-controlling interests in the NZ Banking Group.

Notes to the financial statements

Note 22 Shareholders' equity (continued)

A summary of the key terms of the PPS is provided below.

\$	Issue date	Counterparty	PPS dividend rate	Optional redemption date
NZ\$375 million	13 September 2024	External	Fixed at 7.10% p.a. until 13 September 2029 (when it resets to a floating rate equal to the NZ 3 month bank bill rate + 3.50% p.a.)	13 September 2029 and each quarterly scheduled dividend payment date after that date

Ranking and rights in liquidation

The PPS were issued by Westpac New Zealand, rank equally with other Additional Tier 1 capital instruments of Westpac New Zealand, and are subordinated to the claims of depositors and other creditors of Westpac New Zealand (including holders of Tier 2 loan capital) but rank ahead of Westpac New Zealand's ordinary shares. The PPS do not carry any voting rights.

PPS dividends payable

Quarterly PPS dividends are at the absolute discretion of Westpac New Zealand. In addition, PPS dividends will only be paid if Westpac New Zealand is solvent on the payment date and remains solvent immediately after such payment is made and the payment of the PPS dividend will not result in a breach of Westpac New Zealand's conditions of registration as at the time of the payment.

PPS dividends are non-cumulative. If a PPS dividend is not paid in full, Westpac New Zealand may not determine or pay any dividends on its ordinary shares or undertake a discretionary buy-back or capital reduction of Westpac New Zealand's ordinary shares until a subsequent PPS dividend is paid in full (except in limited circumstances).

Redemption

Westpac New Zealand may elect to redeem all of the PPS, on the relevant optional redemption date, or at any time for certain tax or regulatory reasons. Redemption is subject to certain conditions, including the Reserve Bank's prior written approval and Westpac New Zealand remaining solvent immediately after the redemption. Holders have no right to require redemption.

Conversion

The PPS have no conversion or exchange options and no non-viability triggers.

Reserves

Reconciliation of movement in reserves

\$ millions	NZ BANKING GROUP	
	2024	2023
Investment securitites reserve		
Balance as at beginning of year	(287)	(285)
Net gains/(losses) from changes in fair value	239	(3)
Income tax effect	(67)	1
Balance as at end of year	(115)	(287)
Cash flow hedge reserve		
Balance as at beginning of year	381	423
Net gains/(losses) from changes in fair value	(398)	(102)
Income tax effect	111	29
Transferred to income statement	(60)	44
Income tax effect	17	(13)
Balance as at end of year	51	381
Total Reserves	(64)	94

Notes to the financial statements

Note 23 Related entities

Related entities

The NZ Banking Group's related parties are those it controls or can exert significant influence over. Examples include subsidiaries, associates, joint ventures and superannuation plans as well as key management personnel and their related parties.

NZ Banking Group

The NZ Banking Group consists of the New Zealand operations of the Overseas Banking Group including the NZ Branch and the following controlled entities as at 30 September 2024 whose business is required to be reported in the financial statements of the Overseas Banking Group's New Zealand business:

Name of entity	Principal activity	Notes
BT Financial Group (NZ) Limited (' BTFGNZL ') BT Funds Management (NZ) Limited (' BTNZ ')	Holding company Funds management company	
Westpac Financial Services Group-NZ-Limited (' WFSGNZL ') Westpac Group Investment-NZ-Limited (' WGINZL ') Westpac Holdings-NZ-Limited (' WHNZL ') Westpac Capital-NZ-Limited (' WCNZL ') Westpac Equity Investments NZ Limited	Holding company Holding company Holding company Finance company Non-active company	
Westpac New Zealand Group Limited (' WNZGL ') Westpac New Zealand Limited Westpac NZ Operations Limited (' WNZOL ') Number 120 Limited Red Bird Ventures Limited ¹	Holding company Registered bank Holding company Finance company, currently non-active Corporate venture capital company, currently non-active	
The Home Mortgage Company Limited Westpac New Zealand Staff Superannuation Scheme Trustee Limited Westpac (NZ) Investments Limited (' WNZIL ') Westpac Securities NZ Limited (' WSNZL ') Westpac Securitisation Management NZ Limited (' WSMNZL ') ² Westpac NZ Covered Bond Holdings Limited (' WNZCBHL ') Westpac NZ Covered Bond Limited (' WNZCBL ') Westpac NZ Securitisation Holdings Limited (' WNZSHL ') Westpac NZ Securitisation Limited (' WNZSL ')	Residential mortgage company, currently non-active Trustee company Property company Funding company Securitisation management company Holding company Guarantor Holding company Funding company	19% owned ³ 19% owned ³ 19% owned ⁴ 19% owned ⁴
Westpac Cash PIE Fund Westpac Notice Saver PIE Fund Westpac Term PIE Fund	Portfolio investment entity Portfolio investment entity Portfolio investment entity	Not owned ⁵ Not owned ⁵ Not owned ⁵

Notes to the financial statements

Note 23 Related entities (continued)

¹ Red Bird Ventures Limited holds 34.54% diluted (36.56% undiluted) (30 September 2023: 35.03% diluted (37.1% undiluted)) equity in Akahu Technologies Limited, an associate, which is not a controlled entity.

² On 14 June 2023, WNZOL acquired all 1,000 shares in WSMNZL from WNZSHL, at which point WSMNZL became a wholly-owned subsidiary of Westpac New Zealand. Westpac New Zealand was previously considered to control WSMNZL based on contractual arrangements in place.

³ The NZ Banking Group, through WNZOL (9.5%) and WHNZL (9.5%), has a total qualifying interest of 19% in WNZCBHL and its wholly-owned subsidiary company, WNZCBL. Westpac New Zealand is considered to control both WNZCBHL and WNZCBL based on contractual arrangements in place, and as such both WNZCBHL and WNZCBL are consolidated within the financial statements of the NZ Banking Group.

⁴ The NZ Banking Group, through WNZOL (9.5%) and WHNZL (9.5%), has a total qualifying interest of 19% in WNZSHL and its wholly-owned subsidiary company, WNZSL. Westpac New Zealand is considered to control both WNZSHL and WNZSL based on contractual arrangements in place, and as such WNZSHL and WNZSL are consolidated within the financial statements of the NZ Banking Group.

⁵ Westpac Term PIE Fund, Westpac Cash PIE Fund and Westpac Notice Saver PIE Fund (collectively referred to as the '**PIE Funds**') were established as unit trusts. The PIE Funds are managed by BTNZ, where BTNZ is the manager and issuer. The manager has appointed Westpac New Zealand to perform all customer management and account administration for the PIE Funds. Westpac New Zealand is the PIE Funds' registrar and administration manager. Westpac New Zealand does not hold any units in the PIE Funds, however is considered to control them, and as such the PIE Funds are consolidated in the financial statements of the NZ Banking Group.

On 11 October 2023, the deregistration of Westpac Superannuation Nominees-NZ-Limited ('**WSNNZL**') and Westpac Nominees-NZ-Limited ('**WNNZL**') from the New Zealand companies register was completed, at which point both WSNNZL and WNNZL ceased to be subsidiaries of the Overseas Bank and controlled entities of the NZ Banking Group.

On 26 October 2023, the deregistration of Aotearoa Financial Services Limited ('**AFSL**') from the New Zealand companies register was completed, at which point AFSL ceased to be a subsidiary of Westpac New Zealand and a controlled entity of the NZ Banking Group.

Other than as disclosed above, there have been no changes in the ownership percentages since 30 September 2023.

All entities in the NZ Banking Group are 100% owned unless otherwise stated. All the entities within the NZ Banking Group have a balance date of 30 September and are incorporated in New Zealand except the PIE Funds which have a balance date of 31 March.

Other significant related entities of the NZ Banking Group include the Overseas Bank and branches of the Overseas Bank based in London and New York.

Nature of transactions

The NZ Banking Group has transactions with members of the Overseas Banking Group on commercial terms, including the provision of management, distribution and administrative services and data processing facilities.

Loan finance and current account banking facilities are provided by the NZ Branch and the Overseas Bank to members of the NZ Banking Group on normal commercial terms. The interest earned on these loans and the interest paid on deposits are at market rates.

The NZ Banking Group enters into derivative transactions with the Overseas Bank (refer to Note 24). They are accounted for as trading derivatives except for cross currency swaps in place with the Overseas Bank, which are designated in a cash flow hedge relationship to hedge the currency risk exposure of funding from the London Branch.

Notes to the financial statements

Note 23 Related entities (continued)

Transactions with related entities

\$ millions	Note	NZ BANKING GROUP	
		2024	2023
Overseas Bank			
Interest income	2	115	127
Interest expense ¹	2	100	86
Non-interest income - management fees received		3	2
Operating expenses - management fees	4	15	11
Other ²		5	-
Other controlled entities of the Overseas Bank			
BTFGNZL dividend paid to Westpac Equity Holdings Pty Limited ('WEHPL')	22	6	7
WNZGL dividends paid to Westpac Overseas Holdings No. 2 Pty Limited ('WOHN2PL')	22	592	612

¹ Includes interest expense incurred on funding from the Overseas Bank.

² Includes capitalised issue costs on financial or equity instruments and costs capitalised as software.

Due from and to related entities

\$ millions	NZ BANKING GROUP	
	2024	2023
Due from related entities		
Overseas Bank	3,428	4,488
Other controlled entities of the Overseas Bank	1	-
Total due from related entities	3,429	4,488
Due from related entities at fair value ¹	2,716	1,768
Due from related entities at amortised cost	713	2,720
Total due from related entities	3,429	4,488
Due to related entities		
Overseas Bank	3,236	4,665
Other controlled entities of the Overseas Bank	1	1
Total due to related entities	3,237	4,666
Due to related entities at fair value ²	2,055	3,300
Due to related entities at amortised cost	1,182	1,366
Total due to related entities	3,237	4,666

¹ Consists of derivative financial instruments of \$2,716 million (30 September 2023: \$1,768 million) (refer to Note 24).

² Consists of derivative financial instruments of \$2,044 million (30 September 2023: \$3,300 million) (refer to Note 24) and \$11 million repurchase agreements (30 September 2023: nil).

Notes to the financial statements

Note 23 Related entities (continued)

Key management personnel compensation

Key management personnel are those who, directly or indirectly, have authority and responsibility for planning, directing and controlling the activities of the NZ Banking Group. This includes all Executive/Non-Executive Directors and the executive team of Westpac New Zealand, and other members of the executive team of the NZ Banking Group.

\$'000s	NZ BANKING GROUP	
	2024	2023
Salaries and other short-term benefits	10,278	10,210
Post-employment benefits	764	725
Termination benefits	344	-
Share-based payments ¹	2,530	1,701
Total key management personnel compensation	13,916	12,636
Loans to key management personnel	6,363	1,497
Deposits from key management personnel	5,583	6,140
Interest income on loans to key management personnel	279	73
Interest expense on deposits from key management personnel	74	146

¹ Equity-settled remuneration is based on the amortisation over the performance and vesting period (normally two to five years). It is calculated using the fair value at the grant date of hurdled and unhurdled share rights granted during the relevant periods up to 30 September 2024.

Where the Directors of the Overseas Bank have received remuneration from the NZ Banking Group, the amounts are included above. Details of Directors' remuneration are disclosed in the Overseas Banking Group's 30 September 2024 Annual Report

Loans and deposits with key management personnel

All loans and deposits are made in the ordinary course of business of the NZ Banking Group. Loans are on terms that range between variable, fixed rate up to five years and interest only loans, all of which are in accordance with the NZ Banking Group's lending policies.

As at 30 September 2024, no amounts have been written off and no individual provision has been recognised in respect of loans given to key management personnel and their related parties (30 September 2023: nil). These loans have been included within the loan portfolio when determining collectively assessed provisions.

Other key management personnel transactions

All other transactions with key management personnel, their related entities and other related parties are conducted in the ordinary course of business. These transactions principally involve the provision of financial, investment and insurance services.

Notes to the financial statements

Note 24 Derivative financial instruments

Accounting policy

Derivative financial instruments are instruments whose values are derived from the value of an underlying asset, reference rate or index and include forwards, futures, swaps and options. Derivatives with related parties are included in due from/due to related entities.

The NZ Banking Group uses derivative financial instruments for meeting customers' needs; our ALM activities, and undertaking market making and positioning activities.

Trading derivatives

Derivatives which are used in our ALM activities but are not designated into a hedge accounting relationship are considered economic hedges. These derivatives, along with derivatives used for meeting customers' needs and undertaking market making and positioning activities are measured at FVIS and are disclosed as trading derivatives in this note.

Hedging derivatives

Hedging derivatives are those which are used in our ALM activities and have also been designated into one of two hedge accounting relationships: fair value hedge; or cash flow hedge. These derivatives are measured at fair value. These hedge designations and the associated accounting treatment are detailed below.

For more details regarding the NZ Banking Group's ALM activities, refer to Note 32.

Fair value hedges

Fair value hedges are used to hedge the exposure to changes in the fair value of an asset or liability.

Changes in the fair value of derivatives and the hedged asset or liability in fair value hedges are recognised in non-interest income. The carrying value of the hedged asset or liability is adjusted for the changes in fair value related to the hedged risk.

If a hedge is discontinued, any fair value adjustments to the carrying value of the asset or liability are amortised to net interest income over the period to maturity. If the asset or liability is sold, any unamortised adjustment is immediately recognised in net interest income.

Cash flow hedges

Cash flow hedges are used to hedge the exposure to variability of cash flows attributable to an asset, liability or future forecast transaction.

For effective hedges, changes in the fair value of derivatives are recognised in the cash flow hedge reserve through OCI and subsequently recognised in net interest income when the cash flows attributable to the asset or liability that was hedged impact the income statement.

For hedges with some ineffectiveness, the changes in the fair value of the derivatives relating to the ineffective portion are immediately recognised in non-interest income.

If a hedge is discontinued, any cumulative gain or loss remains in OCI. It is amortised to net interest income over the period which the asset or liability that was hedged also impacts the income statement.

If a hedge of a forecast transaction is no longer expected to occur, any cumulative gain or loss in OCI is immediately recognised in net interest income.

Notes to the financial statements

Note 24 Derivative financial instruments (continued)

The carrying values of derivative instruments are set out in the tables below:

NZ BANKING GROUP						
2024						
\$ millions	Trading		Hedging		Total derivatives carrying value	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Interest rate contracts						
Forward rate agreements	8	(75)	-	-	8	(75)
Swap agreements	10,321	(10,524)	449	(589)	10,770	(11,113)
Total interest rate contracts	10,329	(10,599)	449	(589)	10,778	(11,188)
FX contracts						
Spot and forward contracts	1,938	(1,921)	-	-	1,938	(1,921)
Cross currency swap agreements (principal and interest)	1,915	(3,000)	142	(281)	2,057	(3,281)
Total FX contracts	3,853	(4,921)	142	(281)	3,995	(5,202)
Total of gross derivatives	14,182	(15,520)	591	(870)	14,773	(16,390)
Impact of netting arrangements	(8,414)	8,414	-	-	(8,414)	8,414
Total of net derivatives	5,768	(7,106)	591	(870)	6,359	(7,976)
Consisting of:						
Derivatives held with external counterparties	3,052	(5,062)	591	(870)	3,643	(5,932)
Derivatives held with related parties	2,716	(2,044)	-	-	2,716	(2,044)

NZ BANKING GROUP						
2023						
\$ millions	Trading		Hedging		Total derivatives carrying value	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Interest rate contracts						
Swap agreements	13,705	(13,846)	1,152	(551)	14,857	(14,397)
Total interest rate contracts	13,705	(13,846)	1,152	(551)	14,857	(14,397)
FX contracts						
Spot and forward contracts	1,712	(1,693)	-	-	1,712	(1,693)
Cross currency swap agreements (principal and interest)	1,087	(2,350)	353	(465)	1,440	(2,815)
Total FX contracts	2,799	(4,043)	353	(465)	3,152	(4,508)
Total of gross derivatives	16,504	(17,889)	1,505	(1,016)	18,009	(18,905)
Impact of netting arrangements	(10,747)	10,747	-	-	(10,747)	10,747
Total of net derivatives	5,757	(7,142)	1,505	(1,016)	7,262	(8,158)
Consisting of:						
Derivatives held with external counterparties	3,989	(3,842)	1,505	(1,016)	5,494	(4,858)
Derivatives held with related parties	1,768	(3,300)	-	-	1,768	(3,300)

Notes to the financial statements

Note 24 Derivative financial instruments (continued)

Hedge accounting

The NZ Banking Group designates derivatives into hedge accounting relationships in order to manage the volatility in earnings and capital that would otherwise arise from interest rate and FX risks that may result from differences in the accounting treatment of derivatives and underlying exposures. These hedge accounting relationships and the risks they are used to hedge are described below.

The NZ Banking Group enters into one-to-one hedge relationships to manage specific exposures where the terms of the hedged item significantly match the terms of the hedging instrument. The NZ Banking Group also uses dynamic hedge accounting where the hedged items are part of a portfolio of assets and/or liabilities that frequently change. In this hedging strategy, the exposure being hedged and the hedging instruments may change frequently rather than there being a one-to-one hedge accounting relationship for a specific exposure.

Fair value hedges

Interest rate risk

The NZ Banking Group hedges its interest rate risk to reduce exposure to changes in fair value due to interest rate fluctuations over the hedging period. Interest rate risk arising from fixed rate debt issuances and fixed rate bonds classified as investment securities at FVOCI is hedged with single currency fixed to floating interest rate derivatives. The NZ Banking Group also hedges its benchmark interest rate risk from fixed rate foreign currency denominated debt issuances using cross currency swaps. In applying fair value hedge accounting the NZ Banking Group primarily uses one-to-one hedge accounting to manage specific exposures.

The NZ Banking Group also uses a dynamic hedge accounting strategy for fair value portfolio hedge accounting of some fixed rate mortgages to reduce exposure to changes in fair value due to interest rate fluctuations over the hedging period. These fixed rate mortgages are allocated to time buckets based on their expected repricing dates and the fixed-to-floating interest rate derivatives are designated according to the capacity in the relevant time buckets.

The NZ Banking Group hedges the benchmark interest rate which generally represents the most significant component of the changes in fair value. The benchmark interest rate is a component of interest rate risk that is observable in the relevant financial markets, for example, Secured Overnight Financing Rate ('SOFR') for USD interest rates and BKBM for NZD interest rates. Ineffectiveness may arise from timing or discounting differences on repricing between the hedged item and the derivative. For portfolio hedge accounting, ineffectiveness also arises from prepayment risk (i.e. the difference between actual and expected prepayment of loans). In order to manage the ineffectiveness from early repayments and accommodate new originations the portfolio hedges are de-designated and redesignated periodically.

Cash flow hedges

Interest rate risk

The NZ Banking Group's exposure to the volatility of interest cash flows from customer deposits and loans is hedged with interest rate derivatives using a dynamic hedge accounting strategy called macro cash flow hedges. Customer deposits and loans are allocated to time buckets based on their expected repricing dates. The interest rate derivatives are designated according to the gross asset or gross liability positions for the relevant time buckets. The NZ Banking Group hedges the benchmark interest rate which generally represents the most significant component of the changes in fair value. The benchmark interest rate is a component of interest rate risk that is observable in the relevant financial markets, for example, Bank Bill Swap Rate for AUD interest rates, SOFR for USD interest rates and BKBM for NZD interest rates. Ineffectiveness may arise from timing or discounting differences on repricing between the hedged item and the interest rate derivative. Ineffectiveness also arises if the notional values of the interest rate derivatives exceed the aggregate notional exposure for the relevant time buckets. The hedge accounting relationship is reviewed on a monthly basis and the hedging relationships are de-designated and redesignated if necessary.

FX risk

The NZ Banking Group's exposure to foreign currency principal and credit margin cash flows from fixed rate foreign currency debt issuances is hedged through the use of cross currency derivatives in a one-to-one hedging relationship to manage the changes between the foreign currency and NZD. In addition, for floating rate foreign currency debt issuances, the NZ Banking Group hedges from foreign floating to NZD floating interest rates. Ineffectiveness may arise from timing or discounting differences on repricing between the hedged item and the cross currency derivative.

Economic hedges

As part of the NZ Banking Group's ALM activities, economic hedges may be entered into to hedge long-term funding transactions for risk management purposes. These hedges do not qualify for hedge accounting and are therefore not included in the hedging instrument disclosures below.

Notes to the financial statements

Note 24 Derivative financial instruments (continued)

Hedging instruments

The following tables show the carrying value of hedging instruments and a maturity analysis of the notional amounts of the hedging instruments in one-to-one hedge relationships categorised by the types of hedge relationships and the hedged risk.

NZ BANKING GROUP

			2024				Carrying value	
\$ millions	Hedging instrument	Hedged risk	Notional amounts			Total	Assets	Liabilities
			Within 1 year	Over 1 year to 5 years	Over 5 years			
One-to-one hedge relationships								
Fair value hedges	Interest rate swap	Interest rate risk	478	7,222	225	7,925	145	(148)
	Cross currency swap	Interest rate risk	785	12,300	1,314	14,399	131	(264)
Cash flow hedges	Cross currency swap	FX risk	785	12,300	1,314	14,399	11	(17)
Total one-to-one hedge relationships			2,048	31,822	2,853	36,723	287	(429)
Macro hedge relationships								
Portfolio fair value hedges	Interest rate swap	Interest rate risk	N/A	N/A	N/A	15,803	3	(222)
Macro cash flow hedges	Interest rate swap	Interest rate risk	N/A	N/A	N/A	26,610	301	(219)
Total macro hedge relationships			N/A	N/A	N/A	42,413	304	(441)
Total of gross hedging derivatives			N/A	N/A	N/A	79,136	591	(870)
Impact of netting arrangements			N/A	N/A	N/A	N/A	-	-
Total of net hedging derivatives			N/A	N/A	N/A	N/A	591	(870)

NZ BANKING GROUP

			2023				Carrying value	
\$ millions	Hedging instrument	Hedged risk	Notional amounts			Total	Assets	Liabilities
			Within 1 year	Over 1 year to 5 years	Over 5 years			
One-to-one hedge relationships								
Fair value hedges	Interest rate swap	Interest rate risk	583	3,063	1,753	5,399	149	(224)
	Cross currency swap	Interest rate risk	3,867	10,202	459	14,528	(261)	(754)
Cash flow hedges	Cross currency swap	FX risk	3,867	10,202	459	14,528	614	289
Total one-to-one hedge relationships			8,317	23,467	2,671	34,455	502	(689)
Macro hedge relationships								
Portfolio fair value hedges	Interest rate swap	Interest rate risk	N/A	N/A	N/A	20,287	143	(22)
Macro cash flow hedges	Interest rate swap	Interest rate risk	N/A	N/A	N/A	26,118	860	(305)
Total macro hedge relationships			N/A	N/A	N/A	46,405	1,003	(327)
Total of gross hedging derivatives			N/A	N/A	N/A	80,860	1,505	(1,016)
Impact of netting arrangements			N/A	N/A	N/A	N/A	-	-
Total of net hedging derivatives			N/A	N/A	N/A	N/A	1,505	(1,016)

Notes to the financial statements

Note 24 Derivative financial instruments (continued)

The following table shows the weighted average exchange rate related to significant hedging instruments in one-to-one hedge relationships:

NZ BANKING GROUP					
	Hedging instrument	Hedged risk	Currency pair	Weighted average hedged rate	
				2024	2023
Cash flow hedges	Cross currency swap	FX risk	CHF:NZD	N/A	0.6613
			EUR:NZD	0.5963	0.5943
			HKD:NZD	5.1114	5.1114
			USD:NZD	0.6252	0.6716

Impact of hedge accounting on the balance sheet and reserves

The following tables show the carrying amount of hedged items in a fair value hedge relationship and the component of the carrying amount related to accumulated fair value hedge accounting ('FVHA') adjustments.

NZ BANKING GROUP				
	2024		2023	
	Carrying amount of hedged item	Accumulated FVHA adjustment included in carrying amount	Carrying amount of hedged item	Accumulated FVHA adjustment included in carrying amount
\$ millions				
Interest rate risk				
Investment securities	4,146	140	2,585	(93)
Loans	15,911	107	20,095	(191)
Debt issues and loan capital	(17,701)	313	(16,542)	1,204

There were no accumulated FVHA adjustments (30 September 2023: nil) included in the above carrying amounts relating to hedged items that have ceased to be adjusted for hedging gains and losses.

The pre-tax impact of cash flow hedges on reserves is detailed below:

NZ BANKING GROUP						
	2024			2023		
	Interest rate risk	FX risk	Total	Interest rate risk	FX risk	Total
\$ millions						
Cash flow hedge reserve						
Balance at beginning of the year	578	(48)	530	588	-	588
Net gains/(losses) from changes in fair value	(179)	(219)	(398)	209	(311)	(102)
Transferred to net interest income	(262)	202	(60)	(219)	263	44
Balance at end of year	137	(65)	72	578	(48)	530

There were no balances remaining in the cash flow hedge reserve (30 September 2023: nil) relating to hedge relationships for which hedge accounting is no longer applied.

Notes to the financial statements

Note 24 Derivative financial instruments (continued)

Hedge effectiveness

Hedge effectiveness is tested prospectively at inception and during the lifetime of hedge relationships. For one-to-one hedge relationships this testing uses a qualitative assessment of matched terms where the critical terms of the derivatives used as the hedging instrument match the terms of the hedged item. In addition, a quantitative effectiveness test is performed for all hedges which could include regression analysis, dollar offset and/or sensitivity analysis.

Retrospective testing is also performed to determine whether the hedge relationship remains highly effective so that hedge accounting can continue to be applied and also to determine any ineffectiveness. These tests are performed using regression analysis and the dollar offset method.

The following tables provide information regarding the determination of hedge effectiveness:

NZ BANKING GROUP

2024

\$ millions	Hedging instrument	Hedged risk	Change in fair value of hedging instrument used for calculating ineffectiveness	Change in value of the hedged item used for calculating ineffectiveness	Hedge ineffectiveness recognised in non-interest income
Fair value hedges	Interest rate swap	Interest rate risk	(363)	371	8
	Cross currency swap	Interest rate risk	724	(729)	(5)
Cash flow hedges	Interest rate swap	Interest rate risk	(452)	440	(12)
	Cross currency swap	FX risk	(18)	18	-
Total			(109)	100	(9)

NZ BANKING GROUP

2023

\$ millions	Hedging instrument	Hedged risk	Change in fair value of hedging instrument used for calculating ineffectiveness	Change in value of the hedged item used for calculating ineffectiveness	Hedge ineffectiveness recognised in non-interest income
Fair value hedges	Interest rate swap	Interest rate risk	(172)	180	8
	Cross currency swap	Interest rate risk	62	(59)	3
Cash flow hedges	Interest rate swap	Interest rate risk	(22)	11	(11)
	Cross currency swap	FX risk	(48)	48	-
Total			(180)	180	-

Notes to the financial statements

Note 25 Fair values of financial assets and financial liabilities

Accounting policy

The fair value of a financial instrument 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.

On initial recognition, the transaction price generally represents the fair value of the financial instrument unless there is observable information from an active market to the contrary. Where significant unobservable information is used, the difference between the transaction price and the fair value (day one profit or loss) is recognised in the income statement over the life of the instrument or when the inputs become observable.

Critical accounting assumptions and estimates

The majority of valuation models used by the NZ Banking Group employ only observable market data as inputs. However, for certain financial instruments, data may be employed which is not readily observable in current markets.

The availability of observable inputs is influenced by factors such as:

- product type;
- depth of market activity;
- maturity of market models; and
- complexity of the transaction.

Where unobservable market data is used, more judgement is required to determine fair value. The significance of these judgements depends on the significance of the unobservable input to the overall valuation. Unobservable inputs are generally derived from other relevant market data and adjusted against:

- standard industry practice;
- economic models; and
- observed transaction prices.

In order to determine a reliable fair value for a financial instrument, management may apply adjustments to the techniques previously described.

These adjustments reflect the NZ Banking Group's assessment of factors that market participants would consider in setting the fair value.

These adjustments incorporate bid/offer spreads, credit valuation adjustments and funding valuation adjustments.

Fair Valuation Control Framework

The NZ Banking Group uses a Fair Valuation Control Framework where the fair value is either determined or validated by a function independent of the transaction. This framework formalises the policies and procedures used to achieve compliance with relevant accounting, industry and regulatory standards. The framework includes specific controls relating to:

- the revaluation of financial instruments;
- independent price verification;
- fair value adjustments; and
- financial reporting.

A key element of the framework is the Revaluation Committee, comprising senior valuation specialists from within the Overseas Banking Group. The Revaluation Committee reviews the application of the agreed policies and procedures to assess that a fair value measurement basis has been applied.

The method of determining fair value differs depending on the information available.

Fair value hierarchy

A financial instrument's categorisation within the valuation hierarchy is based on the lowest level input that is significant to the fair value measurement.

The NZ Banking Group categorises all fair value instruments according to the hierarchy described below.

Valuation techniques

The NZ Banking Group applies market accepted valuation techniques in determining the fair valuation of over-the-counter derivatives. This includes credit valuation adjustments and funding valuation adjustments, which incorporate credit risk and funding costs and benefits that arise in relation to uncollateralised derivative positions, respectively.

The specific valuation techniques, the observability of the inputs used in valuation models and the subsequent classification for each significant product category are outlined as follows:

Notes to the financial statements

Note 25 Fair values of financial assets and financial liabilities (continued)

Financial instruments measured at fair value

Level 1 instruments

The fair value of financial instruments traded in active markets is based on recent unadjusted quoted prices. These prices are based on actual arm's length basis transactions.

The valuations of Level 1 instruments require little or no management judgement.

Instrument	Balance sheet category	Includes	Valuation
Exchange traded products	Derivative financial instruments	Exchange traded interest rate futures -	These instruments are traded in liquid, active markets where prices are readily observable. No modelling or assumptions are used in the valuation.
	Due from related entities	derivative financial instruments	
	Due to related entities		
FX products	Derivative financial instruments	FX spot contracts	These instruments are traded in liquid, active markets where prices are readily observable. No modelling or assumptions are used in the valuation.
Debt instruments	Trading securities and financial assets measured at FVIS	New Zealand Government bonds	
	Investment securities		
	Other financial liabilities		

Level 2 instruments

The fair value for financial instruments that are not actively traded is determined using valuation techniques which maximise the use of observable market prices. Valuation techniques include:

- the use of market standard discounting methodologies;
- option pricing models; and
- other valuation techniques widely used and accepted by market participants.

Instrument	Balance sheet category	Includes	Valuation
Interest rate products	Derivative financial instruments	Interest rate swaps, forwards and options -	Industry standard valuation models are used to calculate the expected future value of payments by product, which is discounted back to a present value. The model's interest rate inputs are benchmark interest rates and active broker quoted interest rates in the swap, bond and futures markets. Interest rate volatilities are sourced from brokers and consensus data providers. If consensus prices are not available, these are classified as Level 3 instruments.
	Due from related entities	derivative financial instruments	
	Due to related entities		
FX products	Derivative financial instruments	FX swaps and FX forward contracts -	Derived from market observable inputs or consensus pricing providers using industry standard models. If consensus prices are not available, these are classified as Level 3 instruments.
	Due from related entities	derivative financial instruments	
	Due to related entities		
Asset backed debt instruments	Trading securities and financial assets measured at FVIS Investment securities	Asset backed securities	Valued using an industry approach to value floating rate debt with prepayment features. The main inputs to the model are the trading margin and the weighted average life of the security. These inputs are sourced from a consensus data provider. If consensus prices are not available, these are classified as Level 3 instruments.

Notes to the financial statements

Note 25 Fair values of financial assets and financial liabilities (continued)

Instrument	Balance sheet category	Includes	Valuation
Non-asset backed debt instruments	Trading securities and financial assets measured at FVIS Investment securities Other financial liabilities	Local authority and NZ public securities, other bank issued certificates of deposit, commercial paper, other government securities, off-shore securities and corporate bonds Repurchase agreements and reverse repurchase agreements over non-asset backed debt securities	Valued using observable market prices which are sourced from independent pricing services, broker quotes or inter-dealer prices. If prices are not available from these sources, these are classified as Level 3 instruments.
Deposits and other borrowings at fair value	Deposits and other borrowings	Certificates of deposit	Discounted cash flow using market rates offered for deposits of similar remaining maturities.
Debt issues at fair value	Debt issues	Commercial paper	Discounted cash flows, using a discount rate which reflects the terms of the instrument and the timing of cash flows adjusted for market observable changes in the NZ Banking Group's implied creditworthiness.

Level 3 instruments

Financial instruments valued where at least one input that could have a significant effect on the instrument's valuation is not based on observable market data due to illiquidity or complexity of the product. These inputs are generally derived and extrapolated from other relevant market data and calibrated against current market trends and historical transactions.

These valuations are calculated using a high degree of management judgement.

Instrument	Balance sheet category	Includes	Valuation
Interest rate derivatives	Derivative financial instruments	Non-vanilla interest rate (inflation indexed) derivatives and long-dated NZD caps	Valued using industry standard valuation models utilising observable market inputs which are determined separately for each parameter. Where unobservable, inputs will be set with reference to an observable proxy.
Debt instruments	Trading securities and financial assets measured at FVIS	Certain debt securities with low observability, usually issued via private placement	These securities are evaluated by an independent pricing service or based on third party revaluations. Due to their illiquidity and/or complexity these are classified as Level 3 assets.

Notes to the financial statements

Note 25 Fair values of financial assets and financial liabilities (continued)

The following table summarises the attribution of financial instruments measured at fair value to the fair value hierarchy:

\$ millions	2024				2023			
	Level 1	Level 2	Level 3 ¹	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value on a recurring basis								
Trading securities and financial assets measured at FVIS	1,496	4,225	2	5,723	699	4,298	10	5,007
Derivative financial instruments	1	3,642	-	3,643	7	5,487	-	5,494
Investment securities	3,211	4,324	-	7,535	2,287	4,364	-	6,651
Due from related entities	-	2,716	-	2,716	-	1,768	-	1,768
Total financial assets measured at fair value	4,708	14,907	2	19,617	2,993	15,917	10	18,920
Financial liabilities measured at fair value on a recurring basis								
Deposits and other borrowings at fair value ²	-	1,863	-	1,863	-	2,413	-	2,413
Other financial liabilities	250	211	-	461	630	170	-	800
Derivative financial instruments	1	5,930	1	5,932	2	4,854	2	4,858
Due to related entities	-	2,055	-	2,055	-	3,300	-	3,300
Debt issues at fair value	-	3,726	-	3,726	-	1,471	-	1,471
Total financial liabilities measured at fair value	251	13,785	1	14,037	632	12,208	2	12,842

¹ Balances within this category of the fair value hierarchy are not considered material to the total derivative financial instruments balances.

² There are no differences between the fair values disclosed and the contractual outstanding amount payable at maturity for these financial liabilities measured at fair value on a recurring basis.

Sensitivities to reasonably possible changes in non-market valuation assumptions would not have a material impact on the NZ Banking Group's reported results (30 September 2023: no material impact).

Analysis of movements between fair value hierarchy levels

The NZ Banking Group considers transfers between levels, if any, to have occurred at the end of the reporting period. During the year, there were no material transfers between levels of the fair value hierarchy (30 September 2023: no material transfers between levels).

Financial instruments not measured at fair value

For financial instruments not measured at fair value on a recurring basis, fair value has been derived as follows:

Instrument	Valuation
Loans	Where available, the fair value of loans is based on observable market transactions; otherwise fair value is estimated using discounted cash flow models. For variable rate loans, the discount rate used is the current effective interest rate. The discount rate applied for fixed rate loans reflects the market rate for the maturity of the loan and the creditworthiness of the borrower.
Deposits and other borrowings	Fair values of deposit liabilities payable on demand (interest free, interest bearing and savings deposits) approximate their carrying value. Fair values for term deposits are estimated using discounted cash flows, applying market rates offered for deposits of similar remaining maturities.
Due to related entities	The carrying value of due to related entities approximates the fair value. These items are either short-term in nature or re-price frequently, and are of a high credit rating.
Debt issues and loan capital	The fair values of these instruments are calculated based on quoted market prices, where available. Where quoted market prices are not available, fair values are calculated using a discounted cashflow model. The discount rates applied reflect the terms of the instruments and the timing of the estimated cash flows and are adjusted for any changes in the NZ Banking Group's credit spreads.
All other financial assets and financial liabilities	For all other financial assets and financial liabilities, the carrying value approximates the fair value. These items are either short-term in nature or re-price frequently, and are of a high credit rating.

Notes to the financial statements

Note 25 Fair values of financial assets and financial liabilities (continued)

The following table summarises the estimated fair value and fair value hierarchy of the NZ Banking Group's financial instruments not measured at fair value:

NZ BANKING GROUP					
2024					
\$ millions	Carrying Amount	Level 1	Fair Value		Total
			Level 2	Level 3	
Financial assets not measured at fair value					
Cash and balances with central banks	7,553	7,553	-	-	7,553
Collateral paid	244	244	-	-	244
Loans	102,463	-	-	102,474	102,474
Other financial assets	1,117	-	1	1,116	1,117
Due from related entities	713	-	713	-	713
Total financial assets not measured at fair value	112,090	7,797	714	103,590	112,101
Financial liabilities not measured at fair value					
Collateral received	198	198	-	-	198
Deposits and other borrowings	79,676	-	78,291	1,488	79,779
Other financial liabilities	4,974	-	4,973	-	4,973
Due to related entities	1,182	-	1,182	-	1,182
Debt issues ¹	17,893	-	17,988	-	17,988
Loan capital	3,093	-	3,208	-	3,208
Total financial liabilities not measured at fair value	107,016	198	105,642	1,488	107,328
NZ BANKING GROUP					
2023					
\$ millions	Carrying Amount	Level 1	Fair Value		Total
			Level 2	Level 3	
Financial assets not measured at fair value					
Cash and balances with central banks	9,325	9,325	-	-	9,325
Collateral paid	62	62	-	-	62
Loans	99,711	-	-	98,640	98,640
Other financial assets	469	-	4	465	469
Due from related entities	2,720	-	2,720	-	2,720
Total financial assets not measured at fair value	112,287	9,387	2,724	99,105	111,216
Financial liabilities not measured at fair value					
Collateral received	614	614	-	-	614
Deposits and other borrowings	79,783	-	78,057	1,741	79,798
Other financial liabilities	6,422	-	6,422	-	6,422
Due to related entities	1,366	-	1,366	-	1,366
Debt issues ¹	17,126	-	16,962	-	16,962
Loan capital	3,051	-	2,990	-	2,990
Total financial liabilities not measured at fair value	108,362	614	105,797	1,741	108,152

¹ The estimated fair value of debt issues includes the impact of changes in the NZ Banking Group's credit spreads since origination.

Notes to the financial statements

Note 26 Offsetting financial assets and financial liabilities

Accounting policy

Financial assets and financial liabilities are presented net on the balance sheet when the NZ Banking Group has a legally enforceable right to offset them in all circumstances and there is an intention to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously. The gross assets and liabilities behind the net amounts reported on the balance sheet are disclosed in the following table.

Some of the NZ Banking Group's offsetting arrangements are not enforceable in all circumstances. The amounts in the tables below may not tie back to the balance sheet if there are balances which are not subject to offsetting or enforceable netting arrangements. The amounts presented in this note do not represent the credit risk exposure of the NZ Banking Group. Refer to Note 13 for information on credit risk management. The offsetting and collateral arrangements and other credit risk mitigation strategies used by the NZ Banking Group are further explained in the 'Management of risk mitigation' section under Note 13.5.

NZ BANKING GROUP							
2024							
Amounts Subject to Enforceable Netting Arrangements							
	Amounts Offset on the Balance Sheet			Amounts Not Offset on the Balance Sheet			
\$ millions	Gross Amounts	Amounts Offset	Net Amounts Reported on the Balance Sheet	Other Recognised Financial Instruments	Cash Collateral	Financial Instrument Collateral	Net Amount
Assets							
Reverse repurchase agreements ¹	168	-	168	-	-	(168)	-
Derivative financial instruments ²	11,874	(8,414)	3,460	(1,704)	(137)	-	1,619
Due from related entities - derivative financial instruments ³	2,716	-	2,716	(2,044)	-	-	672
Total assets	14,758	(8,414)	6,344	(3,748)	(137)	(168)	2,291
Liabilities							
Repurchase agreements ⁴	3,076	-	3,076	-	-	(3,076)	-
Derivative financial instruments ²	14,088	(8,414)	5,674	(1,704)	(197)	-	3,773
Due to related entities - derivative financial instruments ⁵	2,044	-	2,044	(2,044)	-	-	-
Total liabilities	19,208	(8,414)	10,794	(3,748)	(197)	(3,076)	3,773

¹ Forms part of trading securities and financial assets measured at FVIS (refer to Note 9).

² \$183 million (30 September 2023: \$132 million) of derivative financial assets and \$258 million (30 September 2023: \$390 million) of derivative financial liabilities are not subject to enforceable netting arrangements.

³ Forms part of due from related entities on the balance sheet (refer to Note 23).

⁴ Forms part of other financial liabilities on the balance sheet (refer to Note 18).

⁵ Forms part of due to related entities on the balance sheet (refer to Note 23).

Notes to the financial statements

Note 26 Offsetting financial assets and financial liabilities (continued)

NZ BANKING GROUP							
2023							
Amounts Subject to Enforceable Netting Arrangements							
\$ millions	Amounts Offset on the Balance Sheet			Amounts Not Offset on the Balance Sheet			
	Gross Amounts	Amounts Offset	Net Amounts Reported on the Balance Sheet	Other Recognised Financial Instruments	Cash Collateral	Financial Instrument Collateral	Net Amount
Assets							
Reverse repurchase agreements ¹	487	-	487	-	-	(482)	5
Derivative financial instruments ²	16,109	(10,747)	5,362	(2,197)	(614)	-	2,551
Due from related entities - derivative financial instruments ³	1,768	-	1,768	(1,768)	-	-	-
Total assets	18,364	(10,747)	7,617	(3,965)	(614)	(482)	2,556
Liabilities							
Repurchase agreements ⁴	5,168	-	5,168	-	-	(5,168)	-
Derivative financial instruments ²	15,215	(10,747)	4,468	(2,197)	(62)	(77)	2,132
Due to related entities - derivative financial instruments ⁵	3,300	-	3,300	(1,768)	-	-	1,532
Total liabilities	23,683	(10,747)	12,936	(3,965)	(62)	(5,245)	3,664

¹ Forms part of trading securities and financial assets measured at FVIS (refer to Note 9).

² \$183 million (30 September 2023: \$132 million) of derivative financial assets and \$258 million (30 September 2023: \$390 million) of derivative financial liabilities are not subject to enforceable netting arrangements.

³ Forms part of due from related entities on the balance sheet (refer to Note 23).

⁴ Forms part of other financial liabilities on the balance sheet (refer to Note 18).

⁵ Forms part of due to related entities on the balance sheet (refer to Note 23).

Other recognised financial instruments

These financial assets and financial liabilities are subject to master netting agreements which are not enforceable in all circumstances, so they are recognised gross on the balance sheet. The offsetting rights of the master netting arrangements can only be enforced if a predetermined event occurs in the future, such as a counterparty defaulting.

Cash collateral and financial instrument collateral

These amounts are received or pledged under master netting arrangements against the gross amounts of assets and liabilities. Financial instrument collateral typically comprises securities which can be readily liquidated in the event of counterparty default. The offsetting rights of the master netting arrangement can only be enforced if a predetermined event occurs in the future, such as a counterparty defaulting.

Notes to the financial statements

Note 27 Credit related commitments, contingent assets and contingent liabilities

Accounting policy

Undrawn credit commitments

The NZ Banking Group enters into various arrangements with customers which are only recognised on the balance sheet when called upon. These arrangements include commitments to extend credit, bill endorsements, financial guarantees, standby letters of credit and underwriting facilities.

Contingent assets

Contingent assets are possible assets whose existence will be confirmed only by uncertain future events. Contingent assets are not recognised on the balance sheet but are disclosed if an inflow of economic benefits is probable.

Contingent liabilities

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events, and present obligations where the transfer of economic resources is not probable or cannot be reliably measured. Contingent liabilities are not recognised on the balance sheet but are disclosed unless the outflow of economic resources is remote.

Undrawn credit commitments

Undrawn credit commitments expose the NZ Banking Group to liquidity risk when called upon and also to credit risk if the customer fails to repay the amounts owed at the due date. The maximum exposure to credit loss is the contractual or notional amount of the instruments disclosed below. Some of the arrangements can be cancelled by the NZ Banking Group at any time. The actual liquidity and credit risk exposure varies in line with drawings and may be less than the amounts disclosed. The NZ Banking Group uses the same credit policies when entering into these arrangements as it does for on-balance sheet instruments. Refer to Note 13 and Note 32 for further details on credit risk management and liquidity risk.

\$ millions	NZ BANKING GROUP	
	2024	2023
Letters of credit and guarantees ¹	1,171	1,015
Commitments to extend credit ²	27,191	27,869
Total undrawn credit commitments	28,362	28,884

¹ Standby letters of credit and guarantees are undertakings to pay, against presentation documents, an obligation in the event of a default by a customer. Guarantees are unconditional undertakings given to support the obligations of a customer to third parties. The NZ Banking Group may hold cash as collateral for certain guarantees issued.

² Commitments to extend credit include all obligations on the part of the NZ Banking Group to provide credit facilities. As facilities may expire without being drawn upon, the notional amounts do not necessarily reflect future cash requirements.

Contingent assets

The credit commitments shown in the table above also constitute contingent assets. These commitments would be classified as loans on the balance sheet on the contingent event occurring.

Contingent liabilities

All potential claims and other liabilities are assessed on a case-by-case basis. A provision will be recognised where the NZ Banking Group has conducted an assessment which determines the likelihood of loss as probable and where its potential loss can be reliably estimated. A contingent liability exists in respect of actual or potential claims where the likely loss is not assessed as probable, where the law is uncertain or, in rare circumstances, where the outflow of resources cannot be reliably estimated.

The NZ Banking Group is exposed to contingent risks and liabilities arising from the conduct of its business, including: actual and potential disputes, claims and legal proceedings; investigations, inquiries and reviews (formal and informal) carried out by regulatory authorities (including into the NZ Banking Group's processes for some products relating to the requirements of CCCFA); and internal investigations and reviews.

The scope of reviews (internal and external), investigations and inquiries, including those relating to the requirements of the CCCFA, can be wide-ranging and can result in litigation (including class action proceedings and enforcement proceedings), fines and penalties, customer remediation and/or other sanctions and reputational damage.

Notes to the financial statements

Note 28 Segment reporting

Accounting policy

Operating segments are presented on a basis that is consistent with information provided internally to the NZ Banking Group's chief operating decision-maker and reflect the management of the business, rather than the legal structure of the NZ Banking Group. The chief operating decision-maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The NZ Banking Group has determined that the NZ Banking Group executive team is its chief operating decision-maker.

Inter-segment revenue and costs are eliminated at head office. Income and expenses directly associated with each segment are included in determining business segment performance.

The NZ Banking Group operates predominantly in the Consumer Banking and Wealth, Institutional and Business Banking, Financial Markets, International Trade and Payments sectors within New Zealand. On this basis, no geographical segment reporting is provided.

The operating segment results have been presented on a management reporting basis and consequently internal charges and transfer pricing adjustments have been reflected in the performance of each operating segment. Intersegment pricing is determined on a cost recovery basis.

The NZ Banking Group does not rely on any single major customer for its revenue base.

Segment comparative information for the year ended 30 September 2023 has been revised to align to the current year's basis for reporting, provided internally to the NZ Banking Group's chief operating decision-maker.

The NZ Banking Group's operating segments are defined by the customers they serve and the services they provide. The NZ Banking Group has identified the following main operating segments:

- Consumer Banking and Wealth provides financial services predominantly for individuals;
- Institutional and Business Banking provides a broad range of financial services for small to medium enterprise, corporate, property finance, agricultural, institutional and government customers; and
- Financial Markets provides foreign exchange, interest rate derivatives, fixed interest and debt securities, commodities, carbon and energy capabilities. International Trade and Payments provide international trade solutions, payments products and services to consumer, business and institutional customers.

Reconciling items primarily represent:

- business units that do not meet the definition of a reportable operating segment under NZ IFRS 8 *Operating Segments*;
- elimination entries on consolidation/aggregation of the results, assets and liabilities of the NZ Banking Group's controlled entities in the preparation of the aggregated financial statements of the NZ Banking Group; and
- results of certain business units excluded for management reporting purposes, but included within the aggregated financial statements of the NZ Banking Group for statutory financial reporting purposes.

Notes to the financial statements

Note 28 Segment reporting (continued)

	NZ BANKING GROUP				
\$ millions	Consumer Banking and Wealth	Institutional and Business Banking	Financial Markets, International Trade and Payments	Reconciling Items	Total
Year ended 30 September 2024					
Net interest income	1,219	1,294	52	364	2,929
Net fees and commissions					
Facility fees	25	26	3	-	54
Transaction fees and commissions	172	78	(3)	(47)	200
Other non-risk fee income	5	13	9	(4)	23
Fees and commissions income	202	117	9	(51)	277
Fees and commissions expenses	(76)	-	-	-	(76)
Net fees and commissions	126	117	9	(51)	201
Other non-interest income	-	-	49	14	63
Total non-interest income	126	117	58	(37)	264
Net operating income	1,345	1,411	110	327	3,193
Operating expenses	(793)	(514)	(42)	(78)	(1,427)
Impairment (charges)/benefits	(19)	(8)	-	-	(27)
Profit before income tax expense	533	889	68	249	1,739
As at 30 September 2024					
Total gross loans	62,190	40,217	334	224	102,965
Total deposits and other borrowings	46,616	33,060	-	1,863	81,539
Year ended 30 September 2023 (revised)					
Net interest income	1,200	1,216	48	374	2,838
Net fees and commissions					
Facility fees	27	18	3	-	48
Transaction fees and commissions	165	83	(3)	(42)	203
Other non-risk fee income	5	12	12	(9)	20
Fees and commissions income	197	113	12	(51)	271
Fees and commissions expenses	(75)	-	-	1	(74)
Net fees and commissions	122	113	12	(50)	197
Other non-interest income	-	-	86	15	101
Total non-interest income	122	113	98	(35)	298
Net operating income	1,322	1,329	146	339	3,136
Operating expenses	(734)	(508)	(42)	(69)	(1,353)
Impairment (charges)/benefits	(77)	(58)	-	-	(135)
Profit before income tax expense	511	763	104	270	1,648
As at 30 September 2023					
Total gross loans	60,004	39,911	397	(94)	100,218
Total deposits and other borrowings	44,980	34,804	-	2,412	82,196

Notes to the financial statements

Note 29 Securitisation, covered bonds and other transferred assets

The NZ Banking Group enters into transactions in the normal course of business by which financial assets, or an interest in such assets or cashflows arising from such assets, are transferred to counterparties or structured entities. Depending on the circumstances, these transfers may result in derecognition of the assets in their entirety, partial derecognition or no derecognition of the asset. For the NZ Banking Group's accounting policy on derecognition of financial assets, refer to Note 1.

Securitisation

Securitisation is the process of selling a group of assets (or an interest in the assets or the cashflow arising from the assets) to a special purpose entity which then issues interest bearing debt securities for funding purposes.

Securitisation of its own assets is used by the NZ Banking Group as a funding and liquidity tool.

In October 2008, the NZ Banking Group set up WNZSL as a structured entity for the purpose of structuring assets that are eligible for repurchase agreements with the Reserve Bank as part of Westpac New Zealand's internal residential mortgage-backed securitisation programme.

Under the internal residential mortgage-backed securitisation programme, Westpac New Zealand periodically sells the rights (but not the obligations) under eligible housing loans to WNZSL. The purchase by WNZSL of the housing loans is funded by the proceeds of the issuance of RMBS.

Westpac New Zealand is obliged to repurchase any housing loan sold to and held by WNZSL where the housing loan does not meet the eligibility criteria of the programme. It is not envisaged that any liability resulting in material loss to the NZ Banking Group will arise from these obligations.

Covered bonds

The NZ Banking Group has a covered bond programme under which it may issue bonds (Covered Bonds). From time to time, the NZ Banking Group transfers, via assignment, housing loans originated by Westpac New Zealand to a bankruptcy remote structured entity, WNZCBL. WNZCBL is a special purpose entity which holds the rights to, but not the obligations under, the pool of housing loans held by it (the Portfolio). The payments of all amounts due in respect of the Covered Bonds have been unconditionally guaranteed by Westpac New Zealand. In addition, WNZCBL (the CB Guarantor) has guaranteed payments of interest and principal under the Covered Bonds pursuant to a financial guarantee which is secured by WNZCBL granting security over the Portfolio and its other assets. Recourse against the CB Guarantor under its guarantee is limited to the Portfolio and such assets.

The intercompany loan made by Westpac New Zealand to WNZCBL to fund the initial and all subsequent purchases of eligible housing loans and the liability representing the intercompany loan from WNZCBL to Westpac New Zealand are fully eliminated in the NZ Banking Group's financial statements.

Westpac New Zealand is obliged to repurchase any housing loans sold to and held by WNZCBL (pursuant to Westpac New Zealand's Global Covered Bond Programme) in certain circumstances including (but not limited to) where:

- it is discovered that there has been a material breach of a sale warranty (or any such sale warranty is materially untrue);
- the loan becomes materially impaired or is enforced prior to the second monthly covered bond payment date falling after the assignment of the loan; or
- at the cut-off date relating to the loan, there were arrears of interest and that loan subsequently becomes a delinquent loan prior to the second monthly covered bond payment date falling after the assignment of the loan.

It is not envisaged that any liability resulting in material loss to the NZ Banking Group will arise from these obligations.

Repurchase agreements

Where securities are sold subject to an agreement to repurchase at a predetermined price, they remain recognised on the balance sheet in their original category (i.e. trading securities and financial assets measured at FVIS or investment securities). Repurchase agreements are designated at fair value when they are managed as part of a trading portfolio, otherwise they are measured on an amortised cost basis.

The cash consideration received is recognised as a liability (repurchase agreements). Refer to Note 18 for further details.

Notes to the financial statements

Note 29 Securitisation, covered bonds and other transferred assets (continued)

The following table presents the NZ Banking Group's assets transferred and their associated liabilities:

NZ BANKING GROUP					
For those liabilities that only have recourse to the transferred assets:					
\$ millions	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net fair value position
2024					
Securitisation - own assets ¹	15,122	15,090	15,102	15,090	12
Covered bonds ²	7,545	4,353	n/a	n/a	n/a
Repurchase agreements	4,160	3,087	n/a	n/a	n/a
Total	26,827	22,530	15,102	15,090	12
2023					
Securitisation - own assets ¹	15,096	15,098	15,105	15,098	7
Covered bonds ²	7,540	5,045	n/a	n/a	n/a
Repurchase agreements	6,663	5,168	n/a	n/a	n/a
Total	29,299	25,311	15,105	15,098	7

¹ The most senior rated securities at 30 September 2024 of \$13,800 million (30 September 2023: \$13,800 million) qualify as eligible collateral for repurchase agreements with the Reserve Bank. Westpac New Zealand complies with the Reserve Bank's guidelines for its overnight reverse repurchase agreement facility and open market operations, which allows banks in New Zealand to offer RMBS as collateral for the Reserve Bank's repurchase agreements.

² The difference between the carrying values of the covered bonds and the assets pledged allows for the immediate issuance of additional covered bonds if required. These additional assets can be repurchased by Westpac New Zealand at its discretion, subject to the conditions set out in the transaction documents. The Portfolio is comprised of housing loans up to a value of \$7,500 million as at 30 September 2024 (30 September 2023: \$7,500 million). Over time, the composition of the Portfolio will include, in addition to housing loans, accrued interest (representing accrued and unpaid interest on the outstanding housing loans) and cash (representing collections of principal and interest from the underlying housing loans).

Note 30 Structured entities

Accounting policy

Structured entities are generally created to achieve a specific, defined objective and their operations are restricted such as to only purchasing specific assets. Structured entities are commonly financed by debt or equity securities that are collateralised by and/or indexed to their underlying assets. The debt and equity securities issued by structured entities may include tranches with varying levels of subordination.

Structured entities are classified as subsidiaries and consolidated if they meet the definition in Note 1. If the NZ Banking Group does not control a structured entity then it will not be consolidated.

The NZ Banking Group engages in various transactions with both consolidated and unconsolidated structured entities that are mainly involved in securitisations, asset backed structures and managed funds.

Consolidated structured entities

Securitisation and covered bonds

The NZ Banking Group uses structured entities to securitise its financial assets through the Covered Bond Programme and Westpac New Zealand's internal residential mortgage-backed securitisation programme. Refer to Note 29 for further details.

NZ Banking Group managed funds

As disclosed in Note 23, the PIE Funds are consolidated within the financial statements of the NZ Banking Group.

Non-contractual financial support

The NZ Banking Group does not provide non-contractual financial support to these consolidated structured entities.

Notes to the financial statements

Note 30 Structured entities (continued)

Unconsolidated structured entities

The NZ Banking Group has interests in various unconsolidated structured entities including debt instruments, guarantees, liquidity arrangements, lending, loan commitments, certain derivatives and investment management agreements.

Interests exclude non-complex derivatives (e.g. interest rate swap agreements) and lending to a structured entity with recourse to a wider operating entity, not just the structured entity.

The NZ Banking Group's main interests in unconsolidated structured entities, which arise in the normal course of business, are:

Loans and other credit commitments	The NZ Banking Group lends to unconsolidated structured entities, subject to the NZ Banking Group's collateral and credit approval processes, in order to earn interest and fees and commissions income. The structured entities are mainly securitisation entities.
Investment management agreements	The NZ Banking Group manages funds that provide customers with investment opportunities. The NZ Banking Group also manages superannuation funds for its employees. The NZ Banking Group earns management fee income which is recognised in non-interest income.

The following table shows the NZ Banking Group's interests in unconsolidated structured entities and its maximum exposure to loss in relation to those interests. The maximum exposure does not take into account any collateral or hedges that will reduce the risk of loss.

- For on-balance sheet instruments, including debt instruments in and loans to unconsolidated structured entities, the maximum exposure to loss is the carrying value; and
- For off-balance sheet instruments, including liquidity facilities and loan and other credit commitments and guarantees, the maximum exposure to loss is the notional amounts.

NZ BANKING GROUP

\$ millions	2024			2023		
	Financing to Securitisation Vehicles	Group Managed Funds	Total	Financing to Securitisation Vehicles	Group Managed Funds	Total
Assets						
Loans	4,662	-	4,662	4,368	-	4,368
Total on-balance sheet exposures	4,662	-	4,662	4,368	-	4,368
Total notional amounts of off-balance sheet exposures	1,267	-	1,267	1,777	-	1,777
Maximum exposure to loss	5,929	-	5,929	6,145	-	6,145
Size of structured entities¹	5,929	13,210	19,139	6,145	11,504	17,649

¹ Represented by the total assets or market capitalisation of the entity, or if not available, the NZ Banking Group's total committed exposure (for lending arrangements and external debt holdings) or funds under management (for Group Managed Funds).

Non-contractual financial support

The NZ Banking Group does not provide non-contractual financial support to these unconsolidated structured entities.

Notes to the financial statements

Note 31 Capital management

The Overseas Bank is a registered bank in New Zealand and conducts business in New Zealand through the NZ Banking Group. The capital held by the NZ Banking Group comprises of the head office account, NZ Banking Group equity and loan capital.

Most of the NZ Banking Group's capital is held in, and managed by Westpac New Zealand. Westpac New Zealand's Board is responsible for ensuring that capital adequacy of Westpac New Zealand is maintained and complies with the regulatory capital requirements prescribed by the Reserve Bank.

There are no current regulatory capital requirements that apply specifically to the NZ Branch or the NZ Banking Group. The Overseas Bank's Board is responsible for ensuring that capital adequacy of the Overseas Banking Group and the Overseas Bank is maintained. The NZ Banking Group's capital is managed as part of the Overseas Banking Group's Internal Capital Adequacy Assessment Process. Westpac New Zealand is also required to maintain its own Internal Capital Adequacy Assessment Process under the Reserve Bank of New Zealand's capital adequacy requirements.

Under APRA's Prudential Standards, Australian ADIs, including the Overseas Banking Group and the Overseas Bank are required to maintain minimum ratios of capital to risk weighted assets, as determined by APRA. The minimum capital ratios are at least equal to those specified under the Basel III capital framework. For the calculation of risk weighted assets, the Overseas Banking Group and the Overseas Bank are accredited by APRA to apply advanced models permitted by the Basel III global capital adequacy regime. The Overseas Banking Group and the Overseas Bank use the Advanced IRB approach for credit risk, the Standardised Measurement Approach for operational risk and the internal model approach for IRRBB for calculating regulatory capital.

APRA's prudential standards are generally consistent with the International Regulatory Framework for Banks, also known as Basel III, issued by the Basel Committee on Banking Supervision, except where APRA has exercised certain discretions.

The Overseas Banking Group (excluding entities specifically excluded by APRA regulations), and the Overseas Bank (Extended Licensed Entity as defined by APRA), exceeded the minimum capital adequacy requirements as specified by APRA as at 30 September 2024.

The Overseas Banking Group evaluates its approach to capital management through an Internal Capital Adequacy Assessment Process. Key considerations include:

- Regulatory capital minimums together with the capital conservation buffer (CCB) and countercyclical capital buffer are the Total Common Equity Tier 1 (CET1) Requirement. The Total CET1 Requirement for D-SIBs, including the Overseas Banking Group, is at least 10.25%¹;
- Strategy, business mix and operations and contingency plans;
- Perspectives of external stakeholders including rating agencies as well as equity and debt investors; and
- A stress testing framework that tests our resilience under a range of adverse economic scenarios.

The Overseas Bank Board has determined that the Overseas Banking Group will target a CET1 operating capital range of between 11.0% and 11.5%, in normal operating conditions.

¹ Noting that APRA may apply higher Common Equity Tier 1 (CET1) requirements for an individual ADI.

Notes to the financial statements

Note 31 Capital management (continued)

The table below represents the capital adequacy calculation for the Overseas Banking Group and Overseas Bank as at 30 September 2024 based on APRA's application of the Basel III capital adequacy framework.

%	30 Sep 24 Unaudited	30 Sep 23 Unaudited
Overseas Banking Group (excluding entities specifically excluded by APRA)^{1,2}		
Common Equity Tier 1 capital ratio	12.5	12.4
Additional Tier 1 capital ratio	2.3	2.2
Tier 1 capital ratio	14.8	14.6
Tier 2 capital ratio	6.6	5.9
Total regulatory capital ratio	21.4	20.5
Overseas Bank (Extended Licensed Entity)^{1,3}		
Common Equity Tier 1 capital ratio	12.7	12.6
Additional Tier 1 capital ratio	2.5	2.4
Tier 1 capital ratio	15.2	15.0
Tier 2 capital ratio	7.3	6.5
Total regulatory capital ratio	22.5	21.5

¹ The capital ratios represent information mandated by APRA. The capital ratios of the Overseas Banking Group are publicly available in the Overseas Banking Group's Pillar 3 report. This information is made available to users via the Overseas Bank's website (www.westpac.com.au).

² Overseas Banking Group (excluding entities specifically excluded by APRA regulations) comprises the consolidation of the Overseas Bank and its subsidiary entities except those entities specifically excluded by APRA regulations for the purposes of measuring capital adequacy (Level 2). The head of the Level 2 group is the Overseas Bank.

³ Overseas Bank (Extended Licensed Entity) comprises the Overseas Bank and its subsidiary entities that have been approved by APRA as being part of a single ELE for the purpose of measuring capital adequacy (Level 1).

The Overseas Banking Group is required to disclose additional detailed information on its risk management practices and capital adequacy on a quarterly basis. This information is made available to users via the Overseas Banking Group's website (www.westpac.com.au).

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk

Financial instruments are fundamental to the NZ Banking Group's business of providing banking and financial services. The associated financial risks (including credit risk, funding and liquidity risk and market risk) are a significant proportion of the total risks faced by the NZ Banking Group.

This note details the financial risk management policies, practices and quantitative information of the NZ Banking Group's principal financial risk exposures.

Principal risks	Note name	Note number
Overview	Risk management frameworks	32.1
Credit risk	Refer to Note 13 Credit risk management	13
Funding and liquidity risk	Liquidity modelling	32.2.1
The risk that the NZ Banking Group cannot meet its payment obligations or that it does not have the appropriate amount, tenor and composition of funding and liquidity to support its assets.	Sources of funding	32.2.2
	Assets pledged as collateral	32.2.3
	Contractual maturity of financial liabilities	32.2.4
	Expected maturity	32.2.5
Market risk	VaR	32.3.1
The risk of an adverse impact on the NZ Banking Group's financial performance or financial position resulting from changes in market factors, such as FX rates, commodity prices and equity prices, credit spreads and interest rates. This includes interest rate risk in the banking book which is the risk of loss in earnings or economic value in the banking book as a consequence of movements in interest rates.	Traded market risk	32.3.2
	Non-traded market risk	32.3.3

32.1 Risk management frameworks

The Board is responsible for approving the Overseas Banking Group's Risk Management Framework, Risk Management Strategy and Board Risk Appetite Statement and monitoring the effectiveness of risk management by the Overseas Banking Group.

The Board has delegated to the Group BRiskC responsibility to:

- review and recommend the Overseas Banking Group's Risk Management Framework, Risk Management Strategy, and Board Risk Appetite Statement to the Board for approval;
- review and monitor the risk profile and controls of the NZ Banking Group consistent with the Overseas Banking Group's Risk Appetite Statement;
- approve frameworks, policies and processes for managing risk (consistent with the Overseas Banking Group's Risk Management Framework and Board Risk Appetite Statement); and
- review and, where appropriate, approve risks beyond the approval discretion provided to management.

For each of its primary financial risks, the NZ Banking Group maintains risk management frameworks and a number of supporting policies that define roles and responsibilities, acceptable practices, limits and key controls:

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

Risk	Risk management framework and controls
Funding and liquidity risk	<ul style="list-style-type: none"> - Funding and liquidity risk is measured and managed in accordance with the policies and processes defined in the Westpac New Zealand BRCC approved Liquidity Risk Management Framework which is part of the NZ Banking Group's Board-approved Risk Management Framework. - Responsibility for managing Westpac New Zealand's liquidity and funding positions in accordance with the Liquidity Risk Management Framework is delegated to Westpac New Zealand Treasury, under the oversight of the Westpac New Zealand's ALCO and the Financial Markets and Treasury Risk unit. - Westpac New Zealand Treasury undertakes an annual funding review that outlines Westpac New Zealand's balance sheet funding strategy over a three year period. This review encompasses trends in global markets, peer analysis, wholesale funding capacity, expected funding requirements and a funding risk analysis. This strategy is continuously reviewed to take account of changing market conditions, investor sentiment and estimations of asset and liability growth rates. This review is subsequently submitted to Westpac New Zealand BRCC for approval. - The daily liquidity risk reports are reviewed by Westpac New Zealand Treasury and the Westpac New Zealand Financial Markets and Treasury Risk unit. Liquidity risk reports are presented to Westpac New Zealand ALCO monthly and to the Westpac New Zealand RISKCO and BRCC quarterly. <ul style="list-style-type: none"> - Westpac New Zealand Treasury also maintains a contingent funding plan that outlines the steps that should be taken by Westpac New Zealand in the event of an emerging 'funding crisis'. The plan is aligned with Westpac New Zealand's broader Liquidity Crisis Management Policy which is approved by Westpac New Zealand BRCC. - The NZ Branch funding and liquidity risk is measured and managed in accordance with the policies and processes defined in the Group BRiskC approved Liquidity Risk Management Framework, which is part of the NZ Banking Group's Board-approved Risk Management Strategy. - Responsibility for managing the NZ Branch liquidity and funding positions in accordance with the Liquidity Risk Management Framework is delegated to Group Treasury, under the oversight of the Overseas Banking Group's ALCO and Treasury Risk. Group BRiskC oversees the Overseas Banking Group's ALCO with regards to the APRA APS 210 obligations. - The Overseas Banking Group monitors the composition and stability of its funding to allow it to remain within its funding risk appetite. This includes compliance with both the liquidity coverage ratio and net stable funding ratio.
Market risk	<ul style="list-style-type: none"> - The Market Risk Management Framework describes the Overseas Banking Group's approach to managing traded and non-traded market risk and is approved by the Group BRiskC. Westpac New Zealand operates its own Market Risk Management Framework that is closely aligned with that of the Overseas Banking Group. The Westpac New Zealand Framework is approved by the Westpac New Zealand BRCC. - Traded market risk includes interest rate, foreign exchange, commodity, credit spread and volatility risks. Non-traded market risk includes interest rate and foreign exchange risks. - The NZ Banking Group's framework does not allow for equity risk to be held. - Market risk is managed using VaR limits, NaR and structural risk limits (including credit spread and interest rate basis point value limits) as well as scenario analysis and stress testing. - The Group BRiskC approves the risk appetite for traded and non-traded risks through the use of VaR, NaR and specific structural risk limits. - The Overseas Banking Group's RISKCO has approved separate VaR sub-limits for the trading activities of the Overseas Banking Group's Financial Markets and Treasury units. - Market risk limits are assigned to business management based upon the Overseas Banking Group's risk appetite and business strategies in addition to the consideration of market liquidity and concentration of risks. <ul style="list-style-type: none"> - Market risk positions are managed by the trading and Treasury desks consistent with their delegated authorities and the nature and scale of the market risks involved. - Daily monitoring of current exposure and limit utilisation is conducted independently by the Financial Markets and Treasury Risk unit, which monitors market risk exposures against VaR and structural risk limits. Oversight of risk specific to the NZ Banking Group is performed by the Financial Markets and Treasury Risk unit. Daily VaR position reports are produced by risk type, by product lines and by geographic region. Quarterly reports are produced for the Overseas Banking Group's MARCO, Overseas Banking Group's RISKCO and Group BRiskC. - Daily stress testing and backtesting of VaR results are performed to support model integrity and to analyse extreme or unexpected movements. A review of the potential profit and loss outcomes is also undertaken to monitor any skew created by the historical data. - The Group BRiskC has approved a framework for profit or loss escalation which considers both single day and 20 day cumulative results. - Treasury's ALM unit is responsible for managing the non-traded interest rate risk including risk mitigation through hedging using derivatives. This is overseen by the Financial Markets and Treasury Risk unit and reviewed by the Overseas Banking Group's MARCO, Overseas Banking Group's RISKCO and Group BRiskC.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

Climate change risk

The NZ Banking Group recognises climate change as a major threat to our collective wellbeing and is committed to transparency and action across its business to address climate change. While this is not a material financial risk as at 30 September 2024 (30 September 2023: not a material financial risk), climate change risk is evolving and is expected to have a more significant impact on the NZ Banking Group's material financial risks in the future.

The two main sources of financial risks arising from climate change are physical risks and transition risks. Physical risks emanating from climate change can be event-driven (acute) such as increased severity and frequency of extreme weather events (e.g., cyclones, droughts, floods, and fires). They can also relate to longer-term shifts (chronic) in precipitation and temperature and increased variability in weather patterns or other long-term changes such as sea level rise. Transition risks are risks associated with the transition to a lower-carbon global economy, the most common of which relate to policy and legal actions, technology changes, market responses, and reputational considerations.

The NZ Banking Group seeks to understand the potential for climate-related transition and physical risks to impact its business, including their possible impact on credit risk, regulatory and reporting obligations, and our reputation.

The NZ Banking Group has considered the impact of climate-related risks on its financial position and performance and while the effects of climate change represent a source of uncertainty, the NZ Banking Group has concluded that climate-related risks do not have a material impact on the judgements, assumptions and estimates for the year ended 30 September 2024 (30 September 2023: no material impact). Refer to Note 13.1 for further information on how climate change risk is considered as part of credit risk.

32.2 Funding and liquidity risk

The NZ Banking Group aims to maintain a mix of retail and wholesale funding, with emphasis on the value of core funding consistent with the principles inherent in BS13.

32.2.1 Liquidity modelling

Westpac New Zealand is subject to the conditions of BS13. The following metrics are calculated and reported on a daily basis by Westpac New Zealand in accordance with BS13:

- the level of liquid assets held;
- the one-week mismatch ratio;
- the one-month mismatch ratio; and
- the one-year core funding ratio.

In addition, the Overseas Banking Group calculates the following liquidity ratios for Westpac New Zealand in accordance with the Overseas Bank's liquidity risk framework under APRA Prudential Standard APS 210 Liquidity:

- liquidity coverage ratio; and
- net stable funding ratio.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

32.2.2 Sources of funding

Sources of funding are regularly reviewed to maintain a wide diversification by currency, geography, product and term. Sources include, but are not limited to:

- deposits;
- debt issues;
- loan capital;
- proceeds from sale of marketable securities;
- repurchase agreements with central banks;
- related entities;
- principal repayments on loans;
- interest income; and
- fees and commissions income.

Term Lending Facility and Funding for Lending Programme

From 26 May 2020 until the extended date of 28 July 2021, the Reserve Bank made available a Term Lending Facility ('TLF'), to offer loans for a maximum term of five years at the rate of the Official Cash Rate, with access to the funds linked to banks' lending under the TLF Scheme. As at 30 September 2024, Westpac New Zealand has a balance of \$42 million under the TLF (30 September 2023: \$69 million).

On 11 November 2020, the Reserve Bank announced that additional stimulus would be provided through a Funding for Lending Programme ('FLP'), commencing in December 2020. The FLP provides funding to banks at the prevailing OCR for a term of three years, secured by high quality collateral. The size of funding available under the FLP includes an initial allocation of 4% of each bank's eligible loans (as defined by the Reserve Bank). A conditional additional allocation of up to 2% of eligible loans is also available, subject to growth in eligible loans, for a total size of up to 6% of eligible loans. The FLP ran from 7 December 2020 to 6 June 2022 for the initial allocations and ended on 6 December 2022 for the additional allocations. The FLP term sheet is available on the Reserve Bank's website. As at 30 September 2024, Westpac New Zealand has a balance of \$2,981 million under the FLP (30 September 2023: \$4,981 million).

Liquid assets

The following table shows the NZ Banking Group's qualifying liquid assets held for the purpose of managing liquidity risk. These assets are eligible for repurchase agreements with the Reserve Bank and are held in cash, government, local government and highly rated investment grade securities. The level of liquid asset holdings is reviewed frequently and is consistent with regulatory, balance sheet and market condition requirements.

	NZ BANKING GROUP	
\$ millions	2024	2023
Cash and balances with central banks	7,553	9,325
Interbank lending	-	4
Supranational securities	2,242	2,335
NZ Government securities	4,371	2,490
NZ public securities	2,765	3,059
NZ corporate securities	2,118	2,171
Available liquid assets	19,049	19,384

In addition, the NZ Banking Group has \$8,203 million (30 September 2023: \$6,161 million) of own originated loans that are self-securitised via the Bank's internal residential mortgage-backed securitisation programme. The AAA rated internal RMBS held are eligible for repurchase agreements with the Reserve Bank under certain circumstances.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

Concentration of funding

\$ millions	NZ BANKING GROUP	
	2024	2023
Funding consists of		
Collateral received	198	614
Deposits and other borrowings	81,539	82,196
Other financial liabilities ¹	3,484	5,897
Due to related entities ²	1,163	1,344
Debt issues ³	21,619	18,597
Loan capital	3,093	3,051
Total funding	111,096	111,699
Analysis of funding by geographical areas³		
New Zealand	85,986	89,441
Overseas	25,110	22,258
Total funding	111,096	111,699
Analysis of funding by industry sector⁵		
Accommodation, cafes and restaurants	325	319
Agriculture	1,183	1,383
Construction	1,909	2,160
Finance and insurance ⁴	40,527	41,479
Forestry and fishing	136	142
Government, administration and defence	3,486	3,579
Manufacturing	1,652	1,687
Mining	30	51
Property services and business services	6,707	6,759
Services	5,436	5,973
Trade	1,562	1,926
Transport and storage	972	909
Utilities	788	1,047
Households	41,093	39,282
Other ⁴	4,127	3,659
Subtotal	109,933	110,355
Due to related entities ²	1,163	1,344
Total funding	111,096	111,699

¹ Other financial liabilities, as presented above, are in respect of securities sold under agreements to repurchase, securities sold short and interbank placements.

² Amounts due to related entities, as presented above, are in respect of deposits and borrowings and exclude amounts which relate to derivative financial instruments and other liabilities.

³ The geographic region used for debt issues is based on the nature of the debt programmes. The nature of the debt programmes is used as a proxy for the location of the original purchaser.

⁴ Includes deposits from non-residents.

⁵ Comparatives have been revised to correctly reflect the split of funding by industry sector. The restatement of 2023 comparative results in a \$2,771 million increase in "Households" and a corresponding decrease in other industry sectors.

ANZSIC has been used as the basis for disclosing industry sectors.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

32.2.3 Assets pledged as collateral

The NZ Banking Group is required to provide collateral to other financial institutions, as part of standard terms, to secure liabilities. In addition to assets supporting the Covered Bond Programme disclosed in Note 29, the carrying value of these financial assets pledged as collateral is:

\$ millions	NZ BANKING GROUP	
	2024	2023
Cash	244	62
Securities pledged as collateral for derivative contracts:		
Investment securities	166	77
Securities pledged under repurchase agreements:		
Trading securities and financial assets measured at FVIS ¹	121	73
Investment securities ²	-	44
Residential mortgage-backed securities ³	4,039	6,469
Total amount pledged to secure liabilities (excluding Covered Bond Programme)	4,570	6,725

¹ As at 30 September 2024, \$10 million of trading securities were pledged as collateral to the Sydney Branch of the Overseas Bank with the repurchase amount recorded within due to related entities on the balance sheet (30 September 2023: nil) and \$111 million of trading securities were pledged to third parties with the repurchase amount recorded within other financial liabilities on the balance sheet (30 September 2023: \$73 million).

² As at 30 September 2024, no investment securities were pledged as collateral to related entities or third parties (30 September 2023: \$44 million were pledged as collateral to third parties with the repurchase amount recorded within other financial liabilities on the balance sheet).

³ As at 30 September 2024, the NZ Banking Group has undertaken repurchase agreements with the Reserve Bank, under the FLP and TLF, using RMBS. For the FLP, the repurchase cash amount as at 30 September 2024 is \$2,981 million (30 September 2023: \$4,981 million), which is recorded within other financial liabilities on the balance sheet, with underlying securities to the value of \$3,989 million provided under the arrangement (30 September 2023: \$6,387 million). For the TLF, the repurchase cash amount at 30 September 2024 is \$42 million (30 September 2023: \$69 million), which is recorded within other financial liabilities on the balance sheet, with underlying securities to the value of \$50 million provided under the arrangement (30 September 2023: \$82 million).

32.2.4 Contractual maturity of financial liabilities

The following table presents cash flows associated with financial liabilities, payable at the balance sheet date, by remaining contractual maturity. The amounts disclosed in the table are the future contractual undiscounted cash flows, whereas the NZ Banking Group manages inherent liquidity risk based on expected cash flows.

Cash flows associated with these financial liabilities include both principal payments as well as fixed or variable interest payments incorporated into the relevant coupon period. Principal payments reflect the earliest contractual maturity date. Derivative financial instruments designated in hedge accounting relationships and used as economic hedges are expected to be held for their remaining contractual lives, and reflect gross cash flows over the remaining contractual term.

Derivatives held for trading (excluding economic hedges) and certain liabilities classified in "Other financial liabilities" which are measured at FVIS are not managed for liquidity purposes on the basis of their contractual maturity, and accordingly these liabilities are presented in the up to 1 month column. Only the liabilities that the NZ Banking Group manages based on their contractual maturity are presented on a contractual undiscounted basis in the following table.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

NZ BANKING GROUP							
2024							
\$ millions	On Demand	Up to 1 Month	Over 1 Month and Up to 3 Months	Over 3 Months and Up to 1 Year	Over 1 and Up to 5 Years	Over 5 Years	Total
Financial liabilities							
Collateral received	-	198	-	-	-	-	198
Deposits and other borrowings	40,682	6,687	10,847	22,399	2,378	-	82,993
Other financial liabilities	824	122	416	2,213	1,359	2	4,936
Derivative financial instruments:							
Held for trading	3,807	-	-	-	-	-	3,807
Held for hedging purposes (net settled)	-	(62)	157	210	444	16	765
Held for hedging purposes (gross settled):							
Cash outflow	-	761	1,987	8,484	24,969	2,472	38,673
Cash inflow	-	(361)	(1,216)	(8,355)	(24,670)	(2,402)	(37,004)
Due to related entities:							
Non-derivative balances	1,177	11	-	-	5	-	1,193
Derivative financial instruments:							
Held for trading	1,326	12	34	4	-	-	1,376
Held for hedging purposes (net settled)	-	-	2	1	3	1	7
Held for hedging purposes (gross settled):							
Cash outflow	-	618	(312)	(2,100)	(7,036)	-	(8,830)
Cash inflow	-	(595)	362	2,202	7,563	-	9,532
Debt issues	-	22	932	4,399	17,892	367	23,612
Loan capital	-	-	19	58	299	3,421	3,797
Total undiscounted financial liabilities	47,816	7,413	13,228	29,515	23,206	3,877	125,055
Total contingent liabilities and commitments							
Letters of credit and guarantees	1,171	-	-	-	-	-	1,171
Commitments to extend credit	27,191	-	-	-	-	-	27,191
Total undiscounted contingent liabilities and commitments	28,362	-	-	-	-	-	28,362

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

NZ BANKING GROUP							
2023							
\$ millions	On Demand	Up to 1 Month	Over 1 Month and Up to 3 Months	Over 3 Months and Up to 1 Year	Over 1 and Up to 5 Years	Over 5 Years	Total
Financial liabilities							
Collateral received	-	614	-	-	-	-	614
Deposits and other borrowings	39,788	7,257	12,709	21,808	2,014	-	83,576
Other financial liabilities	277	216	691	2,305	3,525	3	7,017
Derivative financial instruments:							
Held for trading ¹	3,481	-	-	-	-	-	3,481
Held for hedging purposes (net settled) ¹	-	54	188	66	364	7	679
Held for hedging purposes (gross settled):							
Cash outflow ¹	-	100	1,336	5,980	14,884	1,853	24,153
Cash inflow ¹	-	(27)	(1,107)	(5,670)	(14,161)	(1,801)	(22,766)
Due to related entities:							
Non-derivative balances	1,348	-	-	-	18	-	1,366
Derivative financial instruments:							
Held for trading ¹	1,743	-	-	-	-	-	1,743
Held for hedging purposes (net settled) ¹	-	-	2	3	7	1	13
Held for hedging purposes (gross settled):							
Cash outflow ¹	-	703	387	4,900	12,372	109	18,471
Cash inflow ¹	-	(619)	(357)	(4,431)	(11,456)	(101)	(16,964)
Debt issues	-	354	729	5,584	13,691	484	20,842
Loan capital	-	-	19	58	304	3,704	4,085
Total undiscounted financial liabilities	46,637	8,652	14,597	30,603	21,562	4,259	126,310
Total contingent liabilities and commitments							
Letters of credit and guarantees	1,015	-	-	-	-	-	1,015
Commitments to extend credit	27,869	-	-	-	-	-	27,869
Total undiscounted contingent liabilities and commitments	28,884	-	-	-	-	-	28,884

¹ In 2024, the methodology for the contractual maturity disclosure was revised so that held for hedging derivatives (net and gross settled) include both derivatives in hedge accounting relationships as well as derivatives which are considered economic hedges and used in our ALM activities but which are not designated into a hedge accounting relationship as this better reflects how these derivatives are managed. Previously, only hedge accounting derivatives were included in these lines. Comparatives have been revised to align to current year presentation.

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

32.2.5 Expected maturity

The following table presents the balance sheet based on expected maturity dates. The liability balances in the following table will not agree to the contractual maturity tables due to the analysis below being based on expected rather than contractual maturities, the impact of discounting and the exclusion of interest accruals beyond the reporting period. Deposits are presented in the following table on a contractual basis, however as part of our normal banking operations, the NZ Banking Group expects a large proportion of these balances to be retained.

\$ millions	2024			2023		
	Due within 12 months	Greater than 12 months	Total	Due within 12 months	Greater than 12 months	Total
Assets						
Cash and balances with central banks	7,553	-	7,553	9,325	-	9,325
Collateral paid	244	-	244	62	-	62
Trading securities and financial assets measured at FVIS	4,092	1,631	5,723	4,021	986	5,007
Derivative financial instruments	2,812	831	3,643	4,207	1,287	5,494
Investment securities	922	6,613	7,535	1,475	5,176	6,651
Loans	12,649	89,814	102,463	15,892	83,819	99,711
Due from related entities	3,023	406	3,429	4,470	18	4,488
All other assets	1,467	1,444	2,911	663	1,397	2,060
Total assets	32,762	100,739	133,501	40,115	92,683	132,798
Liabilities						
Collateral received	198	-	198	614	-	614
Deposits and other borrowings	79,341	2,198	81,539	80,346	1,850	82,196
Derivative financial instruments	4,431	1,501	5,932	3,673	1,185	4,858
Due to related entities	2,689	548	3,237	3,560	1,106	4,666
Debt issues	4,774	16,845	21,619	6,166	12,431	18,597
Loan capital	-	3,093	3,093	-	3,051	3,051
All other liabilities	4,652	1,537	6,189	4,558	3,429	7,987
Total liabilities	96,085	25,722	121,807	98,917	23,052	121,969

32.3 Market risk

32.3.1 VaR

The NZ Banking Group uses VaR as one of the mechanisms for controlling both traded and non-traded market risk.

VaR is a statistical estimate of the potential loss in earnings over a specified period of time and to a given level of confidence based on historical market movements. The confidence level indicates the probability that the loss will not exceed the VaR estimate on any given day.

VaR seeks to take account of all material market variables that may cause a change in the value of the portfolio, including interest rates, FX rates, price changes, volatility and the correlations between these variables. Daily monitoring of current exposures and VaR and structural limit utilisation is conducted independently by the Financial Markets and Treasury Risk unit. These limits are supplemented by escalation triggers for material profit or loss, and stress testing of risks beyond the 99% confidence interval.

The key parameters of VaR are:

Holding period	1 day
Confidence level	99%
Period of historical data used	1 year

32.3.2 Traded market risk

The NZ Banking Group's exposure to traded market risk arises out of its FM and Treasury trading activities. The FM trading book activity represents dealings that encompass book running and distribution activity. The types of market risk arising from FM trading activity include interest rate risk, foreign exchange risk, credit spread risk and volatility risk.

Treasury's trading activity represents dealings that include the management of interest rate, foreign exchange and credit spread risks associated with the wholesale funding task, liquid asset portfolios and foreign exchange repatriations.

The table below depicts the aggregate VaR, by risk type, for the year ended 30 September:

Notes to the financial statements

Note 32 Risk management, funding and liquidity risk and market risk (continued)

NZ BANKING GROUP								
\$ millions	2024				2023			
	As at	Exposure	Exposure	Exposure	As at	Exposure	Exposure	Exposure
Interest rate risk	2.5	6.1	1.6	3.2	3.5	7.1	2.2	3.6
FX risk	2.3	2.6	-	0.9	0.5	1.3	0.2	0.6
Price risk	0.4	1.5	0.2	0.7	1.0	2.1	0.2	0.8
Volatility risk	-	-	-	-	-	-	-	-
Net market risk	3.6	6.3	1.7	3.3	3.3	7.5	2.6	3.8

32.3.3 Non-traded market risk

Non-traded market risk includes IRRBB – the risk to interest income from a mismatch between the duration of assets and liabilities that arises in the normal course of business activities.

NII sensitivity is managed in terms of the NaR. A simulation model is used to calculate the NZ Banking Group's potential NaR. This combines the underlying balance sheet data with assumptions about run off and new business, expected repricing behaviour and changes in wholesale market interest rates.

To provide a series of potential future NII outcomes, simulations use a range of interest rate scenarios over one to three year time horizons. This includes 100 and 200 basis point shifts up and down from the current market yield curves in Australia and New Zealand. Additional stressed interest rate scenarios are also considered and modelled.

A comparison between the NII outcomes from these modelled scenarios indicates the sensitivity to interest rate changes.

Net interest income-at-Risk

The following table depicts potential NII outcomes assuming a worst case 100 basis point rate shock (up and down) with a 12 month time horizon (expressed as a percentage of reported NII):

NZ BANKING GROUP								
% (increase)/decrease in NII	2024				2023			
	As at	Maximum Exposure	Minimum Exposure	Average Exposure	As at	Maximum Exposure	Minimum Exposure	Average Exposure
NaR	3.57	4.07	2.42	3.36	2.83	2.83	0.58	1.67

VaR – IRRBB¹

The table below depicts VaR for IRRBB:

NZ BANKING GROUP								
\$ millions	2024				2023			
	As at	Maximum Exposure	Minimum Exposure	Average Exposure	As at	Maximum Exposure	Minimum Exposure	Average Exposure
Interest rate risk	0.5	4.3	0.4	1.8	0.6	3.5	0.3	1.5

¹IRRBB VaR includes interest rate risk and other basis risks used for internal management purposes.

Risk mitigation

IRRBB stems from the ordinary course of banking activities, including structural interest rate risk (the mismatch between the duration of assets and liabilities) and capital management.

The NZ Banking Group hedges its exposure to such interest rate risk using derivatives. Further details on the NZ Banking Group's use of hedge accounting are discussed in Note 24.

The same controls as used to monitor traded market risk allow management to continuously monitor and manage IRRBB.

Foreign currency exposures

The net open position in each foreign currency, detailed in the table below, represents the net on-balance sheet assets and liabilities in that foreign currency aggregated with the net expected future cash flows from off-balance sheet purchases and sales from foreign exchange transactions in that foreign currency. Amounts are stated in New Zealand dollar equivalents translated using year end spot foreign exchange rates.

NZ BANKING GROUP		
\$ millions	2024	2023
Receivable/(payable)		
Australian dollar	8	11
US dollar	7	(1)

Notes to the financial statements

Note 33 Notes to the statement of cash flows

Accounting policy

Cash and cash equivalents include cash held at branches and in ATMs, balances with overseas banks in their local currency, balances with central banks and balances with other financial institutions.

Cash and cash equivalents

	NZ BANKING GROUP	
\$ millions	2024	2023
Cash and cash equivalents comprise:		
Cash and balances with central banks:		
Cash on hand	277	294
Balances with central banks	7,276	9,031
Total cash and balances with central banks	7,553	9,325
Interbank lending classified as cash and cash equivalents ¹	-	4
Amounts due from related entities classified as cash and cash equivalents ²	708	2,662
Cash and cash equivalents at end of the year	8,261	11,991

¹ Included in other financial assets on the balance sheet.

² Comparatives have been revised to align to the current year presentation of cash held with related entities as cash and cash equivalents, resulting in a \$2,662 million increase in total cash and cash equivalents at end of the year.

Reconciliation of net cash provided by/(used in) operating activities to Profit after income tax expense

	NZ BANKING GROUP	
\$ millions	2024	2023
Profit after income tax expense	1,253	1,184
Adjustments:		
Impairment charges/(benefits)	27	135
Computer software amortisation costs	113	60
Depreciation	99	82
(Gain)/loss from hedging ineffectiveness	9	-
Movement in accrued interest receivable	(41)	(89)
Movement in accrued interest payable	112	595
Movement in current and deferred tax	(61)	93
Proceeds from disposal of a controlled entity	-	-
Share-based payments	4	3
Other non-cash items ¹	(163)	130
Cash flows from operating activities before changes in operating assets and liabilities	1,352	2,193
Movement in collateral paid	(182)	25
Movement in trading securities and financial assets measured at FVIS	(709)	(1,418)
Movement in loans	(2,519)	(2,167)
Movement in other financial assets	(125)	30
Movement in due from related entities ¹	53	(32)
Movement in other assets	(6)	(2)
Movement in collateral received	(416)	(110)
Movement in deposits and other borrowings	(649)	1,348
Movement in other financial liabilities	(2,298)	953
Movement in due to related entities	(84)	62
Movement in other liabilities	2	10
Net movement in external and related entity derivative financial instruments	251	818
Net cash provided by/(used in) operating activities	(5,330)	1,710

¹ Comparatives have been revised to align to the current year presentation of cash held with related entities as cash and cash equivalents, resulting in a \$123 million decrease in movement in due from related entities. Comparatives have also been revised to present the impact of foreign exchange on cash and cash equivalents, resulting in a \$137 million increase in net movement in external and related entity derivative financial instruments.

Registered bank disclosures

This section contains the additional disclosures required by the Order.

i. General information (Unaudited)

Overseas Bank

The Overseas Bank's principal office and address for service of process is Level 18, Westpac Place, 275 Kent Street, Sydney, New South Wales 2000, Australia.

Limits on material financial support by the Overseas Bank

APRA requires that the ELE of the Overseas Bank limit its non-equity exposures to New Zealand banking subsidiaries to 5% of the Overseas Bank's Level 1 Tier 1 capital, as part of an initiative to reduce Australian bank non-equity exposure to their respective New Zealand banking subsidiaries and branches.

The ELE consists of the Overseas Bank and its subsidiary entities that have been approved by APRA to be included in the ELE for the purposes of measuring capital adequacy.

Exposures for the purposes of this limit include all committed, non-intraday, non-equity exposures including derivatives and off-balance sheet exposures. For the purposes of assessing this exposure, the 5% limit excludes equity investments and holdings of capital instruments in New Zealand banking subsidiaries.

While the limit and associated conditions do not apply to the ELE's non-equity exposures to the NZ Branch (which is within the ELE), the limit and associated conditions do apply to the NZ Branch's non-equity exposures to the rest of the NZ Banking Group other than Westpac New Zealand Group Limited. As at 30 September 2024, the ELE's non-equity exposures to New Zealand banking subsidiaries affected by the limit were below 5% of Level 1 Tier 1 capital of the Overseas Bank.

APRA has also confirmed the terms on which the Overseas Bank 'may provide contingent funding support to a New Zealand banking subsidiary during times of financial stress'. APRA has confirmed that, at this time, only covered bonds meet its criteria for contingent funding arrangements.

Ranking of local creditors in liquidation

There are material legislative restrictions in Australia (being the Overseas Bank's country of incorporation) which subordinate the claims of certain classes of unsecured creditors of the NZ Branch on the assets of the Overseas Bank (including a claim made or proved in an insolvent winding-up or liquidation of the Overseas Bank) to those of other classes of unsecured creditors of the Overseas Bank.

The legislation described below is relevant to limitations on possible claims made by unsecured creditors of the NZ Branch (together with all other senior unsecured creditors of the Overseas Bank) and New Zealand depositors on the assets of the Overseas Bank (including a claim made or proved in an insolvent winding-up or liquidation of the Overseas Bank) relative to those of certain other classes of unsecured creditors of the Overseas Bank.

Section 13A(3) of the Banking Act 1959 (Commonwealth of Australia) (**'Australian Banking Act'**) provides that if an ADI becomes unable to meet its obligations or suspends payment, the assets of the ADI in Australia are to be available to satisfy the liabilities of the ADI in the following order:

- first, certain obligations of the ADI to APRA (if any) arising under Division 2AA of Part II of the Australian Banking Act in respect of amounts payable by APRA to holders of 'protected accounts' (as defined in the Australian Banking Act) as part of the FCS for the Australian Government guarantee of 'protected accounts' (including most deposits) up to A\$250,000 per account holder in the winding-up of the ADI;
- second, APRA's costs (if any) in exercising its powers and performing its functions relating to the ADI in connection with the FCS;
- third, the ADI's liabilities (if any) in Australia in relation to 'protected accounts' that account-holders keep with the ADI. 'Protected accounts' do not include accounts kept at a foreign branch of an ADI;
- fourth, the ADI's debts (if any) to the Reserve Bank of Australia;
- fifth, the ADI's liabilities (if any) under an emergency financial 'industry support contract' that is certified by APRA in accordance with the Australian Banking Act; and
- sixth, the ADI's other liabilities (if any) in the order of their priority apart from the above.

Section 13A(3) of the Australian Banking Act affects all unsecured liabilities of the NZ Branch, which, as at 30 September 2024, amounted to \$13,292 million (30 September 2023: \$15,279 million).

Section 13A(4) of the Australian Banking Act also provides that it is an offence for an ADI not to hold assets (other than goodwill and any assets or other amount excluded by the prudential standards) in Australia of a value that is equal to or greater than the total amount of its deposit liabilities in Australia, unless APRA has authorised the ADI to hold assets of a lesser value. During the year ended 30 September 2024, the Overseas Bank has at all times held assets (other than goodwill) in Australia of not less than the value of the Overseas Bank's total deposit liabilities in Australia.

Under section 16 of the Australian Banking Act, on the winding-up of an ADI, APRA's cost of being in control of an ADI's business, or having an administrator in control of an ADI's business, is a debt due to APRA. Debts due to APRA shall have, subject to section 13A(3) of the Australian Banking Act, priority over all other unsecured debts of that ADI.

The requirements of the above provisions have the potential to impact on the management of the liquidity of the New Zealand business of the Overseas Bank.

Registered bank disclosures

i. General information (Unaudited) (continued)

Guarantee arrangements

No material obligations of the Overseas Bank that relate to the NZ Branch are guaranteed as at the date the Directors and the Chief Executive Officer, NZ Branch signed this Disclosure Statement.

Directorate

The Directors of the Overseas Bank at the time this Disclosure Statement was signed were:

Name: Steven Gregg, BCom Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: No Independent Director: Yes	External Directorships: Chairman of Ampol Limited and Unisson Disability Limited and a Director of William Inglis & Son Limited.
Name: Peter King, BEc, FCA Non-executive: No Country of Residence: Australia Primary Occupation: Managing Director & Chief Executive Officer Secondary Occupations: Director Board Audit Committee Member: No Independent Director: No	External Directorships: Director of Australian Banking Association Incorporated, Institute of International Finance, The Financial Markets Foundation for Children and Jawun.
Name: Tim Burroughs, MA (Hons), B Psy (Hons), FCA, FAICD Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: No Independent Director: Yes	External Directorships: Nil
Name: Nerida Caesar, BCom, MBA, GAICD Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: Yes Independent Director: Yes	External Directorships: Co-Chair of Workplace Giving Australia Limited, Director of GOOD2GIVE, GOOD2GIVE Research and Technology Ltd, NBN Co Limited, CreditorWatch Pty Limited and O'Connell Street Associates Pty Limited.
Name: Audette Exel AO, BA, LLB (Hons) Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: Yes Independent Director: Yes	External Directorships: Founder and Chair of Adara Development Australia, Adara Development USA, Adara Development Bermuda, Adara Development UK and Adara Development Uganda. CEO and Director of Adara Advisors Pty Limited and Adara Partners (Australia) Pty Limited.

Registered bank disclosures

i. General information (Unaudited) (continued)

Name: Andy Maguire BA, BAI Non-executive: Yes Country of Residence: United Kingdom Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: No Independent Director: Yes	External Directorships: Chairman of Thought Machine Group and a Director of AIB Group plc, Allied Irish Banks and AIB Mortgage Bank.
Name: Peter Nash, BCom, FCA, F Fin Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: Yes, Chairman Independent Director: Yes	External Directorships: Chairman of Johns Lyng Group Limited. Director of ASX Limited, Mirvac Limited, Mirvac Funds Limited and General Sir John Monash Foundation. Board member of Migration Council Australia.
Name: Margaret Seale, BA, FAICD Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: No Independent Director: Yes	External Directorships: Director of Scentre Group Limited, Scentre Management Limited, RE1 Limited, RE2 Limited, Jana Investment Advisers Pty Ltd, Pinchgut Opera Limited, Seaborn Broughton & Walford Pty Limited and Westpac Scholars Limited.
Name: Michael Ullmer AO, BSc, FAICD, FCA, SF Fin Non-executive: Yes Country of Residence: Australia Primary Occupation: Director Secondary Occupations: None Board Audit Committee Member: Yes Independent Director: Yes	External Directorships: Chairman of Lendlease Corporation Limited, Director of Lendlease Responsible Entity Limited and Member of the National Gallery of Victoria Foundation Board.

Changes to Directorate

There have been changes in the composition of the Board of Directors of the Overseas Bank since 30 September 2023, as follows:

- Steven Gregg was appointed as a Non-executive Director and Chairman-Elect of the Overseas Bank on 7 November 2023 and succeeded John McFarlane as Chairman at the conclusion of the 2023 Annual General Meeting, held on 14 December 2023.
- John McFarlane, the Chairman and a Non-executive Director of the Overseas Bank retired from the Board at the conclusion of the 2023 Annual General Meeting.
- Chris Lynch, a Non-executive Director of the Overseas Bank retired from the Board at the conclusion of the 2023 Annual General Meeting.
- Andy Maguire was appointed as a Non-executive Director of the Overseas Bank on 15 July 2024.
- Nora Scheinkestel, a Non-executive Director of the Overseas Bank retired from the Board on 6 November 2024.

Chief Executive Officer, NZ Branch

Name: Christopher James Leuschke, BCom
Country of Residence: New Zealand
Primary Occupation: Chief Executive Officer, NZ Branch
Secondary Occupations: Head of Financial Markets, NZ Branch; Director
External Directorships: Director of Glue Guru International Limited, Glue Guru Australia Pty Limited, PPC Foiling Limited, and Traffic New Zealand Limited

Registered bank disclosures

i. General information (Unaudited) (continued)

Responsible person

All the Directors named above have authorised in writing Catherine McGrath, Chief Executive Officer, Westpac New Zealand to sign this Disclosure Statement on the Directors' behalf in accordance with section 82 of the BPS Act.

Name: Catherine Anne McGrath, LLB, BCom

Country of Residence: New Zealand

Primary Occupation: Chief Executive, Westpac New Zealand

Secondary Occupations: Director

Address for communications

All communications may be sent to the Directors, the Chief Executive Officer, NZ Branch and the Responsible Person at the head office of the NZ Branch located at Westpac on Takutai Square, 16 Takutai Square, Auckland 1010, New Zealand.

Board Audit Committee

There is a Board Audit Committee that covers audit matters, comprising of four members, all of whom are independent directors.

Conflicts of Interest Policy

The Board has a procedure designed to ensure that conflicts and potential conflicts of interest between the Directors' duty to the Overseas Bank and their personal, professional or business interests are avoided or dealt with. Each Director must:

- i. give notice to the Board of any direct or indirect interest in any contract, proposed contract or other matter with the Overseas Bank as soon as practicable after the relevant facts have come to that Director's knowledge. Alternatively, a Director may give to the Board a general notice to the effect that the Director is to be regarded as interested in any present or prospective contract or other matter between the Overseas Bank and a person or persons specified in that notice; and
- ii. in relation to any matter that is to be considered at a Directors' meeting in which that Director has a material personal interest, not vote on the matter nor be present while the matter is being considered at the meeting (unless the remaining Directors have previously resolved to the contrary).

Transactions with directors

There is no transaction any Director or the Chief Executive Officer, NZ Branch, or any immediate relative or close business associate of any Director or the Chief Executive Officer, NZ Branch, has with any member of the NZ Banking Group, that:

- Has been entered into on terms other than those which would, in the ordinary course of business of the NZ Banking Group be given to any other person of like circumstances or means; or
- Could otherwise be reasonably likely to influence materially the exercise of that Director's or the Chief Executive Officer, NZ Branch's duties.

Auditor

PricewaterhouseCoopers

PwC Tower, Level 27

15 Customs Street West

Auckland, New Zealand

Registered bank disclosures

i. General information (Unaudited) (continued)

Pending proceedings or arbitration

Except as listed below there are no pending legal proceedings or arbitration concerning any member of the Overseas Banking Group or the NZ Banking Group that may have a material adverse effect on the Overseas Bank or the NZ Banking Group.

The Overseas Bank is defending a class action proceeding which was commenced in December 2019 in the Federal Court of Australia on behalf of certain investors who acquired an interest in the Overseas Bank's securities between 16 December 2013 and 19 November 2019. The proceeding involves allegations relating to market disclosure issues connected to the Overseas Bank's monitoring of financial crime over the relevant period and matters which were the subject of the AUSTRAC civil proceedings. The damages sought on behalf of members of the class have not yet been specified. However, in the course of a procedural hearing in August 2022, the applicant indicated that a preliminary estimate of the losses that may be alleged in respect of a subset of potential group members exceeded \$1 billion. While it remains unclear how the applicant will ultimately formulate their estimate of alleged damages claimed on behalf of group members, it is possible that the claim may be higher (or lower) than the amount referred to above. Given the time period and the nature of the claims alleged to be in question, along with the reduction in the Overseas Bank's market capitalisation at the time of the commencement of the AUSTRAC civil proceedings, it is likely that any total alleged damages (when, and if, ultimately articulated by the applicant) will be significant. The Overseas Bank continues to deny both that its disclosure was inappropriate and, as such, that any group member has incurred damage. The matter has not yet been set down for a hearing.

The Overseas Bank includes details of other legal proceedings in its financial statements.

Credit ratings

The Overseas Bank has the following credit ratings with respect to its long-term senior unsecured obligations, including obligations payable in New Zealand in New Zealand dollars, as at the date the Directors and the Chief Executive Officer, NZ Branch signed this Disclosure Statement:

Rating Agency	Current Credit Rating	Rating Outlook
Fitch Ratings	AA-	Stable
Moody's Investors Services	Aa2	Stable
S&P Global Ratings	AA-	Stable

On 6 March 2024, Moody's Investors Services upgraded the Overseas Bank's credit rating to Aa2. The ratings action resulted from the application of Moody's Investors Service's Advance Loss Given Failure analysis. On 26 May 2024, Fitch upgraded the Overseas Bank's credit rating to AA- reflecting the build-up of buffers by the bank through existing capital instruments to meet APRA's loss-absorbing capacity requirements. The Overseas Bank's credit rating assigned by S&P has remained unchanged during the two years immediately preceding the signing date.

Descriptions of credit rating scales¹

	Fitch Ratings	Moody's	S&P Global Ratings
The following grades display investment grade characteristics:			
Capacity to meet financial commitments is extremely strong. This is the highest issuer credit rating	AAA	Aaa	AAA
Very strong capacity to meet financial commitments	AA	Aa	AA
Strong capacity to meet financial commitments although somewhat susceptible to adverse changes in economic, business or financial conditions	A	A	A
Adequate capacity to meet financial commitments, but adverse business or economic conditions are more likely to impair this capacity	BBB	Baa	BBB
The following grades have predominantly speculative characteristics:			
Significant ongoing uncertainties exist which could affect the capacity to meet financial commitments on a timely basis	BB	Ba	BB
Greater vulnerability and therefore greater likelihood of default	B	B	B
Likelihood of default now considered a real possibility. Capacity to meet financial commitments is dependent on favourable business, economic and financial conditions	CCC	Caa	CCC
Highest risk of default	CC to C	Ca	CC
Obligations currently in default	RD to D	C	SD to D

¹ This is a general description of the rating categories based on information published by Fitch, Moody's and S&P.

The rating scales for long-term ratings issued by S&P and Fitch range from AAA to D. S&P's and Fitch's credit ratings may be modified by the addition of a plus or minus sign to show the relative standing within the major rating categories. The rating scale for long-term ratings assigned by Moody's range from Aaa to C. Moody's applies numeric modifiers of 1, 2, and 3 to show the relative standing within the major rating categories with 1 indicating the higher end of the category and 3 indicating the lower end.

Registered bank disclosures

i. General information (Unaudited) (continued)

Historical summary of financial statements

	NZ BANKING GROUP				
\$ millions	2024	2023	2022	2021	2020
Income statement					
Interest income	7,793	6,496	3,824	3,041	3,596
Interest expense	(4,864)	(3,658)	(1,486)	(983)	(1,703)
Net interest income	2,929	2,838	2,338	2,058	1,893
Non-interest income	264	298	584	492	460
Net operating income	3,193	3,136	2,922	2,550	2,353
Operating expenses	(1,427)	(1,353)	(1,186)	(1,160)	(1,082)
Impairment (charges)/benefits	(27)	(135)	27	84	(320)
Profit before income tax expense	1,739	1,648	1,763	1,474	951
Income tax expense	(486)	(464)	(465)	(417)	(270)
Profit after income tax expense	1,253	1,184	1,298	1,057	681
Dividends paid on ordinary share capital	(598)	(619)	(6,896)	(265)	(346)
Balance sheet					
Total assets	133,501	132,798	135,780	119,848	113,196
Total individually impaired assets	191	62	60	109	137
Total liabilities	121,807	121,969	125,476	109,644	104,151
Total head office account	2,898	2,772	2,624	2,487	2,378
Total equity	11,694	10,829	10,304	10,204	9,045

The amounts for the years ended 30 September have been extracted from the audited financial statements of the NZ Banking Group.

Other material matters

Technology programme

Westpac New Zealand has committed to the Reserve Bank, APRA and Financial Markets Authority to address various technology issues. Material progress has been made in addressing these technology issues including improving system resilience. Westpac New Zealand is undertaking further work to meet its expectations and those of the regulators.

Reserve Bank review of overseas bank branches

On 21 August 2024, the Reserve Bank released the proposed Branch Standard under the Deposit Takers Act 2023 which will implement decisions made as part of the review of its policy for branches of overseas banks. The proposed Branch Standard will require that overseas bank branches only conduct business with wholesale clients; the total size of an overseas bank's branch cannot exceed NZ\$15 billion in total assets; and dual-operating branches (such as the NZ Branch) only conduct business with "large" corporate and institutional clients.

It is proposed that "large" means those with consolidated annual turnover of over NZ\$50 million, total assets of over NZ\$75 million or total assets under management of over NZ\$1 billion (for funds management entities only). The implementation date is expected to be in July 2028.

The NZ Branch currently provides financial markets, trade finance and international payment products and services to customers referred by Westpac New Zealand. We expect the Reserve Bank's Branch Standard will require changes to the activities the NZ Branch undertakes and as a result, Westpac New Zealand may also make changes to the scope of activities it undertakes.

Overseas Bank and APRA enforceable undertaking on risk governance remediation, Integrated Plan and CORE program

In December 2023, the Overseas Bank completed the Integrated Plan (IP) required under the enforceable undertaking (EU) entered into with APRA in December 2020 in relation to the Overseas Bank's risk governance remediation and supporting the strengthening of the Overseas Bank's risk governance, accountability, and culture. In its final report issued 30 April 2024, the Independent Reviewer (Promontory Australia) confirmed that the Overseas Bank has successfully completed the IP. Promontory Australia's final report, along with reports issued previously, are available on the Overseas Bank's website at www.westpac.com.au/about-westpac/media/core. The Overseas Bank is continuing to focus on the sustainability and effectiveness of the uplift delivered by the IP through a transition phase in 2024.

External auditor rotation

On 8 March 2024, the Overseas Bank announced that KPMG was the preferred firm to be appointed as its external auditor for the 2025 financial year, beginning 1 October 2024. This appointment is subject to the approval of the Overseas Bank's shareholders at the 2024 Annual General Meeting.

Registered bank disclosures

i. General information (Unaudited) (continued)

APRA Discussion Paper on Replacement of Additional Tier 1 Capital

On 10 September 2024, APRA released a discussion paper titled "A more effective capital framework for a crisis" (APRA Discussion Paper) outlining potential amendments to APRA's prudential framework and seeking feedback on a proposal for banks to phase out AT1 capital and replace it with greater amounts of Tier 2 capital and Common Equity Tier 1 (CET1) capital. The APRA Discussion Paper follows APRA's September 2023 discussion paper relating to improving the effectiveness of AT1 capital instruments.

APRA's proposed approach (applicable to large, internationally active banks such as the Overseas Bank) would replace the existing 1.5% AT1 capital with 0.25% CET1 and 1.25% Tier 2 capital, which would see the total minimum CET1 requirement (including regulatory buffers) increase from 10.25% to 10.50%. This includes increasing the minimum CET1 requirement from 4.5% to 6.0%, but offsetting this increase by removing the Advanced portion of the capital conservation buffer (CCB) of 1.25% in order to maintain a minimum Tier 1 capital ratio of 6.0% and a minimum 2.5% CCB in line with the Basel minimum standards.

The proposed changes, if implemented as set out in the APRA Discussion Paper, would commence from 1 January 2027. In addition, from this date existing AT1 instruments would be eligible to be included as Tier 2 capital, until their first scheduled call date. All existing AT1 instruments (issued by any Australian bank) would reach their first scheduled call date by 2032 at the latest.

APRA is seeking feedback on the APRA Discussion Paper by 8 November 2024 and intends to provide an update on the consultation process in late 2024 and formally consult on any proposed amendments to APRA's prudential framework in 2025.

Disclosure statements of the NZ Banking Group and the financial statements of the Overseas Bank and the Overseas Banking Group

Disclosure Statements of the NZ Banking Group for the last five years are available, free of charge, at the internet address www.westpac.co.nz. A printed copy will also be made available, free of charge, upon request.

The most recently published financial statements of the Overseas Bank and the Overseas Banking Group are for the year ended 30 September 2024, and can be accessed at the internet address www.westpac.com.au.

ii. Additional financial disclosures

Additional information on balance sheet

\$ millions	NZ BANKING GROUP	
	2024	2023
Interest earning and discount bearing assets ¹	122,945	122,651
Interest and discount bearing liabilities ¹	100,202	100,421
Total liabilities of the NZ Branch, net of amounts due to related entities	8,839	8,035
Total retail deposits of the NZ Branch	-	-

¹ Comparative amounts have been revised to align to the current year presentation, resulting in a \$1,100 million decrease in Interest earning and discount bearing assets and a \$355 million decrease in Interest and discount bearing liabilities.

Additional information on concentrations of credit risk

Refer to Note 13.3 Credit concentrations and maximum exposure to credit risk for additional information on concentration of credit exposure, in terms of customer and industry sector and material credit risk exposure to the agricultural sector, using ANZSIC.

Registered bank disclosures

ii. Additional financial disclosures (continued)

Additional information on interest rate sensitivity

Sensitivity to interest rates arises from mismatches in the interest rate characteristics of assets and the corresponding liability funding. One of the major causes of these mismatches is timing differences in the repricing of assets and liabilities. These mismatches are actively managed as part of the overall interest rate risk management process, which is conducted in accordance with the NZ Banking Group's policy guidelines.

The following table presents a breakdown of the earlier of the contractual repricing or maturity dates of the NZ Banking Group's net asset position as at 30 September 2024. The NZ Banking Group uses this contractual repricing information as a base, which is then altered to take account of customer behaviour, to manage its interest rate risk.

NZ BANKING GROUP							
2024							
\$ millions	Up to 3 Months	Over 3 Months and Up to 6 Months	Over 6 Months and Up to 1 Year	Over 1 Year and Up to 2 Years	Over 2 Years	Non- interest Bearing	Total
Financial assets							
Cash and balances with central banks	7,277	-	-	-	-	276	7,553
Collateral paid	244	-	-	-	-	-	244
Trading securities and financial assets measured at FVIS	2,563	365	732	817	1,246	-	5,723
Derivative financial instruments	-	-	-	-	-	3,643	3,643
Investment securities	-	10	912	759	5,854	-	7,535
Loans	48,627	14,318	20,385	13,521	4,607	1,005	102,463
Other financial assets	-	-	-	-	-	1,117	1,117
Due from related entities	708	-	-	-	-	2,721	3,429
Total financial assets	59,419	14,693	22,029	15,097	11,707	8,762	131,707
Non-financial assets							1,794
Total assets							133,501
Financial liabilities							
Collateral received	198	-	-	-	-	-	198
Deposits and other borrowings	46,477	14,203	7,464	1,312	886	11,197	81,539
Other financial liabilities	3,443	-	42	-	-	1,950	5,435
Derivative financial instruments	-	-	-	-	-	5,932	5,932
Due to related entities	1,128	-	-	-	5	2,104	3,237
Debt issues	3,315	2,276	193	3,258	12,845	(268)	21,619
Loan capital	-	-	-	-	3,157	(64)	3,093
Total financial liabilities	54,561	16,479	7,699	4,570	16,893	20,851	121,053
Non-financial liabilities							754
Total liabilities							121,807
On-balance sheet interest rate repricing gap	4,858	(1,786)	14,330	10,527	(5,186)		
Net derivative notional principals							
Net interest rate contracts (notional):							
Receivable/(payable)	6,799	(1,177)	(11,019)	(2,415)	7,812		
Net interest rate repricing gap	11,657	(2,963)	3,311	8,112	2,626		

Registered bank disclosures

ii. Additional financial disclosures (continued)

Additional information on liquidity risk

Refer to Note 32.2.4 Contractual maturity of financial liabilities which shows the maturity analyses of financial liabilities.

Overseas Banking Group profitability and size

Information on the Overseas Banking Group is from the most recently published financial statements of the Overseas Banking Group for the year ended 30 September 2024.

Profitability	30 Sep 24
Profit after income tax expense for the year ended 30 September 2024 (A\$ millions) ¹	6,990
Profit after income tax expense for the year ended 30 September 2024 as a percentage of average total assets	0.7%
¹ Profit after income tax expense represents the amount before deductions for net profit attributable to non-controlling interests.	
Total assets and equity	30 Sep 24
Total assets (A\$ millions)	1,077,544
Percentage change in total assets over the year ended 30 September 2024	4.6%

Reconciliation of mortgage-related amounts

The following table provides the NZ Banking Group's reconciliation between any amounts disclosed in this Disclosure Statement that relate to mortgages on residential property.

	NZ BANKING GROUP	
\$ millions	30 Sep 24	
Residential mortgages - total gross loans (as disclosed in Note 11 and Note 13.4)	68,011	
Reconciling items:		
Unamortised deferred fees and expenses	(435)	
Fair value hedge adjustments	(107)	
Exposure at default for undrawn commitments and other off-balance sheet exposures	9,517	
Residential mortgages by LVR (as disclosed in Additional mortgage information in Note iv. Credit and market risk exposures and capital adequacy)	76,986	

iii. Asset quality

Past due assets

	NZ BANKING GROUP	
\$ millions	30 Sep 24	30 Sep 23
Past due but not individually impaired assets		
Less than 30 days past due	1,305	1,360
At least 30 days but less than 60 days past due	297	244
At least 60 days but less than 90 days past due	145	109
At least 90 days past due	366	316
Total past due but not individually impaired assets	2,113	2,029

Movements in components of loss allowance

Refer to Note 12 Provision for expected credit losses for the movements in components of loss allowance.

Registered bank disclosures

iii. Asset quality (continued)

Impacts of changes in gross financial assets on loss allowances - total

The following table explains how changes in gross carrying amounts of loans during the year have contributed to changes in the provision for ECL on loans.

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Total gross carrying amount as at 30 September 2023	76,428	23,019	709	62	100,218
Transfers:					
Transfers to Stage 1	11,523	(11,492)	(31)	-	-
Transfers to Stage 2	(14,191)	14,534	(341)	(2)	-
Transfers to Stage 3 CAP	(92)	(905)	1,016	(19)	-
Transfers to Stage 3 IAP	-	(85)	(111)	196	-
Net further lending/(repayment)	(2,325)	301	(120)	(8)	(2,152)
New financial assets originated	18,691	-	-	-	18,691
Financial assets derecognised during the year	(10,130)	(3,302)	(297)	(26)	(13,755)
Amounts written-off	-	-	(25)	(12)	(37)
Total gross carrying amount as at 30 September 2024	79,904	22,070	800	191	102,965
Provision for ECL as at 30 September 2024	(65)	(294)	(82)	(61)	(502)
Total net carrying amount as at 30 September 2024	79,839	21,776	718	130	102,463

\$ millions	NZ BANKING GROUP				Total
	Performing		Non-performing		
	Stage 1	Stage 2	Stage 3	Stage 3	
	CAP	CAP	CAP	IAP	
Total gross carrying amount as at 30 September 2022	85,810	11,439	483	60	97,792
Transfers:					
Transfers to Stage 1	10,007	(9,963)	(43)	(1)	-
Transfers to Stage 2	(22,973)	23,170	(195)	(2)	-
Transfers to Stage 3 CAP	(61)	(597)	672	(14)	-
Transfers to Stage 3 IAP	-	(6)	(32)	38	-
Net further lending/(repayment)	(3,038)	815	(18)	(3)	(2,244)
New financial assets originated	13,346	-	-	-	13,346
Financial assets derecognised during the year	(6,663)	(1,839)	(134)	(4)	(8,640)
Amounts written-off	-	-	(24)	(12)	(36)
Total gross carrying amount as at 30 September 2023	76,428	23,019	709	62	100,218
Provision for ECL as at 30 September 2023	(77)	(300)	(107)	(23)	(507)
Total net carrying amount as at 30 September 2023	76,351	22,719	602	39	99,711

The attribution of amounts disclosed in the movement schedule has been revised to better reflect the nature of the changes in the provision for ECL. Comparatives have been revised for consistency.

Registered bank disclosures

iii. Asset quality (continued)

Other asset quality information

\$ millions	NZ BANKING GROUP	
	30 Sep 24	30 Sep 23
Undrawn commitments with individually impaired counterparties	17	1
Other assets under administration	-	-

Overseas Banking Group asset quality

Information on the Overseas Banking Group is from the most recently published financial statements of the Overseas Banking Group for the year ended 30 September 2024.

	2024
Total non-performing exposures ¹ (A\$ millions)	10,755
Total non-performing exposures expressed as a percentage of total assets	1.0%
Total provision for ECL on non-performing exposures ² (A\$ millions)	1,729
Total provision for ECL on non-performing exposures expressed as a percentage of total non-performing exposures	16.1%
Total collectively assessed provision for ECL ² (A\$ millions)	4,560

¹ Non-financial assets have not been acquired through the enforcement of security.

² Total provision for ECL on non-performing exposures and total collectively assessed provision for ECL both include A\$1,193 million of provision for ECL that has been calculated collectively on groups of assets which have been determined to be non-performing, but which are not individually significant.

iv. Credit and market risk exposures and capital adequacy (Unaudited)

Additional mortgage information

Residential mortgages by LVR as at 30 September 2024

LVRs are calculated as the current exposure divided by the NZ Banking Group's valuation of the associated residential property at origination.

The NZ Banking Group utilises data from its loan system to obtain origination valuations. For loans originated prior to 1 January 2008, or those originated outside of the loan system, the origination valuation is not recorded in the system and is therefore, due to system limitations, not available for disclosure. For these loans, the NZ Banking Group utilises the earliest valuation recorded as the closest available alternative to estimate an origination valuation.

Exposures for which no LVR is available have been included in the 'Exceeds 90%' category in accordance with the requirements of the Order.

LVR range (\$ millions)	NZ BANKING GROUP					Total
	Does not exceed 60%	Exceeds 60% and not 70%	Exceeds 70% and not 80%	Exceeds 80% and not 90%	Exceeds 90%	
On-balance sheet exposures	31,837	14,468	14,853	4,471	1,840	67,469
Undrawn commitments and other off-balance sheet exposures	7,554	1,033	654	125	151	9,517
Value of exposures	39,391	15,501	15,507	4,596	1,991	76,986

Registered bank disclosures

iv. Credit and market risk exposures and capital adequacy (Unaudited) (continued)

Market risk

The NZ Banking Group's aggregate market risk exposure is derived in accordance with BPR140 Market risk exposure and is calculated on a six-monthly basis. The end-of-period aggregate market risk exposure is calculated from the period end balance sheet information.

For each category of market risk, the NZ Banking Group's peak end-of-day aggregate capital charge is derived in accordance with the scalar approach as referred to in BPR140. Under this approach, the end-of-period capital charge is scaled by the ratio of peak capital charge to end-of-period capital charge using the internal VaR method.

The following table provides a summary of the NZ Banking Group's notional capital charges by risk type as at the reporting date and the peak end-of-day notional capital charges by risk type for the six months ended 30 September 2024:

NZ BANKING GROUP		
30 Sep 24		
\$ millions	Implied Risk Weighted	
	Exposure	Notional Capital Charge
End-of-period		
Interest rate risk	9,630	770
Currency risk	19	2
Equity risk	-	-
Peak end-of-day		
Interest rate risk	19,915	1,593
Currency risk	53	4
Equity risk	-	-

Overseas Bank and Overseas Banking Group capital ratios

Refer to Note 31 for information on the Overseas Bank and Overseas Banking Group capital ratios.

Registered bank disclosures

v. Insurance, securitisation, funds management, other fiduciary activities, and marketing and distribution of insurance products

Insurance business

The NZ Banking Group does not conduct any insurance business.

Non-consolidated insurance and non-financial activities

The Overseas Bank does not conduct any insurance or non-financial activities in New Zealand outside of the NZ Banking Group.

The NZ Banking Group's involvement in securitisation, funds management, other fiduciary activities, and marketing and distribution of insurance products

Securitisation

The NZ Banking Group uses structured entities to securitise its financial assets through the Covered Bond Programme and Westpac New Zealand's internal residential mortgage-backed securitisation programme. Refer to Note 29 Securitisation, covered bonds and other transferred assets for further information and amounts of outstanding securitised assets.

Funds management and other fiduciary activities

The NZ Banking Group conducts investment and other fiduciary activities that result in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions. These assets are not the property of the NZ Banking Group and accordingly are not included in these financial statements, with the exception of the PIE Funds which are treated as controlled entities of Westpac New Zealand (refer to Note 23 for further details). Where controlled entities incur certain liabilities in respect of these activities, a right of indemnity exists against the assets of the applicable trusts. As these assets are sufficient to cover liabilities, and it is not probable that the controlled entities will be required to settle them, the liabilities are not included in the financial statements.

The PIE Funds are managed by a member of the NZ Banking Group (refer to Note 23 for further details) and invest in deposits with Westpac New Zealand. Westpac New Zealand is considered to control the PIE Funds, and as such they are consolidated within the financial statements of the NZ Banking Group.

The value of assets subject to funds management and other fiduciary activities as at the reporting date were as follows:

\$ millions	NZ BANKING GROUP	
	2024	2023
Retirement plans	11,811	10,005
Retail unit trusts	955	1,001
Wholesale client portfolios	444	497
Term PIE	3,991	2,942
Cash PIE	805	723
Notice Saver PIE	556	562
Total funds under management	18,562	15,730

Other than funds under management disclosed above, there are no funds held in trust, funds under custodial arrangements or other funds held or managed subject to fiduciary responsibilities by any member of the NZ Banking Group (30 September 2023: nil).

Marketing and distribution of insurance products

Westpac New Zealand markets and distributes both life and general insurance products. The general and life insurance products are fully underwritten by external third party insurance companies. Disclosures are made in marketing material that the products are underwritten by those companies and that the Overseas Banking Group does not guarantee the obligations of, or any products issued by, those companies.

Arrangements to ensure no adverse impacts arising from the above activities

The NZ Banking Group's risk management strategy (refer to Note vi. Risk management policies) will help minimise the possibility that any difficulties arising from the above activities would adversely impact the NZ Banking Group.

Registered bank disclosures

vi. Risk management policies

Information about risk

Risk Management Framework

The NZ Banking Group regards risk management as the foundation of our business. It underpins our strength and resilience, shapes the way we operate and provides clear parameters for our people to make decisions and keep customers safe. The NZ Banking Group Risk Management Framework outlines our approach to managing risk across the business, bringing together systems, structures, policies, processes and people.

The NZ Banking Group adopts a 'Three Lines of Defence model standard' approach to risk management which enables our people to understand their role in actively managing risk.

The First Line of Defence owns and manages the risks they originate

Business units are responsible for proactively identifying, evaluating, owning, monitoring, managing and controlling the existing and emerging risks in their businesses. They manage business activities within approved risk appetite and policies. In managing its risk, the First Line of Defence establishes and maintains appropriate governance structures, controls, resources and self-assessment processes, including issue identification, recording and escalation procedures.

The Second Line of Defence provides independent insight, oversight and challenge of First Line activities

The Second Line of Defence is an independent function that develops risk management frameworks, defines guardrails, provides objective review and challenge regarding the effectiveness of risk management within the First Line business and executes specific risk management activities where functional independence and/or specific risk capability is required. Its approach is risk-based and proportionate to First Line activities.

The Third Line of Defence provides independent objective assurance

The Third Line is an assurance function that provides the Board, Board Committees and senior management with independent and objective evaluation of the adequacy and effectiveness of the NZ Banking Group's governance, risk management and internal controls.

Risk Management Frameworks

The Overseas Bank and Westpac New Zealand together had systems in place to monitor and control adequately the material risks of the following relevant members of the NZ Banking Group:

- BTNZ;
- BTFGNZL;
- WFSGNZL;
- WGINZL;
- WHNZL;
- WCNZL; and
- WNZGL.

The Overseas Bank and the NZ Branch together had systems in place to monitor and control adequately the material risks of the NZ Branch. The remaining relevant members of the NZ Banking Group are not considered to have material risks.

The NZ Branch has a NZ Branch Risk Committee, NZ Branch RISKCO, which meets quarterly, and which oversees the management of material risk classes that include, but are not limited to, credit risk, compliance and conduct risk, operational risk, funding and liquidity risk, market risk, strategic risk, reputation and sustainability risk, risk culture, financial crime and cyber risk across the NZ Branch.

BTNZ maintains a Risk Management Framework approved by its Board which is closely aligned to the Overseas Banking Group and Westpac New Zealand's Risk Management Framework whilst reflecting BTNZ's specific regulatory and operating environment.

Westpac New Zealand, a member of the NZ Banking Group, is a locally incorporated registered bank. Westpac New Zealand's Risk Management Framework is closely aligned with that of the Overseas Banking Group, and the Board of Westpac New Zealand is responsible for the risk management of that bank and its subsidiaries.

The Boards of the other entities making up the NZ Banking Group have ultimate responsibility for overseeing the effective deployment of the Risk Management Frameworks for these entities.

Financial risks

Refer to Note 32 Risk management, funding and liquidity risk and market risk for a discussion of the financial risks faced by the NZ Banking Group.

Registered bank disclosures

vi. Risk management policies (continued)

Other key material risks

Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. The NZ Banking Group recognises that operational risk is a necessary part of doing business. The NZ Banking Group manages this type of risk through robust processes and controls including effective and timely remediation of material operational issues and incidents.

The NZ Banking Group applies the Overseas Bank's Operational Risk Management Framework which outlines the business requirements for managing operational risk. This covers governance, risk and control assessments, incident management, issues management, and ongoing reporting and monitoring. Westpac New Zealand has its own Operational Risk Management Framework that is closely aligned with that of the Overseas Bank and is approved by the Westpac New Zealand BRCC.

Compliance and conduct risk

Compliance and conduct risk is the risk of failing to abide by the NZ Banking Group's compliance obligations or otherwise failing to have behaviours and practices that deliver suitable, fair and clear outcomes for customers and that support market integrity.

The NZ Banking Group identifies compliance and conduct risks as part of managing the business which includes considering emerging risks and responding to changes in the business, business strategy and external environment. The NZ Banking Group manages compliance and conduct risks by implementing and embedding frameworks, systems, policies, standards, procedures and controls.

The NZ Branch applies the Overseas Bank's Compliance and Conduct Risk Management Framework which is supported by compliance and conduct policies to assist the business in managing its compliance and conduct risks. The Framework is approved by the Overseas Bank's Board Risk Committee. The NZ Banking Group, excluding the NZ Branch, operates its own Compliance and Conduct Risk Management Framework that is closely aligned with that of the Overseas Bank and is approved by the Westpac New Zealand BRCC.

Financial crime risk

Financial crime risk is the risk that the NZ Banking Group fails to prevent financial crime and comply with applicable global financial crime regulatory obligations.

The NZ Banking Group applies the Overseas Bank's Financial Crime Risk Management Framework, which describes the NZ Banking Group's approach to managing Financial Crime Risk. Under this Framework, the NZ Banking Group proactively identifies, assesses, mitigates and reports financial crime risks through robust controls and systems including timely ownership, investigation and remediation of financial crime incidents. Westpac New Zealand has its own Financial Crime Risk Management Framework that is closely aligned with that of the Overseas Bank and is approved by the Westpac New Zealand BRCC.

Cyber risk

Cyber risk is the risk that the NZ Banking Group's or its third parties' data or technology are inappropriately accessed, manipulated or damaged from cybersecurity threats or vulnerabilities.

The NZ Banking Group proactively manages cyber risk exposure, to limit the likelihood of inappropriate access, manipulation or damage to the NZ Banking Group's and its third parties' data and technology. This includes embedding cyber security capabilities such as data security controls, application protection controls, and identity and access management.

Reputational & sustainability risk

Reputational & sustainability risk is the risk of failing to recognise or address ESG issues and the risk that an action, inaction, transaction, investment, or event will reduce trust in the NZ Banking Group's integrity and competence by clients, counterparties, investors, regulators, employees or the public.

The NZ Banking Group seeks to cultivate stakeholders' trust in the NZ Banking Group's integrity and competence and to balance commerciality of decisions with stakeholder expectations, potential impacts on people, communities or the environment, recognising that ESG issues can involve complex, interconnected and at times competing considerations.

Strategic risk

Strategic risk is the risk that the NZ Banking Group makes inappropriate strategic choices, does not implement its strategies successfully, or does not respond effectively to changes in the operating environment.

The NZ Banking Group manages strategic risk through annual strategic reviews and financial target setting, ongoing monitoring of performance and changes and, stress testing and/or scenario analysis.

Risk culture

There is a risk that the NZ Banking Group's culture does not promote and reinforce behavioural expectations and structures to identify, understand, discuss and act on risks.

The NZ Banking Group promotes a risk culture which supports its purpose, strategy and values and the ability to manage risk effectively. The NZ Banking Group regularly assesses its risk culture and undertakes initiatives to continually improve.

Registered bank disclosures

vi. Risk management policies (continued)

Reviews of the NZ Banking Group's risk management systems

Westpac New Zealand Audit and the Overseas Banking Group's Group Audit function periodically review the NZ Banking Group's Operational, Compliance and Conduct, Market, Funding and Liquidity, Credit and Model Risk Frameworks. The periodic reviews follow an internal audit methodology which aims at achieving a review of the very high-risk areas annually, high-risk areas bi-annually, medium risk areas every three years and low risk areas every four years.

The reviews discussed above in this section are not conducted by a party which is external to the NZ Banking Group or the Overseas Banking Group, though they are independent and have no direct authority over the activities of management.

Various external reviews of the NZ Banking Group's risk management system have been conducted during the year ended 30 September 2024 as part of ongoing compliance with regulatory requirements.

Internal audit function of the NZ Banking Group

The NZ Banking Group internal audit services are provided by Westpac New Zealand's and the Overseas Banking Group's internal audit functions. Westpac New Zealand's internal audit function (**WNZL Audit**) oversees all entities within the NZ Banking Group with the exception of the NZ Branch whose internal audit services are overseen by the Overseas Banking Group's internal audit function. WNZL Audit is headed by the Chief Internal Auditor who reports directly to the Westpac New Zealand Board Audit Committee, while the Overseas Banking Group's internal audit function is headed by the General Manager Group Audit who reports to the Overseas Banking Group's Board Audit Committee.

Both internal audit functions provide independent assurance on the effectiveness of governance, risk management and internal controls across the NZ Banking Group's operations. The level of risk across all material risk classes determines the scope and frequency of individual audits.

The Westpac New Zealand Board Audit Committee meets regularly, and its responsibilities include the oversight of NZ Banking Group's statutory financial reporting requirements and the internal audit function, with the exception of the NZ Branch. The Overseas Banking Group Board Audit Committee also meets regularly and has similar responsibilities for the NZ Branch.

Access to the Overseas Bank disclosures

The Overseas Banking Group is required to disclose additional detailed information on its risk management practices and capital adequacy on a quarterly basis. This information is made available to users via the Overseas Banking Group's website (www.westpac.com.au).

Conditions of registration

Conditions of registration

The registration of Westpac Banking Corporation (“the registered bank”) in New Zealand is subject to the following conditions, which applied from 1 July 2024:

1. That the NZ Banking Group does not conduct any non-financial activities that in aggregate are material relative to its total activities.

In this condition of registration, the meaning of “material” is based on generally accepted accounting practice.

2. That the NZ Banking Group’s insurance business is not greater than 1% of its total consolidated assets.

For the purposes of this condition of registration, the NZ Banking Group’s insurance business is the sum of the following amounts for entities in the NZ Banking Group:

- (a) if the business of an entity predominantly consists of insurance business and the entity is not a subsidiary of another entity in the NZ Banking Group whose business predominantly consists of insurance business, the amount of the insurance business to sum is the total consolidated assets of the group headed by the entity; and
- (b) if the entity conducts insurance business and its business does not predominantly consist of insurance business and the entity is not a subsidiary of another entity in the NZ Banking Group whose business predominantly consists of insurance business, the amount of the insurance business to sum is the total liabilities relating to the entity’s insurance business plus the equity retained by the entity to meet the solvency or financial soundness needs of its insurance business.

In determining the total amount of the NZ Banking Group’s insurance business:

- (a) all amounts must relate to on balance sheet items only, and must comply with generally accepted accounting practice; and
- (b) if products or assets of which an insurance business is comprised also contain a non-insurance component, the whole of such products or assets must be considered part of the insurance business.

For the purposes of this condition of registration,:

“insurance business” means the undertaking or assumption of liability as an insurer under a contract of insurance:

“insurer” and “contract of insurance” have the same meaning as provided in sections 6 and 7 of the Insurance (Prudential Supervision) Act 2010.

3. That the business of the registered bank in New Zealand does not constitute a predominant proportion of the total business of the registered bank.
4. That no appointment to the position of the New Zealand chief executive officer of the registered bank shall be made unless:
 - (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
 - (b) the Reserve Bank has advised that it has no objection to that appointment.
5. That Westpac Banking Corporation complies with the requirements imposed on it by the Australian Prudential Regulation Authority.

6. That Westpac Banking Corporation complies with the following minimum capital adequacy requirements, as administered by the Australian Prudential Regulation Authority:
 - (a) Common Equity Tier 1 capital of Westpac Banking Corporation is not less than 4.5% of risk weighted exposures;
 - (b) Tier 1 capital of Westpac Banking Corporation is not less than 6% of risk weighted exposures; and
 - (c) Total capital of Westpac Banking Corporation is not less than 8% of risk weighted exposures.
7. That liabilities of the registered bank in New Zealand, net of amounts due to related parties (including amounts due to a subsidiary or affiliate of the registered bank), do not exceed \$15 billion.
8. That the retail deposits of the registered bank in New Zealand do not exceed \$200 million. For the purposes of this condition retail deposits are defined as deposits by natural persons, excluding deposits with an outstanding balance which exceeds \$250,000.
9. That, for a loan-to-valuation measurement period ending on or after 31 December 2024, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of property-investment residential mortgage loans with a loan-to-valuation ratio of more than 70%, must not exceed 5% of the total of the qualifying new mortgage lending amount in respect of property-investment residential mortgage loans arising in the loan-to-valuation measurement period.
10. That, for a loan-to-valuation measurement period ending on or after 31 December 2024, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans with a loan-to-valuation ratio of more than 80%, must not exceed 20% of the total of the qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans arising in the loan-to-valuation measurement period.
11. That, for a debt-to-income measurement period, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of property-investment residential mortgage loans with a debt-to-income ratio of more than 7, must not exceed 20% of the total of the qualifying new mortgage lending amount in respect of property-investment residential mortgage loans arising in the debt-to-income measurement period.
12. That, for a debt-to-income measurement period, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans with a debt-to-income ratio of more than 6, must not exceed 20% of the total of the qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans arising in the debt-to-income measurement period.
13. That the business of the registered bank in New Zealand must not make a residential mortgage loan unless the terms and conditions of the loan contract or the terms and conditions for an associated mortgage require that a borrower obtain the registered bank’s agreement before the borrower can grant to another person a charge over the residential property used as security for the loan.

Conditions of registration

In these conditions of registration,:

“Banking Group” means the New Zealand business of the registered bank and its subsidiaries as required to be reported in group financial statements for the group’s New Zealand business under section 461B(2) of the Financial Markets Conduct Act 2013.

“business of the registered bank in New Zealand” means the New Zealand business of the registered bank as defined in the requirement for financial statements for New Zealand business in section 461B(1) of the Financial Markets Conduct Act 2013.

“generally accepted accounting practice” has the same meaning as in section 8 of the Financial Reporting Act 2013.

“liabilities of the registered bank in New Zealand” means the liabilities that the registered bank would be required to report in financial statements for its New Zealand business if section 461B(1) of the Financial Markets Conduct Act 2013 applied.

In conditions of registration 9 and 10,:

“loan-to-valuation ratio”, “non property-investment residential mortgage loan”, “property-investment residential mortgage loan”, “qualifying new mortgage lending amount in respect of property-investment residential mortgage loans”, and “qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans” have the same meaning as in the Reserve Bank of New Zealand document entitled “Framework for Restrictions on High-LVR Residential Mortgage Lending” (BS19) dated October 2021, and where the version dates of the Reserve Bank of New Zealand Banking Prudential Requirement (BPR) documents referred to in BS19 for the purpose of defining these terms are:

BPR document	Version date
BPR131: Standardised credit risk RWAs	1 July 2024
BPR001: Glossary	1 October 2023

“loan-to-valuation measurement period” means a rolling period of six calendar months ending on the last day of the sixth calendar month.

In conditions of registration 11 and 12,:

Changes to conditions of registration

The following changes to the Overseas Bank’s conditions of registration have occurred between the reporting date for the previous disclosure statement and the reporting date for this disclosure statement:

- With effect from 1 July 2024:
 - o Debt-to-Income (DTI) restrictions were activated at settings of: a 20% limit on new residential lending to owner-occupiers with a DTI greater than 6; and a 20% limit on new residential lending to investors with a DTI greater than 7.
 - o mortgage loan-to-value ratio (LVR) restrictions were eased to a 20% limit on new lending to owner occupiers with an LVR above 80%; and a 5% limit on new lending to investors with an LVR above 70%.

“debt-to-income ratio”, “debt-to-income measurement period”, “non property-investment residential mortgage loan”, “property-investment residential mortgage loan”, “qualifying new mortgage lending amount in respect of property-investment residential mortgage loans”, and “qualifying new mortgage lending amount in respect of non property-investment residential mortgage loans” have the same meaning as in the Reserve Bank of New Zealand document entitled “Framework for Restrictions on High Debt-To-Income Residential Mortgage lending” (BS20) dated 3 April 2023, and where the version dates of the Reserve Bank of New Zealand Banking Prudential Requirement (BPR) documents referred to in BS20 for the purpose of defining these terms are:

BPR document	Version date
BPR131: Standardised credit risk RWAs	1 July 2024
BPR001: Glossary	1 October 2023

“debt-to-income measurement period” means:

(a) the initial period of six calendar months from the date of this conditions of registration (1 July 2024) ending on 31 December 2024; and

(b) thereafter, a rolling period of six calendar months ending on the last day of the sixth calendar month, the first of which ends on 31 January 2025 and covers the months of August, September, October, November and December 2024 and January 2025.

In condition of registration 13,:

“residential mortgage loan” has the same meaning as in the Reserve Bank of New Zealand document entitled “Framework for Restrictions on High Debt-To-Income Residential Mortgage lending” (BS20) dated 3 April 2023, and where the version dates of the Reserve Bank of New Zealand Banking Prudential Requirement (BPR) documents referred to in BS20 for the purpose of defining these terms are:

BPR document	Version date
BPR131: Standardised credit risk RWAs	1 July 2024
BPR001: Glossary	1 October 2023



Independent auditor's report

To the Directors of Westpac Banking Corporation

Our opinion

In our opinion, the accompanying:

- consolidated financial statements, excluding the information disclosed in accordance with Schedules 4, 7, 9, 11 and 13 of the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) (the "Order"), of Westpac Banking Corporation (the "Overseas Bank") in respect of the New Zealand operations (the "NZ Banking Group"), present fairly, in all material respects, the financial position of the NZ Banking Group as at 30 September 2024, its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards ("NZ IFRS") and International Financial Reporting Standards Accounting Standards ("IFRS Accounting Standards"); and
- information disclosed in accordance with Schedules 4, 7, 11 and 13 of the Order (the "Supplementary Information"), in all material respects:
 - presents fairly the matters to which it relates; and
 - is disclosed in accordance with those schedules.

What we have audited

- The NZ Banking Group's consolidated financial statements (the "Financial Statements") required by clause 25 of the Order, comprising:
 - the balance sheet as at 30 September 2024;
 - the income statement for the year then ended;
 - the statement of comprehensive income for the year then ended;
 - the statement of changes in equity for the year then ended;
 - the statement of cash flows for the year then ended; and
 - the notes to the Financial Statements, excluding the information disclosed in accordance with Schedules 4, 7, 9, 11 and 13 of the Order within notes 12, 13, 31 and 32 of the Financial Statements, which includes material accounting policy information and other explanatory information.
- The Supplementary Information within notes 12, 13 and 32 of the Financial Statements and notes ii, iii, v and vi of the registered bank disclosures for the year ended 30 September 2024 of the NZ Banking Group.

We have not audited the information relating to credit and market risk exposures and capital adequacy disclosed in accordance with Schedule 9 of the Order within note 31 of the Financial Statements and note iv of the registered bank disclosures and our opinion does not extend to this information.

Basis for opinion

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

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

Independence

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

Our firm carries out other services for the NZ Banking Group in the areas of assessments of whether the preconditions for assurance exist in preparation for assurance over greenhouse gas disclosures and other assurance and audit related services. Other assurance and audit related services include limited assurance over compliance with the information required on capital adequacy, regulatory liquidity requirements and credit and market risk exposures and agreed upon procedures over the issue of comfort letters and debt issuance programmes. We have also provided audit and non-audit assurance services in respect to non-consolidated entities managed by the NZ Banking Group. In addition, certain partners and employees of our firm may deal with the NZ Banking Group on normal terms within the ordinary course of trading activities. The provision of these other services and these relationships have not impaired our independence as auditor of the NZ Banking Group.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements and the Supplementary Information of the current year. These matters were addressed in the context of our audit of the Financial Statements and the Supplementary Information as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of the key audit matter	How our audit addressed the key audit matter
<p>Provision for expected credit losses on loans and credit commitments</p> <p>As disclosed in Note 12 of the Financial Statements, the provision for expected credit losses (ECL) on loans and credit commitments totalled \$555 million as at 30 September 2024.</p> <p>ECL is a probability-weighted estimate of the cash shortfalls expected to result from defaults over the relevant timeframe determined by evaluating a range of possible outcomes and taking into account the time value of money, past events, current conditions and forecasts of future economic conditions. The model to determine the ECL includes significant judgement in assumptions used to determine when a significant increase in credit risk (SICR) has occurred, in estimating forward looking macroeconomic scenarios (MES), applying a probability weighting to different scenarios, and identifying and calculating adjustments to model output (portfolio overlays).</p>	<p>Our audit procedures included testing the design and operating effectiveness of selected controls relating to the NZ Banking Group's ECL estimation process, which included controls over the data, model, assumptions and governance used in determining the provision for ECL on loans and credit commitments, as well as IT general controls related to the relevant IT systems.</p> <p>In addition to controls testing, our other significant audit procedures included, among others:</p> <ul style="list-style-type: none"> ● consideration of the appropriateness of the methodology inherent in the models for SICR and MES against the requirements of NZ IFRS 9; ● the involvement of our credit risk modelling experts to evaluate the appropriateness of the models and the reasonableness of the assumptions applied within the models, the accuracy of the ECL model calculation and evaluating the results of management's model monitoring undertaken during the year;

Description of the key audit matter	How our audit addressed the key audit matter
<p>There is also a significant volume of data used in the ECL model, which is sourced from relevant Information Technology (IT) systems.</p> <p>Individually assessed allowances are also recognised by the NZ Banking Group for loans that are known to be impaired at the reporting date.</p> <p>The principal considerations for our determination that performing procedures relating to the provision for ECL on loans and credit commitments is a key audit matter are:</p> <ul style="list-style-type: none"> ● there was significant judgement and effort in evaluating audit evidence related to the model and assumptions used to determine the provision for ECL on loans and credit commitments; ● there was significant judgement and effort in evaluating audit evidence related to the identification and calculation of portfolio overlay adjustments to the ECL, MES and the associated weightings applied; ● there was a high degree of auditor effort required to test critical data elements used in the model, and the model evaluation processes; ● there was a high degree of auditor effort required to test relevant IT controls used in determining the provision for ECL on loans and credit commitments; and ● the nature and extent of audit effort required to test the models, assumptions and judgements required specialised skill and knowledge. 	<ul style="list-style-type: none"> ● the involvement of our economics experts to assist in evaluating the reasonableness of key assumptions, economic variables and data applied in determining MES; ● challenging and assessing the appropriateness of portfolio overlay adjustments to provide evidence that these are reasonable; ● assessing the completeness of portfolio overlay adjustments by considering factors including model performance, data quality and other relevant risks; ● testing the completeness and accuracy of critical data elements used to calculate the portfolio overlays; ● assessing the review, challenge and approval by an internal governance committee of MES, probability weightings and portfolio overlay adjustments used in the ECL model and assessing the reasonableness of decisions; ● substantive testing on a sample basis of the input of critical data elements into source systems, and the flow and transformation of those critical data elements from source systems to the ECL model; ● for a sample of corporate loans not identified as impaired, considering the borrower's latest financial information provided to the NZ Banking Group to test the reasonableness of the credit risk grade rating that has been allocated to the borrower, a critical data element which involves significant management judgement; ● for a sample of impaired loans where the provision is individually assessed, considering the borrower's latest financial information, value of security held as collateral, multiple weighted scenario outcomes and independent expert advice (where applicable) provided to the NZ Banking Group to test the basis of measuring individually assessed provisions; and ● considering the impacts of events occurring subsequent to balance date on the ECL for loans and credit commitments. <p>We also assessed the appropriateness of the NZ Banking Group's disclosures in the Financial Statements against the requirements of NZ IFRS.</p>

Description of the key audit matter	How our audit addressed the key audit matter
<p>IT systems and controls</p> <p>The NZ Banking Group is heavily dependent on complex, interdependent IT systems for the capture, processing, storage and extraction of significant volumes of transactions which is critical to the recording of financial information and the preparation of financial statements of the NZ Banking Group. Accordingly, we considered this to be a key audit matter.</p> <p>In common with all other major banks, access management controls are important to ensure both access and changes made to systems and data are appropriate.</p> <p>The NZ Banking Group's controls over IT systems include:</p> <ul style="list-style-type: none"> ● user access to applications, process and data; ● program development and changes; ● segregation of duties and privileged user accounts; and ● IT operations. 	<p>For material financial statement transactions and balances, our procedures included gaining an understanding of the business processes, key controls and IT systems used to generate and support those transactions and balances and associated IT application controls and IT dependencies in manual controls. This involved the following areas:</p> <ul style="list-style-type: none"> ● how user access is granted, reviewed and removed on a timely basis from IT applications and supporting infrastructure. We also examined how privileged roles and functions are managed to those systems; ● how changes are initiated, documented, tested and authorised prior to migration into the production environment of critical IT applications. We also assessed the appropriateness of users with access to make changes to IT applications across the NZ Banking Group; ● how controls are designed to enforce segregation of duties and the use of privileged accounts to ensure that data is only changed through authorised means; and ● how controls over operations are used to ensure that any issues are managed appropriately. <p>Where relevant to our planned audit approach, we, along with our IT specialists, assessed the design and tested the effectiveness of certain controls over the continued integrity of the in-scope IT systems that are relevant to financial reporting.</p> <p>We also carried out tests, on a sample basis, of IT application controls and IT dependencies in manual controls that were key to our audit testing strategy in order to assess the accuracy of relevant system calculations, key reports and the operation of certain system enforced access controls.</p> <p>Where we identified design or operating effectiveness matters relating to IT systems and application controls relevant to our audit, we performed alternative or additional audit procedures.</p>



The overall NZ Banking Group materiality is \$86.9 million, which represents approximately 5% of the profit before income tax for the year ended 30 September 2024.

We chose profit before income tax because, in our view, it is the benchmark against which the performance of the NZ Banking Group is most commonly measured by users, and is a generally accepted benchmark.

Full scope audits were conducted over the most financially significant operations, being Consumer Banking and Wealth, Institutional and Business Banking and Financial Markets, International Trade and Payments divisions as well as the NZ Banking Group's treasury operations. Specified audit and analytical review procedures were performed over the remaining operations.

As reported above, we have two key audit matters, being:

- Provision for expected credit losses on loans and credit commitments; and
- IT systems and controls.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the Financial Statements and the Supplementary Information. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance about whether the Financial Statements and the Supplementary Information are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements and the Supplementary Information.

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

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the Financial Statements and the Supplementary Information, as a whole, taking into account the structure of the NZ Banking Group, the financial reporting processes and controls, and the industry in which the NZ Banking Group operates.

Certain operational processes which are critical to financial reporting for the NZ Banking Group are undertaken outside of New Zealand. We worked with a PwC network firm engaged in the Westpac Banking Corporation group audit to understand and examine certain processes, test controls and perform other substantive audit procedures that supported material balances, classes of transactions and disclosures within the NZ Banking Group's Financial Statements and Supplementary Information. This enabled us to evaluate the effectiveness of the controls over those processes and consider the implications for the remainder of our audit work.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Disclosure Statement presented in accordance with Schedule 2 of the Order on pages 5, 82 to 88 (excluding the information on page 88 relating to note ii of the registered bank disclosures which forms part of the Supplementary Information), 98 and 99, and the information relating to credit and market risk exposures and capital adequacy disclosed in accordance with Schedule 9 of the Order within note 31 of the Financial Statements and note iv of the registered bank disclosures, but does not include the Financial Statements, the Supplementary Information and our auditor's report thereon. The other information also includes Westpac Banking Corporation, New Zealand Climate Report ("Climate Report") to be published at a later date. Other than the Climate Report which we will receive at a later date, we have received all the other information expected to be included in the Disclosure Statement.

Our opinion on the Financial Statements and the Supplementary Information does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon. We issue a separate limited assurance report on the information relating to credit and market risk exposures and capital adequacy disclosed in accordance with Schedule 9 of the Order.

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

When we read the Climate Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the Directors for the Disclosure Statement

The Directors of the Overseas Bank (the 'Directors') are responsible, on behalf of the Overseas Bank, for the preparation and fair presentation of the Financial Statements in accordance with clause 25 of the Order, NZ IFRS and IFRS Accounting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of the Financial Statements and the Supplementary Information that are free from material misstatement, whether due to fraud or error.

In addition, the Directors are responsible, on behalf of the Overseas Bank, for the preparation and fair presentation of the Disclosure Statement which includes:

- all of the information prescribed in Schedule 2 of the Order; and
- the information prescribed in Schedules 4, 7, 9, 11, and 13 of the Order.

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

Auditor's responsibilities for the audit of the Financial Statements and the Supplementary Information

Our objectives are to obtain reasonable assurance about whether the Financial Statements and the Supplementary Information, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (NZ) and ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements and the Supplementary Information.

A further description of our responsibilities for the audit of the Financial Statements and the Supplementary Information is located at the External Reporting Board's website at:

<https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-1/>

This description forms part of our auditor's report.



Who we report to

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

The engagement partner on the engagement resulting in this independent auditor's report is Samuel Shuttleworth.

For and on behalf of:

A handwritten signature in black ink that reads 'PricewaterhouseCoopers' in a cursive, flowing script.

PricewaterhouseCoopers
7 November 2024

Auckland



Independent Assurance Report

To the Directors of Westpac Banking Corporation

Limited assurance report on compliance with the information required on credit and market risk exposures and capital adequacy

Our conclusion

We have undertaken a limited assurance engagement on the New Zealand operations of Westpac Banking Corporation (the “NZ Banking Group”)’s compliance, in all material respects, with clause 22 of the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) (the “Order”) which requires information prescribed in Schedule 9 of the Order relating to credit and market risk exposures and capital adequacy to be disclosed in its full year Disclosure Statement for the year ended 30 September 2024 (the “Disclosure Statement”). The Disclosure Statement containing the information prescribed in Schedule 9 of the Order relating to credit and market risk exposures and capital adequacy will accompany our report, for the purpose of reporting to the Directors.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the NZ Banking Group’s information relating to credit and market risk exposures and capital adequacy, included in the Disclosure Statement in compliance with clause 22 of the Order and disclosed in note iv of the registered bank disclosures, is not, in all material respects, disclosed in accordance with Schedule 9 of the Order.

Basis for conclusion

We have conducted our engagement in accordance with Standard on Assurance Engagements 3100 (Revised) *Compliance Engagements* (“SAE 3100 (Revised)”) issued by the New Zealand Auditing and Assurance Standards Board.

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

Directors’ responsibilities

The Directors are responsible on behalf of Westpac Banking Corporation for compliance with the Order, including clause 22 of the Order which requires information relating to credit and market risk exposures and capital adequacy prescribed in Schedule 9 of the Order to be included in the NZ Banking Group’s Disclosure Statement, for the identification of risks that may threaten compliance with that clause, controls that would mitigate those risks and monitoring ongoing compliance.

Our independence and quality management

We have complied with the independence and other ethical requirements of Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards)* (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

We apply Professional and Ethical Standard 3 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires our firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the NZ Banking Group. In addition to our role as auditor, our firm carries out other services for the NZ Banking Group in the areas of assessments of whether the preconditions for assurance exist in preparation for assurance over greenhouse gas disclosures and other audit related services. Other audit related services include agreed upon procedures over the issue of comfort letters and debt issuance programmes. We have also provided audit and non-audit assurance services in respect to non-consolidated entities managed by the NZ Banking Group. In addition, certain partners and employees of our firm may deal with the NZ Banking Group on normal terms within the ordinary course of trading activities of the NZ Banking Group. The provision of these other services and these relationships have not impaired our independence.

Assurance practitioner's responsibilities

Our responsibility is to express a limited assurance conclusion on whether the NZ Banking Group's information relating to credit and market risk exposures and capital adequacy, included in the Disclosure Statement in compliance with clause 22 of the Order is not, in all material respects, disclosed in accordance with Schedule 9 of the Order. SAE 3100 (Revised) requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the NZ Banking Group's information relating to credit and market risk exposures and capital adequacy, included in the Disclosure Statement in compliance with clause 22 is not, in all material respects, disclosed in accordance with Schedule 9 of the Order.

In a limited assurance engagement, the assurance practitioner performs procedures, primarily consisting of discussion and enquiries of management and others within the entity, as appropriate, and observation and walk-throughs, and evaluates the evidence obtained. The procedures selected depend on our judgement, including identifying areas where the risk of material non-compliance with clause 22 of the Order in respect of the information relating to credit and market risk exposures and capital adequacy is likely to arise.

Given the circumstances of the engagement we:

- obtained an understanding of the process, models, data and internal controls implemented over the preparation of the information relating to credit and market risk exposures and capital adequacy;
- obtained an understanding of the NZ Banking Group's compliance framework and internal control environment to ensure the information relating to credit and market risk exposures and capital adequacy is in compliance with the Reserve Bank of New Zealand's (the "RBNZ") prudential requirements for banks;
- obtained an understanding and assessed the impact of any matters of non-compliance with the RBNZ's prudential requirements for banks that relate to credit and market risk exposures and capital adequacy and inspected relevant correspondence with the RBNZ;
- performed analytical and other procedures on the information relating to credit and market risk exposures and capital adequacy disclosed in accordance with Schedule 9 of the Order, and considered its consistency with the annual financial statements; and
- agreed the information relating to credit and market risk exposures and capital adequacy disclosed in accordance with Schedule 9 of the Order to information extracted from the NZ Banking Group's models, accounting records or other supporting documentation, which included publicly available information as prescribed by clauses 5 and 6 of Schedule 9 of the Order.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we do not express a reasonable assurance opinion on compliance with the compliance requirements.

Inherent limitations

Because of the inherent limitations of an assurance engagement, together with the internal control structure, it is possible that fraud, error or non-compliance with the compliance requirements may occur and not be detected.

A limited assurance engagement on the NZ Banking Group's information relating to credit and market risk exposures and capital adequacy prescribed in Schedule 9 of the Order to be included in the Disclosure Statement in compliance with clause 22 of the Order does not provide assurance on whether compliance will continue in the future.

Use of report

This report has been prepared for use by the Directors, as a body, for the purpose of establishing that these compliance requirements have been met.

Our report should not be used for any other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility for any reliance on this report to anyone other than the Directors, as a body, or for any purpose other than that for which it was prepared.



The engagement partner on the engagement resulting in this independent assurance report is Samuel Shuttleworth.

A handwritten signature in black ink that reads 'PricewaterhouseCoopers' in a cursive, flowing script.

PricewaterhouseCoopers
7 November 2024

Auckland



Westpac Banking Corporation.