

Preferred Capital Limited

ABN 68 101 938 176

# Annual Financial Report

For the year ended 30 June 2010

Not guaranteed by Commonwealth Bank of Australia



# Contents

1	Directors' Report
7	Auditor's Independence Declaration
9	Statement of Comprehensive Income
10	Statement of Financial Position
11	Statement of Changes in Equity
12	Statement of Cash Flows
13	Notes to the Financial Statements
32	Directors' Declaration
33	Independent Auditor's Report to the Members

# Directors' Report

The Directors of Preferred Capital Limited (the 'Company') submit the following report for the year ended 30 June 2010.

## Directors

The names of the Directors of the Company in office during the financial year ended 30 June 2010 and until the date of this report were:

G A Petersen

M J Venter

S P Kinsella

R M McEwan (Resigned 12 February 2010)

I M Saines (Appointed 12 February 2010)

## Corporate information

Preferred Capital Limited is a company limited by shares that is incorporated and domiciled in Australia.

Its immediate and ultimate parent entity is Commonwealth Bank of Australia (the 'Bank').

The registered office of Preferred Capital Limited is located at Ground Floor, Tower 1, 201 Sussex Street, Sydney NSW 2000, Australia.

## Principal activities

The Company's principal activity is to act as a special purpose vehicle for capital raising purposes as part of the Bank's capital management program. Capital was raised through the issue of Perpetual Exchangeable Repurchaseable Listed Shares (PERLS III) under a prospectus dated 3 March 2006. The Company was subsequently admitted to the Official List of the Australian Securities Exchange (ASX) as an ASX Debt Listing on

7 April 2006 and PERLS III are quoted on the ASX. The gross proceeds of \$1,166.46 million received by the Company through the issue of PERLS III have been invested in Convertible Notes issued by the Bank's New Zealand branch ('CBA New Zealand').

## Review and results of operations

Revenue for the year of \$41.21 million (2009: \$61.42 million) is comprised primarily of interest income earned on the investment in Convertible Notes issued by CBA New Zealand.

The Company recorded a net profit after tax for the year ended 30 June 2010 of \$1.67 million (2009: \$7.74 million).

In July 2009, the Bank commenced making payments to the Company under the 'Top-up Deed'. These payments will ensure that the Company has sufficient resources to continue making payments under PERLS III, despite a fall in income due to lower interest rates.

## Financial position

At 30 June 2010 the Company held total assets of \$1,178.26 million (2009: \$1,174.77 million) and net assets of \$1.18 million (2009: \$0.30 million). The increase in net assets is as a result of a high level of retained earnings.

# Directors' Report (continued)

## Dividends

	30 June 2010 \$'000	30 June 2009 \$'000
<b>PERLS III</b>		
PERLS III fully franked dividends paid on 6 July 2009 (\$1.4532 per share) (7 July 2008: \$3.1006 per share)	<b>8,475</b>	18,084
PERLS III fully franked dividends paid on 6 October 2009 (\$1.4715 per share) (7 October 2008: \$3.1088 per share)	<b>8,582</b>	18,131
PERLS III fully franked dividends paid on 6 January 2010 (\$1.6185 per share) (6 January 2009: \$2.7766 per share)	<b>9,440</b>	16,194
PERLS III fully franked dividends paid on 6 April 2010 (\$1.7882 per share) (6 April 2009: \$1.7410 per share)	<b>10,429</b>	10,154
	<b>36,926</b>	62,563

## Ordinary shares

Ordinary shares fully franked dividends paid on 6 July 2009 (\$nil per share) (7 July 2008: \$323,547.25 per share)	–	3,883
Ordinary shares fully franked dividends paid on 6 October 2009 (\$nil per share) (7 October 2008: \$321,718.20 per share)	–	3,861
Ordinary shares fully franked dividends paid on 6 January 2010 (\$11,292.12 per share) (6 January 2009: \$256,049.12 per share)	<b>136</b>	3,072
Ordinary shares fully franked dividends paid on 6 April 2010 (\$53,671.63 per share) (6 April 2009: \$43,847.30 per share)	<b>644</b>	526
	<b>780</b>	11,342

On 17 June 2010 the Directors resolved to pay a fully franked dividend of \$11.23 million (2009: \$8.48 million) in respect of PERLS III (\$1.9261 per share) (2009: \$1.4532 per share) to be payable on 6 July 2010. The dividends were paid on 6 July 2010. Payment of dividends was subject to certain conditions being met on the date prior to payment as set out in the PERLS III Terms of Issue. All necessary conditions were met and payment was made on 6 July 2010.

### **Changes in the state of affairs**

In the opinions of the Directors, there were no significant changes in the state of affairs of the Company that occurred during the year under review not otherwise disclosed in this report or the financial report.

### **Environmental regulation**

The Company's operations are not subject to any particular or significant environmental regulations under Commonwealth, State or Territory Law.

### **Likely developments, expected results of operations and business strategy**

The Company will continue to act as a vehicle for PERLS III. Expected results are that the Company will continue to earn interest on Convertible Notes, pay dividends on PERLS III in accordance with the PERLS III Terms of Issue and pay dividends on the ordinary shares provided there is a surplus after paying dividends on PERLS III. There is currently no intention to make any further issue of securities.

### **Directors' and officers' insurance**

During or since the financial year the Commonwealth Bank of Australia ('the Bank'), the ultimate parent entity, has paid an insurance premium in respect of a contract insuring all current and former directors, secretaries, officers or public officers of the Company and any related bodies corporate (as defined in the insurance policy) against wrongful acts committed or allegedly committed including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

In accordance with commercial practice, the insurance policy prohibits disclosure of the terms of the policy including the nature of the liability insured against and the amount of the premium.

### **Directors' and officers' indemnity**

The Constitution of the Company provides for the Company to indemnify each officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses ('Liabilities') incurred by the officer as an officer of the Company. The officers of the Company to whom the indemnity presently applies are any person who is, or has been, a director or secretary or senior manager of the Company. The indemnity is enforceable without the officer having to first incur any expense or make any payment, is a continuing obligation and is enforceable by the officer even though the officer may have ceased to be an officer of the Company. The extent of indemnity also applies to Liabilities incurred by the officer of the Company both before and after the adoption of the Constitution.

The officers of the Company also have the benefit of an indemnity, in similar terms to the indemnity in the Constitution of the Company, under a deed poll executed by the Bank.

# Directors' Report – Remuneration Report

## Remuneration of Directors

The Company does not pay remuneration to its Directors or secretaries and has no employees. The Directors of the Company have been determined to be the key management personnel (KMP) within the scope of AASB 124. The Directors are employees of the Bank and their role as KMP is incidental to their role as an employee of the Bank. All Directors' remuneration is borne by the ultimate parent entity and relates solely to other services performed with respect to their employment by Commonwealth Bank of Australia.

## Equity holdings of Directors

### Shareholdings

None of the Directors of Preferred Capital Limited hold any shares, options or other interests in the Company. Since the Directors are employees of the Bank, they participate in the Bank's employee shares plan and may otherwise hold shares in the Bank. Details of shares and other interests held by the Directors in the Bank are as follows:

Name	Class <sup>(1)</sup>	Balance 30 June 2009	Acquired/ Granted as Compensation <sup>(1)</sup>	Net Change Other <sup>(2)</sup>	Balance 30 June 2010
G A Petersen	Ordinary	36,244	–	12,027	48,271
	Reward Shares	25,000	76,151	(25,000)	76,151
	Deferred Shares	8,765	6,331	–	15,096
M J Venter	Ordinary	4,000	5,000	(9,000)	–
	Reward Shares	5,000	–	(5,000)	–
	Deferred Shares	8,952	4,497	–	13,449
I M Saines	Ordinary	9,224	–	5,695	14,919
	Reward Shares	5,000	89,997	(5,000)	89,997
	Deferred Shares	26,596	7,597	–	34,193
R M McEwan	Ordinary	–	–	–	–
	Reward Shares	–	83,074	–	83,074
	Deferred Shares	11,951	8,863	–	20,814
S P Kinsella	Ordinary	–	3,288	–	3,288
	Reward Shares	7,742	–	–	7,742
	Deferred Shares	–	–	–	–

(1) Reward Shares, for executives other than Mr Kinsella, represents shares granted under the Equity Reward Plan (ERP) and/or the Group Leadership Reward Plan (GLRP), which are subject to performance hurdles. All remaining Reward Shares granted under the ERP vested in full on 14 July 2009. Reward Shares for Mr Kinsella represents shares granted as part of his commencement arrangements. Deferred Shares represents the portion of each executive's short-term incentive payment which is deferred into shares for three years.

(2) 'Net change other' incorporates changes resulting from purchases and sales during the year by Directors and vesting of Reward Shares (which became Ordinary shares).

### Option holdings

None of the Directors hold any options over shares in the Bank. No Directors received any shares on the exercise of options during the year ended 30 June 2010.

### Shares Vested during the year

Name	Reward Shares Vested
G A Petersen	25,000
M J Venter	5,000
R M McEwan	–
S P Kinsella	–
I M Saines	5,000

# Directors' Report (continued)

## **Non-audit services**

There were no non-audit services performed during the year by our auditors.

## **Events subsequent to the balance date**

At the date of this report, the Directors of the Company are not aware of any matters or circumstances that have arisen since the end of the financial year which have significantly affected or may significantly affect the operations of the Company, the results of those operations or the Company's state of affairs, in subsequent financial years.

## **Auditor's independence declaration**

The Company's auditor, PricewaterhouseCoopers, has provided the Directors with a declaration of its independence, which is attached to the Directors' report.

## **Rounding of amounts**

The amounts contained in the Directors' report and the financial report are presented in Australian Dollars and all values have been rounded to the nearest one thousand dollars unless otherwise stated under the option available to the Company under Class Order 98/0100 (as amended by ASIC Class Orders 99/90, 00/321, 04/667, 05/641, 06/51, 06/709) issued by the Australian Securities and Investments Commission.

Signed in accordance with a resolution of Directors.



**Stephen Peter Kinsella**  
Director  
Sydney, NSW

1 September 2010



# Auditor's Independence Declaration



**PricewaterhouseCoopers**  
**ABN 52 780 433 757**

Darling Park Tower 2  
201 Sussex Street  
GPO BOX 2650  
SYDNEY NSW 1171  
DX 77 Sydney  
Australia  
Telephone +61 2 8266 0000  
Facsimile +61 2 8266 9999  
[www.pwc.com/au](http://www.pwc.com/au)

## **Auditor's Independence Declaration**

As lead auditor for the audit of Preferred Capital Limited for the year ended 30 June 2010, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Preferred Capital Limited.

A handwritten signature in black ink, appearing to read 'Stuart Scoular', is written over a horizontal line.

Stuart Scoular  
Partner  
PricewaterhouseCoopers

Sydney  
1 September 2010

Liability limited by a scheme approved under  
Professional Standards Legislation

Preferred Capital Limited

# Financial Report

## Contents

- 9 Statement of Comprehensive Income
- 10 Statement of Financial Position
- 11 Statement of Changes in Equity
- 12 Statement of Cash Flows

# Preferred Capital Limited

## Statement of Comprehensive Income

For the year ended 30 June 2010

	Notes	2010 \$'000	2009 \$'000
Revenue from continuing operations	3	41,205	61,423
Expenses	3	(39,536)	(53,684)
<b>Profit before income tax</b>		<b>1,669</b>	<b>7,739</b>
Income tax expense	4	(2)	(3)
<b>Profit for the year</b>		<b>1,667</b>	<b>7,736</b>
<b>Other comprehensive income</b>		<b>–</b>	<b>–</b>
<b>Total comprehensive income attributable to members of Preferred Capital Limited</b>		<b>1,667</b>	<b>7,736</b>

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

# Preferred Capital Limited

## Statement of Financial Position

As at 30 June 2010

	Notes	2010 \$'000	2009 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	292	287
Receivables	6	11,510	8,023
<b>Total current assets</b>		<b>11,802</b>	<b>8,310</b>
<b>Non-current assets</b>			
Loans and other receivables	7	1,166,456	1,166,456
<b>Total non-current assets</b>		<b>1,166,456</b>	<b>1,166,456</b>
<b>Total assets</b>		<b>1,178,258</b>	<b>1,174,766</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Payables	8	10,616	8,010
Income tax liabilities		2	3
<b>Total current liabilities</b>		<b>10,618</b>	<b>8,013</b>
<b>Non-current liabilities</b>			
Interest bearing liabilities	9	1,166,456	1,166,456
<b>Total non-current liabilities</b>		<b>1,166,456</b>	<b>1,166,456</b>
<b>Total liabilities</b>		<b>1,177,074</b>	<b>1,174,469</b>
<b>Net assets</b>		<b>1,184</b>	<b>297</b>
<b>Shareholders' equity</b>			
Share capital*	10	–	–
Retained profits	11	1,184	297
<b>Total equity</b>		<b>1,184</b>	<b>297</b>

\* Share capital of \$12 has been rounded to nil.

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

# Preferred Capital Limited

## Statement of Changes in Equity

For the year ended 30 June 2010

		Share Capital*	Retained Earnings	Total Shareholder's Equity
	Notes	\$'000	\$'000	\$'000
<b>As at 1 July 2008</b>		-	<b>3,903</b>	<b>3,903</b>
Total Comprehensive income		-	7,736	7,736
<i>Transactions with owners in their capacity as owners:</i>				
Dividends paid	12	-	(11,342)	(11,342)
<b>As at 30 June 2009</b>		-	<b>297</b>	<b>297</b>
Total Comprehensive income		-	1,667	1,667
<i>Transactions with owners in their capacity as owners:</i>				
Dividends paid	12	-	(780)	(780)
<b>As at 30 June 2010</b>		-	<b>1,184</b>	<b>1,184</b>

\* Share capital of \$12 has been rounded to nil.

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

# Preferred Capital Limited

## Statement of Cash Flows

For the year ended 30 June 2010

	Notes	2010 \$'000	2009 \$'000
<b>Cash flows from operating activities</b>			
Interest income received		37,718	73,920
Interest expense paid		(36,927)	(62,563)
Other expenses paid		(3)	(3)
Income tax paid		(3)	(4)
<b>Net cash inflow from operating activities</b>	18(b)	<b>785</b>	<b>11,350</b>
<b>Cash flows from financing activities</b>			
Dividends paid		(780)	(11,342)
<b>Net cash outflow from financing activities</b>		<b>(780)</b>	<b>(11,342)</b>
<b>Net increase in cash and cash equivalents held</b>		<b>5</b>	<b>8</b>
Cash and cash equivalents at the beginning of the year		287	279
<b>Cash and cash equivalents at the end of the year</b>	18(a)	<b>292</b>	<b>287</b>

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

## Preferred Capital Limited

# Notes to the Financial Statements

For the year ended 30 June 2010

### Contents

14	<b>Note 1.</b>	Summary of significant accounting policies
19	<b>Note 2.</b>	Segment information
20	<b>Note 3.</b>	Revenue and expenses
20	<b>Note 4.</b>	Income tax
21	<b>Note 5.</b>	Current assets – Cash and cash equivalents
21	<b>Note 6.</b>	Current assets – Receivables
21	<b>Note 7.</b>	Non-current assets – Loans and other receivables
22	<b>Note 8.</b>	Current liabilities – Payables
22	<b>Note 9.</b>	Non-current liabilities – Interest bearing liabilities
22	<b>Note 10.</b>	Share capital
23	<b>Note 11.</b>	Retained profits
23	<b>Note 12.</b>	Dividends
24	<b>Note 13.</b>	Financial risk management
27	<b>Note 14.</b>	Disclosures about the fair value of financial instruments
28	<b>Note 15.</b>	Remuneration of auditors
28	<b>Note 16.</b>	Directors and key management personnel
29	<b>Note 17.</b>	Related party transactions
30	<b>Note 18.</b>	Notes to the Statement of Cash Flows
30	<b>Note 19.</b>	Capital management
31	<b>Note 20.</b>	Contingent assets, liabilities and commitments
31	<b>Note 21.</b>	Events after reporting date

# Notes to the Financial Statements

For the year ended 30 June 2010

## Note 1. Summary of significant accounting policies

### General information

The General Purpose Financial Report ('Financial Report') of Preferred Capital Limited (the 'Company') for the year ended 30 June 2010, was approved and authorised for issue by the Board of Directors on 1 September 2010. The Directors have the power to amend and reissue the financial statements. These financial statements are the individual financial statements of the Company as an individual entity.

The Company is incorporated and domiciled in Australia. It is a company limited by shares. The address of its registered office is Ground Floor, Tower 1, 201 Sussex Street, Sydney NSW 2000, Australia. Its immediate and ultimate parent entity is Commonwealth Bank of Australia (the 'Bank').

The Company's principal activity is to act as a special purpose vehicle for capital raising purposes as part of the Bank's capital management program. It was used to raise capital through the issue of Perpetual Exchangeable Repurchaseable Listed Shares (PERLS III) under a prospectus dated 3 March 2006. The gross proceeds of \$1.17 billion received by the Company through the issue of PERLS III have been invested in Convertible Notes issued by the Bank's New Zealand branch ('CBA New Zealand').

The functional and presentational currency of the Company has been determined to be Australian Dollars (AUD) as this currency

best reflects the economic substance of the underlying events and circumstances relevant to the Company.

The principal accounting policies adopted in the presentation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

### a) Bases of accounting

The Financial Statements for the year ended 30 June 2010 have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards ('AAS's'), other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Urgent Issues Group (UIG) Interpretations.

The basis of the AASs are the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'). As a result of complying with AAS, the Financial Statements comply with IFRS and Interpretations issued by the IASB.

The preparation of the Financial Statements in conformity with AASs requires management to make estimates and assumptions that affect the amounts reported in the Financial Statements. Further information is included in Note 1(m) Critical Accounting Policies and Estimates. The use of available information and the application of judgement are inherent in the formation of estimates. Actual results could differ from these estimates.



## **b) Basis of preparation**

The Financial Statements are prepared on the basis of historical cost convention.

During the year, the Company adopted the revised AASB 101 Presentation of Financial Statements and AASB 7 Financial Instruments: Disclosures that were effective 1 January 2009. The revised AASB 101 standard requires the separate presentation of a Statement of Comprehensive Income and a Statement of Changes in Equity. All non-owner changes in equity must now be presented in the Statement of Comprehensive Income. As a consequence, the company had to change the presentation of its financial statements. Comparative information has been re-presented so that it is also in conformity with the revised standard.

There were no other new standards, interpretations or amendments which were required to be adopted by the Company during the financial year commencing 1 July 2009.

The Company did not early adopt any standards, interpretations or amendments during the financial year commencing 1 July 2009.

The following standards and amendments will be applied for the financial year commencing 1 July 2010:

- Revised AASB 107 Statement of Cash Flows which clarifies that only expenditure resulting in a recognised asset can be categorised as a cash flow from investing activities. The initial application of this revised standard is not expected to materially impact the financial results of the Company.
- Revised AASB 101 Presentation of Financial Statements which clarifies how to classify the liability component of a convertible instrument. The initial application of this revised standard is not expected to materially impact the financial results of the Company.
- AASB 9 Financial Instruments: Classification and Measurements which replaces the multiple classification and measurement models in AASB 139 Financial Instruments: Recognition and Measurement with a single model that has only two classification categories: amortised costs and fair value. The Company is assessing the impact of this new standard, as well as the continued project to replace AASB 139.
- AASB 1053 Application of Tiers of Australian Accounting Standards and AASB 2010-2 Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements. This is the first stage of revisions to the differential reporting framework in Australia, and introduces a two-tier differential reporting regime that applies to all entities that prepare General Purpose Financial Statements. AASB 1053 identifies the types of entities that must apply full IFRS as adopted in

The following standard is not mandatory until accounting periods on or after 1 January 2013, but early adoption is permitted:

The following standards are not mandatory until accounting periods beginning on or after 1 July 2013, but early adoption is permitted:

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

Australia (Tier 1) in preparing General Purpose Financial Statements, including for-profit private sector entities that have public accountability. Other entities, including for-profit private sector entities that do not have public accountability and all not-for-profit private sector entities, must apply as a minimum the Reduced Reporting Requirements (Tier 2) in preparing General Purpose Financial Statements. On 30 June 2010 the AASB officially introduced a revised differential reporting framework in Australia. Under this framework, a two-tier differential reporting regime applies to all entities that prepare general purpose financial statements. Preferred Capital Limited has public accountability as it is listed on the ASX and is therefore not eligible to adopt the new Australian Accounting Standards – Reduced Disclosure Requirements. As a consequence, the two standards will have no impact on the financial statements of the entity.

There are no other standards, amendments or interpretations available for early adoption at 1 July 2010 that will be applicable to the Company.

## **c) Cash and cash equivalents**

Cash and cash equivalents include cash at banks and money at short call with an original maturity of three months or less. They are brought to account at the face value or the gross value of outstanding balance.

## **d) Revenue recognition**

Revenue is recognised and measured at the fair value of consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The source of revenue is interest income and Top-up Payments from the ultimate parent entity.

### **Interest income**

Interest income is recognised on an accruals basis using the effective interest method.

### **Top-up Payments**

Where the Company does not receive sufficient funds from the Convertible Notes to cover payments required on PERLS III, the Bank has the right under the 'Top-up Deed', in its absolute discretion to make a Top-up Payment to cover the shortfall. Top-up Payments are recognised only when approved by the Bank.

## **e) Financial instruments**

Financial assets and financial liabilities which are not at fair value are carried at cost or amortised cost.

Under AASB 132 and AASB 139, financial instruments are required to be classified into certain categories which determine the accounting treatment of the item. The company has adopted the following categories:

- Loans and other receivables
- Liabilities at amortised cost
- Equity

### ***Derecognition of financial instruments***

The derecognition of a financial instrument takes place when the Company no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party and the risks and rewards have substantially been transferred.

### **f) Loans and other receivables**

Loans and other receivables are primarily financial assets with fixed and determinable payments that are not quoted on an active market and include Convertible Notes issued by CBA New Zealand. These amounts are initially recognised at fair value including direct and incremental transaction costs. They are subsequently valued at amortised cost using the effective interest method.

### **g) Provisions for impairment**

#### **Loans and other receivables**

The Company assesses at each balance date whether there is any objective evidence of impairment. If there is objective evidence that an impairment loss on loans and other receivables has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of the expected future cash flows, discounted at the financial assets' original effective interest rate. Short-term balances are not discounted.

Loans and other receivables are presented net of provisions for impairment.

### **h) Income tax**

Income tax on the profit for the period comprises current and deferred tax.

Income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the reporting date and which are expected to apply when the deferred tax asset is realised or the deferred tax liability is settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Commonwealth Bank of Australia Group ('the Group') has elected to be taxed as a single entity under the tax consolidation regime. In addition to the Group electing to be taxed as a single entity, the measurement and disclosure of deferred tax assets and liabilities has been performed in accordance with the principles in AASB 112, and on a standalone basis under UIG 1052. The Company is part of the Commonwealth Bank of Australia's tax consolidation group.

Any current tax liabilities/assets (after the elimination of intra-group transactions) and deferred tax assets arising from unused tax losses assumed by Commonwealth Bank of Australia (the 'Bank') from the subsidiaries in the tax consolidated group are recognised in conjunction with any tax funding arrangement amounts. Any difference between these amounts is recognised by the Company as an equity contribution from or distributions to the Bank.

The members of the tax consolidated group have entered into a tax funding arrangement which sets out the funding obligations of members of the tax consolidated group in respect of tax amounts.

## **i) Provisions**

A provision is recognised in the Statement of Financial Position when the Company has a legal or constructive obligation as a result of a past event, and where it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

### **Provision for dividend**

A provision for dividend payable is recognised when dividends are declared in the period in which they are approved by the Company's Directors and all terms and conditions set out in the PERLS III Terms of Issue are met.

The dividends payable to PERLS III holders are expected to be primarily sourced from interest paid on Convertible Notes issued by CBA New Zealand.

## **j) Interest bearing liabilities**

Interest bearing liabilities include PERLS III issued by the Company. PERLS III are initially recognised at fair value including direct and incremental transaction costs. They are subsequently valued at amortised cost using the effective interest method.

PERLS III may be exchanged for ordinary shares in the Bank, Bank PERLS III preference shares or a combination of Bank ordinary shares and cash after 6 April 2016 and, under certain circumstances as set out in the PERLS III Terms of Issue. PERLS III offers a non cumulative floating rate return. Dividends are reset quarterly commencing on 6 April 2006 and are payable quarterly in arrears.

**k) Payables and other liabilities**

Payables and other liabilities include interest payable which is recognised on a time proportion basis using the effective interest rate method.

**l) Shareholders' equity**

Ordinary share capital is the amount of paid up capital from the issue of ordinary shares and is classified as equity. Redeemable preference shares are classified as liabilities.

Retained profits are derived from revenue profits and are available for dividend.

**m) Critical accounting policies and estimates**

These notes to the financial statements contain a summary of the Company's significant accounting policies. Certain of these policies are considered to be more important in the determination of the Company's financial position, since they may require management to make difficult, complex or subjective judgements, some of which may relate to matters that are inherently uncertain. During the year management have not been required to make any decisions of this nature.

**n) Rounding of amounts**

The amounts contained in the Director's report and the financial report are presented in Australian Dollars and all values have been rounded to the nearest one thousand dollars unless otherwise stated under the option available to the Company under Class Order 98/0100 (as amended by ASIC Class Orders 99/90, 00/321, 04/667, 05/641, 06/51, 06/709) issued by the Australian Securities and Investments Commission.

**Note 2. Segment information**

The Company operates predominantly in one geographical area, Australia, and operates predominantly in one business segment. The Company's primary activity is to invest funds raised from the issue of PERLS III in Convertible Notes issued by CBA New Zealand. The Company is domiciled in Australia.

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## Note 3. Revenue and expenses

	30 June 2010 \$'000	30 June 2009 \$'000
<b>Revenue from continuing operations</b>		
Interest income from ultimate parent entity	11	13
Interest income from CBA New Zealand convertible notes	40,962	61,174
Top-Up Payment from ultimate parent entity	232	236
Total revenue from continuing operations	41,205	61,423
<b>Expenses</b>		
Interest paid	39,533	53,681
Other operational expenses	3	3
Total expenses	39,536	53,684

## Note 4. Income tax

	30 June 2010 \$'000	30 June 2009 \$'000
The major component of income tax expense is:		
<b>Statement of comprehensive income</b>		
<i>Current income tax</i>		
Current tax liability	2	3
<b>Income tax expense reported in statement of comprehensive income</b>	2	3
<b>Reconciliation between aggregate tax expense recognised in the statement of comprehensive income and tax expense calculated per the statutory income tax rate:</b>		
Profit from ordinary activities before income tax expense	1,669	7,739

#### Note 4. Income tax (continued)

	30 June 2010 \$'000	30 June 2009 \$'000
Prima facie tax on profit from ordinary activities at 30% (2009: 30%)	501	2,322
Non-assessable interest income	(12,289)	(18,352)
Non-assessable Top-Up Payment	(70)	(71)
Non-deductible interest expense	11,860	16,104
<b>Total income tax expense</b>	<b>2</b>	<b>3</b>

#### Note 5. Current assets – Cash and cash equivalents

	30 June 2010 \$'000	30 June 2009 \$'000
Cash at bank with ultimate parent entity	292	287

#### Note 6. Current assets – Receivables

	30 June 2010 \$'000	30 June 2009 \$'000
Interest receivable from ultimate parent entity	1	1
Interest receivable from CBA New Zealand Convertible Notes	11,509	7,786
Top-Up Payment receivable from ultimate parent entity	–	236
	<b>11,510</b>	<b>8,023</b>

#### Note 7. Non-current assets – Loans and other receivables

	30 June 2010 \$'000	30 June 2009 \$'000
Investment in CBA New Zealand Convertible Notes	1,166,456	1,166,456

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## Note 8. Current liabilities – Payables

	<b>30 June 2010</b> <b>\$'000</b>	30 June 2009 \$'000
Interest payable to PERLS III investors	<b>10,616</b>	8,010

The payment of interest to PERLS III investors is subject to the existence of certain conditions on the date prior to payment as set out in the PERLS III Terms of Issue.

## Note 9. Non-current liabilities – Interest bearing liabilities

	<b>30 June 2010</b> <b>\$'000</b>	30 June 2009 \$'000
PERLS III issued to investors	<b>1,166,456</b>	1,166,456

PERLS III may be exchanged for ordinary shares in the Bank, Bank PERLS III Preference shares or a combination of Bank ordinary shares and cash after 6 April 2016 and, under certain circumstances as set out in the PERLS III Terms of Issue. PERLS III offers a non-cumulative floating rate return. Dividends are reset quarterly and are payable quarterly in arrears.

## Note 10. Share capital

	<b>30 June 2010</b> <b>Shares</b>	30 June 2009 Shares	<b>30 June 2010</b> <b>\$'000</b>	30 June 2009 \$'000
<b>Authorised, issued and paid up capital*</b>	<b>12</b>	12	–	–

\* 12 ordinary shares of \$1 each rounded down to nil (2009: 12 ordinary shares of \$1 each rounded down to nil).

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.



## Note 11. Retained profits

	30 June 2010 \$'000	30 June 2009 \$'000
Retained profits at the beginning of the financial year	297	3,903
Net profit for the year	1,667	7,736
Dividends paid	(780)	(11,342)
Retained profits at the end of the financial year	1,184	297

## Note 12. Dividends

	30 June 2010 \$'000	30 June 2009 \$'000
Ordinary shares fully franked dividends paid on 6 July 2009 (\$nil per share) (7 July 2008: \$323,547.25 per share)	–	3,883
Ordinary shares fully franked dividends paid on 6 October 2009 (\$nil per share) (7 October 2008: \$321,718.20 per share)	–	3,861
Ordinary shares fully franked dividends paid on 6 January 2010 (\$11,292.12 per share) (6 January 2009: \$256,049.12 per share)	136	3,072
Ordinary shares fully franked dividends paid on 6 April 2010 (\$53,671.63 per share) (6 April 2009: \$43,847.30 per share)	644	526
	780	11,342

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## Note 13. Financial risk management

Financial risk management is the process of identifying, assessing, reporting and taking action to mitigate risks. The objective is to achieve sustainable earnings and growth potential for investors. The Company may have an exposure to market, liquidity and credit risks. These risks are monitored and reported on a regular basis to key management personnel and ultimately the Board of Directors of the Company.

### Market risk

Market risk is the risk that the future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and other prices.

The Company's primary source of income comes from interest payment from the investment in the Convertible Notes issued by CBA New Zealand branch. The Convertible Notes are an Australian Dollar denominated, unquoted debt instrument. Hence the Company is not exposed to foreign exchange rate or price risk.

### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows of financial instruments.

The interest on Convertible Notes and the dividend rate on PERLS III are calculated with reference to the 90 day Australian Bank Bill Swap Rate ('BBSW') and interest rate risk arising as a result of any movement in BBSW is generally passed on to the investors.

However if BBSW falls below 3.39%, the Company will not receive sufficient funds from the Convertible Notes to cover payments required on PERLS III. In such a situation, the interest rate risk is managed by requiring payments under the 'Top-up Deed' whereby the Bank will make a payment to meet any shortfall. The 'Top-up Deed' payment will only be activated if the Board of the Bank (or a committee of the Board of the Bank) declares or otherwise resolves to make the Top-up Payment and if none of the conditions described in the PERLS III Terms of Issue exist.

At 30 June 2010 if Australian Bank Bill Swap interest rates changed by +/- 1% (2009: +/- 1%) from the year end rates with all the other variables held constant, net profit and equity attributable to members of the Company would have been affected by \$5.61 million gains/\$1.37 million losses (2009: \$5.19 million losses/\$12.17 million losses).

## Liquidity risk

Balance Sheet liquidity risk is the risk of being unable to meet financial obligations as they fall due.

The Company raised its funding through the issuance of PERLS III. Dividends payable to PERLS III holders will be sourced from interest paid on Convertible Notes issued by the Bank through its New Zealand branch. Dividends on PERLS III will only be paid if the Bank pays interest on the Convertible Notes in accordance with Convertible Note Deed. Interest will only be paid if the Board of the Bank declares or otherwise resolves to pay the interest and if no Deferral Condition exists. The Company has an obligation to pay dividends to PERLS III holders only to the extent that the Bank pays interest on the Convertible Notes.

## Maturity analysis of financial liabilities

	0-3 months \$'000	3-12 months \$'000	1-5 years \$'000	Over 5 years \$'000	Total \$'000
<b>2010</b>					
<b>Financial liabilities</b>					
PERLS III	–	–	–	1,166,456	1,166,456
Payables and income tax liabilities	10,616	2	–	–	10,618
<b>Total</b>	<b>10,616</b>	<b>2</b>	<b>–</b>	<b>1,166,456</b>	<b>1,177,074</b>

## 2009

<b>Financial liabilities</b>					
PERLS III	–	–	–	1,166,456	1,166,456
Payables and income tax liabilities	8,010	3	–	–	8,013
<b>Total</b>	<b>8,010</b>	<b>3</b>	<b>–</b>	<b>1,166,456</b>	<b>1,174,469</b>

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## **Credit risk**

Credit risk is the potential of loss arising from failure of a debtor or counterparty to meet their contractual obligations.

The Company's exposure to credit risk arises from the creditworthiness of the Bank. The Bank is a diversified financial services conglomerate with a credit rating of A+ by Standard & Poor's and A3 by Moody's for long term debt.

The maximum credit risk the Company is exposed to at any given time is equal to the carrying value of assets in the Statement of Financial Position. Carrying value of total assets as at 30 June 2010 is \$1,178.26 million (2009: \$1,174.77 million).

This exposure to the credit worthiness of the Bank is passed to investors in PERLS III. The Company has no obligation to make payments under PERLS III if payment is not received on the Convertible Notes.

## Note 14. Disclosures about the fair value of financial instruments

These amounts represent estimates of the fair values of the Company's financial assets and financial liabilities at a point in time based on the following valuation methods and assumptions. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Market prices are used to determine fair value, where an active market (such as a recognised stock exchange) exists, as it is the best evidence of the fair value of a financial instrument. For financial instruments where no market price is available, the fair values presented in the following table have been estimated using present value or other estimation and valuation techniques based on market conditions existing at reporting dates.

It is the Company's intent to hold its financial instruments to maturity and therefore it is not probable that the net fair values shown would be realised in 2010.

	<b>Carrying value \$'000 30 June 2010</b>	<b>Fair value \$'000 30 June 2010</b>	<b>Carrying value \$'000 30 June 2009</b>	<b>Fair value \$'000 30 June 2009</b>
<b>Financial assets</b>				
Cash and cash equivalents	<b>292</b>	<b>292</b>	287	287
Current assets – Receivables	<b>11,510</b>	<b>11,510</b>	8,023	8,023
Non-current assets – Loans and other receivables	<b>1,166,456</b>	<b>1,008,586</b>	1,166,456	1,036,275
<b>Financial liabilities</b>				
Payables and income tax liabilities	<b>10,618</b>	<b>10,618</b>	8,013	8,013
Interest bearing liabilities	<b>1,166,456</b>	<b>966,768</b>	1,166,456	991,639

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## Note 15. Remuneration of auditors

Fees for services rendered by the Company's auditor in relation to the statutory audit are borne by the ultimate parent entity.

## Note 16. Directors and key management personnel

The Directors of the Company have been determined to be key management personnel (KMP) within the scope of AASB 124: Related Party Disclosures. The names of the persons who were Directors of Preferred Capital Limited at any time during the financial year were as follows:

G A Petersen

M J Venter

R M McEwan

S P Kinsella

I M Saines

There were no changes to key management personnel after the reporting date and the date the financial report was authorised for issue.

## **Compensation of Directors and key management personnel**

The Company does not pay remuneration to its Directors or secretaries and has no employees. The Directors are employees of the Bank and their role as KMP is incidental to their role as an employee of the Bank. All Directors' remuneration is borne by the ultimate parent entity and relates solely to other services performed with respect to their employment by Commonwealth Bank of Australia. None of the Directors of Preferred Capital Limited hold any shares, options or other interests in the Company.

## **Loans and other transactions**

Any loans to Directors and KMP or their related parties are made by the ultimate parent entity, a provider of finance on terms and conditions that apply to similar transactions with other Directors and key management personnel of the parent entity.

There are no other transactions with Directors and KMP or their related parties.

## Note 17. Related party transactions

### Ultimate parent entity

The ultimate parent entity is Commonwealth Bank of Australia.

### Transactions with related parties

The following transactions occurred with related parties:

	30 June 2010 \$'000	30 June 2009 \$'000
<b>Interest revenue</b>		
Interest income from ultimate parent entity	11	13
Interest income from CBA New Zealand	40,962	61,174
	40,973	61,187
Top-up Payment from ultimate parent entity	232	236
<b>Outstanding balances with related parties</b>		
<b>Investments</b>		
Investment in CBA New Zealand Convertible Notes	1,166,456	1,166,456
<b>Cash and cash equivalents</b>	292	287
Bank account with ultimate parent entity	292	287
<b>Receivables</b>		
Interest receivable from CBA New Zealand	11,509	7,786
Interest receivable from ultimate parent entity	1	1
Top-up Payment receivable from ultimate parent entity	–	236
	11,510	8,023

All transactions with related parties in the Company were made on normal commercial terms and conditions at market rates, except that there are no fixed terms for the repayment of loans between the parties.

# Notes to the Financial Statements (continued)

For the year ended 30 June 2010

## Note 18. Notes to the Statement of Cash Flows

### a) Reconciliation of cash and cash equivalents

For the purpose of the Statement of Cash Flows, cash and cash equivalents includes cash at bank and money at short call.

	30 June 2010 \$'000	30 June 2009 \$'000
Cash and cash equivalents at the end of year	292	287

### b) Reconciliation of net profit after income tax to net cash inflow from operating activities

	30 June 2010 \$'000	30 June 2009 \$'000
Profit from ordinary activities after income tax	1,667	7,736
<b>Changes in assets and liabilities</b>		
(Increase)/decrease in receivables	(3,487)	12,496
Increase/(decrease) in payables	2,606	(8,881)
Decrease in income tax liabilities	(1)	(1)
Net cash inflow from operating activities	785	11,350

## Note 19. Capital management

The Company's capital management objectives are to ensure sufficient capital resources to support the Company's business and operational requirements and safeguard the Company's ability to continue as a going concern.

Periodic reviews of the entity's capital requirements are performed to ensure the Company is meeting its objectives.

The Company's capital is defined as 'equity' as shown in the Statement of Financial Position plus net debt and is not subject to any external capital requirements.



## Note 20. Contingent assets, liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2010 (2009: none). CBA New Zealand and the Company entered into an agreement under which, in consideration for the Company agreeing to subscribe for Convertible Notes, CBA New Zealand agrees to pay all of the Company's upfront costs and expenses in connection with the offer and the issue of PERLS III including, without limitation, all legal, accounting, share registry, listing, printing, advertising and other expenses.

## Note 21. Events after reporting date

The Directors are not aware of any matter or circumstance that has occurred since the end of the year that has significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years.

# Directors' Declaration

30 June 2010

In accordance with a resolution of the Directors of Preferred Capital Limited, the Directors declare that:

- (a) the Financial Statements and notes thereto of the Company comply with Accounting Standards and in their opinion are in accordance with the *Corporations Act 2001*;
- (b) the Financial Statements and notes thereto also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board, as confirmed in Note 1(a);
- (c) the Financial Statements and notes thereto give a true and fair view of the Company's financial position as at 30 June 2010 and of its performance for the year ended on that date;
- (d) in the opinion of the Directors, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (e) the Directors have been given the declarations required under Section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2010.

Signed in accordance with a resolution of the Directors.



Stephen Peter Kinsella  
Director

Sydney, NSW  
1 September 2010

# Independent Auditor's Report to the Members of Preferred Capital Limited



**PricewaterhouseCoopers**  
**ABN 52 780 433 757**

Darling Park Tower 2  
201 Sussex Street  
GPO BOX 2650  
SYDNEY NSW 1171  
DX 77 Sydney  
Australia  
Telephone +61 2 8266 0000  
Facsimile +61 2 8266 9999  
[www.pwc.com/au](http://www.pwc.com/au)

## Report on the financial report

We have audited the accompanying financial report of Preferred Capital Limited (the company), which comprises the Statement of Financial Position as at 30 June 2010, the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

## Directors' responsibility for the financial report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies;

and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards.

## Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the

Liability limited by a scheme approved under Professional Standards Legislation

# Independent Auditor's Report to the Members of Preferred Capital Limited (continued)

assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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

## **Independence**

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

## **Auditor's opinion**

In our opinion:

- (a) the financial report of Preferred Capital Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the company's financial position as at 30 June 2010 and of their performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

**Matters relating to the electronic presentation of the audited financial report**

This auditor's report relates to the financial report of Preferred Capital Limited (the company) for the year ended 30 June 2010 included on Commonwealth Bank of Australia web site. The company's directors are responsible for the integrity of the Commonwealth Bank of Australia web site. We have not been engaged to report on the integrity of this web site. The auditor's report refers only to the financial report named above. It does not provide an opinion on any other information which may have been hyperlinked to/from the financial report. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited financial report to confirm the information included in the audited financial report presented on this web site.



PricewaterhouseCoopers



Stuart Scoular  
Partner  
PricewaterhouseCoopers

Sydney  
1 September 2010

Liability limited by a scheme approved under  
Professional Standards Legislation

[illegible]



ADB2996 300910

Not guaranteed by Commonwealth Bank of Australia

