



Advice



Cominsure



SOVEREIGN

Commonwealth Life



22 July 2014

The Trust Company (Australia) Limited
Level 15, 20 Bond Street
Sydney NSW 2000

Attention: Mr Alexander Pampel
Senior Manager, Regulated Fiduciary Services Corporate Trust

Dear Sir

Colonial Group Subordinated Note Trust Deed – Directors Quarterly Report for the period ending 30 June 2014

In accordance with the resolution of the Directors of Colonial Holding Company Limited, I provide this report as per section 283BF of the Corporations Act 2001 (**Act**). This report relates to Colonial Group Subordinated Notes (**Notes**) for the period ending 30 June 2014 (**Period**). Definitions used in this report are taken from the Corporations Act.

Colonial Holding Company Limited confirms that there have not been any instances, during the Period, of any of the following:

- (a) any failure by the borrower or any guarantor to comply with the terms of the Notes or the provisions of the trust deed or Chapter 2L of the Act; and
- (b) any event that has caused, or could cause, one or more of the following:
 - (i) any amount deposited or lent under the Notes to become immediately payable;
 - (ii) the Notes to become immediately enforceable; or
 - (iii) any other right or remedy under the terms of the Notes or provisions of the trust deed to become immediately enforceable;
- (c) any circumstances that materially prejudice:
 - (i) the borrower or any of its subsidiaries or any guarantor; or
 - (ii) any security or charge included in or created by the Notes or the trust deed; or
- (d) any substantial change in the nature of the business of the borrower or any of its subsidiaries or any guarantor;

Colonial Holding Company Limited further confirms that there have not been any instances, during the Period, of any of the following:

- (e) any of the following events:
 - (i) the appointment of a guarantor;
 - (ii) the cessation of liability of a guarantor body for the payment of the whole or part of the money for which it was liable under the guarantee;
 - (iii) a change in name of a guarantor;
- (f) the net amount outstanding on any advances at the end of the quarter if the borrower has created a charge where:
 - (i) the total amount to be advanced on the security of the charge is indeterminate; and

- (ii) the advances are merged in a current account with bankers, trade creditors or anyone else;
- (g) any other matters that may materially prejudice any security or the interests of the Notes holders;

For the purposes of section 283BF(5) of the Act, the borrower deposits money with, or lends money to, related bodies corporate in the normal course of business. Details for the Period are as follows:

| | |
|--|-----------------|
| Amount lent to / deposited with related bodies corporate during the Period | \$83,449,510 |
| (Amount repaid to Colonial Holding Company Limited during the Period) | \$(754,421,211) |
| Net deposit / lending for the Period | \$(670,971,702) |
| Amount owing to Colonial Holding Company Limited at end of Period | \$252,473,188 |

This report is made in accordance with a resolution of the Board of Directors of Colonial Holding Company Limited.

Signed on 22 July 2014 by:



Angela Clarke
Company Secretary
Colonial Holding Company Limited