
CITIBANK, N.A.

New Zealand Branch
and Associated Banking Group

DISCLOSURE STATEMENT

30 June 2012

GENERAL DISCLOSURE STATEMENT

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP

GENERAL DISCLOSURES

The financial statements are those of the aggregated financial statements for the New Zealand Branch and the Associated Banking Group (the "Banking Group").

The ultimate holding company of the Banking Group is Citigroup Inc. which is a global diversified financial services holding company whose businesses provide a broad range of financial services to consumer and corporate customers.

Registered Bank: Directorate and Responsible Persons

Responsible Person of Citibank, N.A. in New Zealand

Derek Syme
Citi Country Officer
Citibank, N.A. New Zealand Branch

Responsible Person of Citibank, N.A. signing as agent for all Citibank, N.A. director:

Stephen Roberts
Citi Country Officer
Citi Australia

Directors of Citibank, N.A.

Eugene M. McQuade
Robert L. Joss
Lawrence R. Ricciardi
Robert L. Ryan
Anthony M. Santomero
Joan E. Spero
Franz B. Humer

On 17 April 2012 Timothy C. Collins, Michael E. O'Neill and Ernesto Zedillo resigned and Joan E. Spero was elected to Citibank, N.A.'s board of directors. On June 29 2012 Franz B. Humer was elected to Citibank, N.A.'s board of directors. There have been no other changes since the last full year disclosure statement dated 31 December 2011.

Guarantee Arrangements

Citibank, N.A. New Zealand Branch

Citibank, N.A. New Zealand Branch does not have any guarantees over any material obligations as at 29 August 2012.

Auditors of Citigroup Inc. and Citibank, N.A. New Zealand Branch and Associated Banking Group

Name and address for Service of any auditor whose report is referred to in the Disclosure Statement

Citigroup Inc.	KPMG LLP Independent Registered Public Accountant Firm 345 Park Avenue New York, New York 10154
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Citibank, N.A. New Zealand Branch and Associated Banking Group	KPMG Chartered Accountants 10 Shelley Street Sydney, NSW 2000 Australia
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Conditions of Registration

There have been no changes to Citibank, N.A.'s Conditions of Registration since the last disclosure statement dated 31 December 2011.

Non-consolidated Activities

Citibank, N.A. does not conduct any insurance business or non-financial business in New Zealand.

Credit Ratings

Citibank, N.A. has the following long-term debt ratings which are applicable to the New Zealand Branch's long-term senior unsecured obligations which are payable in New Zealand in New Zealand dollars.

Citibank, N.A.

	Current Rating
Moody's	A3 (stable)
Standard & Poor's	A (negative)
Fitch	A (stable)

Citibank, N.A. New Zealand Branch

Standard & Poor's, Moody's and Fitch have an implied rating equal to Citibank, N.A. as Citibank, N.A. New Zealand Branch is part of the same legal vehicle.

No material qualifications attach to the obligations and the ratings have not been withdrawn.

Other Material Matters

There are no matters relating to the business affairs of Citibank, N.A. New Zealand Branch and Associated Banking Group which are not contained elsewhere in the General Disclosure Statement which if disclosed would materially adversely affect the decision of a person to subscribe for Debt Securities of which Citibank, N.A. New Zealand Branch is an issuer.

Financial Statements of the Registered Bank, Overseas Banking Group and Overseas Bank

Any person, upon request and without charge, may obtain a copy of Citibank, N.A. New Zealand Branch and Associated Banking Group's most recent Disclosure Statement, which contains a copy of the most recent publicly available consolidated financial statements of Citibank, N.A. (the Citibank Call Report for the six months ended June 30, 2012), and the Citigroup Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, immediately by requesting a copy from Citibank, N.A.'s New Zealand office in Auckland. It is available on the Bank's website 'www.citi.co.nz'.

The information relating to Citibank, N.A. contained in the General Disclosure Statement is derived from, and is qualified in its entirety by reference to, the detailed information and consolidated financial statements included in the Citibank Call Report for the six months ended June 30, 2012, which is included as part of the Disclosure Statement. Citibank, N.A. prepares its Call Reports in accordance with regulatory instructions issued by the Federal Financial Institutions Examination Council. In 1997, the FFIEC adopted U.S. GAAP as the reporting basis for the balance sheet, income statement and related schedules included in the Call Report. However, the presentation of financial statements in the Call Reports differs significantly from the presentation of financial statements included in Citigroup Inc.'s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission and Citibank, N.A.'s audited financials filed with the Federal Deposit Insurance Corporation. In addition, the Call Reports generally contain less disclosure than audited financial statements prepared in accordance with U.S. GAAP.

Citibank, N.A. is an indirect wholly-owned subsidiary of Citigroup Inc.

Financial Information of the Overseas Banking Group

(The following information has not been audited)

	(Thousands of US Dollars)	
	30-Jun-12	30-Jun-11
Profitability		
Net Profit/(Loss) after tax for the six months ended	6,009,000	1,863,000
Net Profit/(Loss) after tax over the previous twelve months as a percentage of average total assets	1.13%	0.41%
Size		
Total Assets	1,347,841,000	1,216,291,000
Percentage Change in total assets over the previous twelve months	10.82%	5.04%
Asset Quality		(restated)
Total Impaired Assets	26,280,000	22,511,000
Total Impaired Assets as a percentage of Total Assets	1.95%	1.85%
Total Individual Credit Impaired Allowance	-	-
Total Individual Credit Impaired Allowance as a percentage of Total Impaired Assets	0.00%	0.00%
Total Collective Credit Impairment Allowance	-	-
Total Collective Credit Impairment Allowance as a percentage of Total Impaired Assets	0.00%	0.00%

Impaired assets for Citibank, N.A. consist of non-accrual loans, restructured loans, other non-accrual assets and other real estate owned. Citibank, N.A. maintains an allowance that is available to absorb all probable credit losses inherent in its portfolio. The allowance for loan and lease losses at 30 June 2012 is US\$23,054 million (30 June 2011: US\$15,945 million).

Total individually impaired assets for Citibank, N.A. are not included because such figures are not publicly available.

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2012**

	NOTE	Banking Group		
		30-Jun-12	30-Jun-11	31-Dec-11
		\$(000's)	\$(000's)	\$(000's)
		unaudited	unaudited	audited
Interest Income		36,305	36,637	71,455
Interest Expense		18,371	16,301	32,474
NET INTEREST INCOME		17,934	20,336	38,981
Operating Revenue/(Loss)	3	6,828	(658)	8,815
Operating Expenses		24,762	19,678	47,796
OPERATING PROFIT BEFORE INCOME TAX		9,908	11,851	25,158
PROFIT BEFORE INCOME TAX		9,908	11,851	25,158
Income Tax Expense		2,718	3,352	6,996
PROFIT AFTER INCOME TAX		7,190	8,499	18,162
Other Comprehensive Income				
Available For Sale Reserve				
Fair value gain taken directly to equity		(45)	516	-
Tax on movements and transfers		13	(144)	-
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		(32)	372	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		7,158	8,871	18,162

The accompanying notes form part of these financial statements and supplementary information

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2012**

NOTE	Banking Group		
	30-Jun-12 \$(000's) unaudited	30-Jun-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
Capital			
Citicorp Services Limited			
Authorized, Issued and Paid-Up Capital			
- 25,000,000 (2011: 25,000,000) Ordinary Shares, fully paid	<u>28,595</u>	<u>28,595</u>	<u>28,595</u>
	<u>28,595</u>	<u>28,595</u>	<u>28,595</u>
Head Office Account			
Citibank, N.A. New Zealand Branch			
At the beginning of the period	33,071	32,808	32,808
Contribution from Head Office	30	6	263
At the end of the period	<u>33,101</u>	<u>32,814</u>	<u>33,071</u>
Available For Sale Reserve			
At the beginning of the period	-	-	-
Other comprehensive income	(32)	372	-
At the end of the period	<u>(32)</u>	<u>372</u>	<u>-</u>
Retained earnings			
At the beginning of the period	103,145	84,983	84,983
Profit after tax	7,190	8,499	18,162
At the end of the period	<u>110,335</u>	<u>93,482</u>	<u>103,145</u>
Equity at the end of the period	<u>171,999</u>	<u>155,263</u>	<u>164,811</u>
Represented by :			
Equity at the beginning of the period	164,811	146,386	146,386
Transactions with owners, recorded directly in equity			
Contribution from Head Office	30	6	263
Total transactions with owners	<u>30</u>	<u>6</u>	<u>263</u>
Total Comprehensive Income for the six months:			
Profit for the six months	7,190	8,499	18,162
Other comprehensive income			
Net change in fair value of available for sale securities	(32)	372	-
Total other comprehensive income	<u>(32)</u>	<u>372</u>	<u>-</u>
Total Comprehensive Income for the period	<u>7,158</u>	<u>8,871</u>	<u>18,162</u>
Equity at the end of the period	<u>171,999</u>	<u>155,263</u>	<u>164,811</u>

The accompanying notes form part of these financial statements and supplementary information

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2012

	NOTE	Banking Group		
		30-Jun-12 \$(000's) unaudited	30-Jun-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
ASSETS				
Cash and Demand Deposits with Central Banks		670,477	992,843	448,162
Advances to Financial Institutions at Call		41	200,321	102
Due from Related Parties	7	101,095	65,378	155,270
Financial Assets at Fair Value through the Income Statement		779,375	650,488	730,089
Derivative Financial Instruments		28,161	16,317	26,298
Current Tax Assets		157	790	-
Available for Sale Securities		102,027	107,066	-
Loans and Advances	5	910,683	393,886	782,627
Other Assets		11,790	4,897	4,554
Deferred Tax Assets		996	903	687
Property Plant and Equipment		151	175	159
TOTAL ASSETS		2,604,953	2,433,064	2,147,948
LIABILITIES				
Deposits from Other Banks		23,124	21,594	22,861
Due to Related Parties	7	1,370,423	1,034,149	872,719
Other Deposits		999,618	1,175,520	1,037,059
Derivative Financial Instruments		28,566	35,493	35,328
Current Tax Liabilities		-	-	2,247
Provisions		201	201	201
Other Liabilities		11,022	10,844	12,722
TOTAL LIABILITIES		2,432,954	2,277,801	1,983,137
EQUITY				
Issued and Paid-Up Capital		28,595	28,595	28,595
Head Office Account		33,101	32,814	33,071
Available for sale reserves		(32)	372	-
Retained Earnings		110,335	93,482	103,145
TOTAL EQUITY		171,999	155,263	164,811
TOTAL LIABILITIES AND EQUITY		2,604,953	2,433,064	2,147,948
Total Interest Earning and Discount Bearing Assets		2,563,698	2,409,982	2,116,250
Total Interest and Discount Bearing Liabilities		2,393,165	2,231,263	1,932,639

The accompanying notes form part of these financial statements and supplementary information

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2012**

NOTE	Banking Group		
	30-Jun-12 \$(000's) unaudited	30-Jun-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash was provided from:			
Interest Income	35,109	35,960	68,193
Other Income	9,866	7,218	21,154
Decrease in financial assets at fair value	-	350,615	272,569
Decrease in placements due from related companies	86,052	859	-
Increase in deposits due to related parties	497,586	-	-
	628,613	394,652	361,916
Cash was applied to:			
Interest Expense	18,593	16,814	31,302
Trading Loss	10,882	12,073	24,432
Tax Paid	5,430	3,568	3,917
Other Expenses	23,247	9,458	24,420
Increase in placements due from related companies	-	-	83,164
Increase in financial assets at fair value	49,765	-	-
Increase in placements/loans	128,056	16,696	405,437
Increase in available for sale financial assets	101,475	106,034	-
Decrease in customer deposits	37,178	109,924	247,118
Decrease in deposits due to related parties	-	138,538	299,968
Net cashflow from operating activities	253,987	(18,453)	(757,842)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash was applied to:			
Purchase of fixed assets	16	31	32
Net cashflow from investing activities	(16)	(31)	(32)
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash was provided from:			
Increase in Head Office account	42	(10)	349
Net cashflow from financing activities	42	(10)	349
Net increase/(decrease) in cash	254,013	(18,494)	(757,525)
Opening cash and cash equivalents	486,606	1,244,131	1,244,131
Closing cash and cash equivalents	740,619	1,225,637	486,606

The accompanying notes form part of these financial statements and supplementary information

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE SIX MONTHS ENDED 30 JUNE 2012**

The financial statements are those of the aggregated financial statements for the New Zealand Branch and the Associated Banking Group (the "Banking Group").

The ultimate holding company of the Banking Group is Citigroup Inc. which is a global diversified financial services holding company whose businesses provide a broad range of financial services to consumer and corporate customers.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The entity's interim financial statements have been prepared in accordance with the requirements of the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2012 and NZ IAS 34 *Interim Financial Reporting*. These financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2011.

These interim financial statements were authorised for issue by Citibank, N.A. under power of attorney and by the boards of directors of Citicorp Services Limited and its subsidiaries on this 29th day of August 2012.

b) Basis of preparation

The financial report is presented in New Zealand dollars.

The financial report is prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial instruments at fair value through the income statement, and available for sale securities.

The amounts in the financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

c) Changes in accounting policy

There have been no material changes in accounting policies since the last annual financial statements dated 31 December 2011.

2. FINANCIAL RISK MANAGEMENT

There have been no material changes in the Banking Group's policies for managing risk, or material exposure to any new types of risk since the last annual financial statements dated 31 December 2011.

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE SIX MONTHS ENDED 30 JUNE 2012

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
3. OPERATING REVENUE/(LOSS)			
Net Trading Gains/(Losses)	(2,820)	(5,874)	(7,918)
Other Operating Revenue	9,648	5,216	16,733
	6,828	(658)	8,815

4. TOTAL LIABILITIES TO THIRD PARTIES

	Branch		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
Deposits from Other Banks	23,124	21,594	22,861
Other Deposits	999,618	1,175,520	1,037,059
Other Liabilities	9,189	10,668	12,955
	1,031,931	1,207,782	1,072,875

5. IMPAIRED ASSETS

Citibank, N.A. New Zealand Branch and Associated Banking Group have no impaired assets, restructured assets, assets (including real estate) acquired through the enforcement of security or other assets under administration.

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
Past Due Assets			
less than 30 days past due	4	-	17
at least 30 days but less than 60 days past due	4	20	15
at least 60 days but less than 90 days past due	4	37	15
at least 90 days past due	37	-	25
	49	57	72

6. CASHFLOW STATEMENT

The cashflow statement that forms part of the Financial Statements has been prepared on the net cash flows of this entity. The reason for this presentation is that the business of banking produces cash receipts and payments for items in which their turnover is quick, the amounts are large and the maturities are short. The reporting of gross turnover of these items would not assist in the understanding of these Financial Statements.

Cash and cash equivalents include cash on hand, deposits held overnight or on call with financial institutions, nostro accounts and other short term highly liquid assets which are subject to insignificant risk of change in their fair value and are used by the entity in the management of its short term commitments.

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
CASH AND CASH EQUIVALENTS COMPRISE			
Cash Balances with Third Parties	670,518	1,193,164	448,264
Cash Balances with Related Parties	70,101	32,473	38,342
	740,619	1,225,637	486,606

RECONCILIATION OF NET PROFIT AFTER TAX TO NET CASH FLOWS FROM OPERATING ACTIVITIES

Net Profit after Tax	7,190	8,499	18,162
Add back			
Depreciation	24	23	40
Increase in accrual of interest expense	-	-	1,172
Increase in accrual of other expenses/income	-	433	1,871
Increase in accrual of fees and commissions	-	-	728
Decrease in operating assets and liabilities	267,164	-	-
Decrease in accrual of tax	-	-	3,079
Deduct			
Increase in operating assets and liabilities	-	19,717	763,118
Decrease in accrual of other expenses/income	7,992	-	-
Decrease in accrual of interest expense	222	513	-
Increase in accrual of interest income	1,196	677	3,262
Decrease in accrual of fees and commissions	207	87	-
Increase in accrual of revaluations	8,062	6,198	16,514
Increase in accrual of tax	2,712	216	-
Net Cash Flow from Operating Activities	253,987	(18,453)	(757,842)

7. RELATED PARTIES TRANSACTIONS

(a) ULTIMATE HOLDING COMPANY

The ultimate parent of Citibank, N.A. New Zealand Branch, Citicorp Services Limited and Citibank Nominees (New Zealand) Limited (Associated Banking Group) is Citigroup Inc. These financial statements reflect only the operations of the New Zealand branch of Citibank, N.A. and Associated Banking Group. The financial statements of Citigroup Inc. should be read in conjunction with these statements.

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE SIX MONTHS ENDED 30 JUNE 2012

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
(b) TRANSACTIONS			
Interest Received - Head Office (including other branches)	1,748	699	4,831
Interest Received - Other Related Parties	355	361	723
Interest Paid - Head Office (including other branches)	7,442	4,107	9,242
Interest Paid - Other Related Parties	1,256	919	1,717
Net Trading (Losses) - Head Office (including other branches)	(16,356)	(1,578)	(7,918)
Management Fees (Paid) - Head Office (including other branches)	(8,699)	(1,045)	(9,188)
(c) BALANCES			
Due from Related Parties - Head Office (including other branches)	68,202	36,565	88,916
Due from Related Parties - Other Related Parties	32,893	28,813	66,354
Derivative Financial Instruments - Head Office (including other branches)	28,161	16,317	26,298
Other Assets - Head Office (including other branches)	7,793	2,289	932
Other Assets - Other Related Parties	6	100	66
	137,055	84,084	182,566
Due to Related Parties - Head Office (including other branches)	1,273,632	993,829	798,654
Due to Related Parties - Other Related Parties	96,791	40,320	74,065
Derivative Financial Instruments - Head Office (including other branches)	28,566	35,493	35,328
Other Liabilities - Head Office (including other branches)	1,494	303	1,757
Other Liabilities - Other Related Parties	540	74	400
	1,401,023	1,070,019	910,204
Interest Rate - Swap (Notional Value) - Head Office (including other branches)	398,000	508,000	408,000
Foreign Exchange Forwards (Notional Value) - Head Office (including other branches)	523,791	670,293	473,330

All transactions with related parties are at commercial arms length terms and rates. These are conducted predominantly with other Citibank, N.A. branches and in the case of the Branch, the Associated Banking Group as well.

All Citigroup Inc. entities within New Zealand are grouped for tax reporting purposes. This group includes the Branch, the Associated Banking Group and Citigroup Global Markets entities. There were no outstanding tax balances at 30 June 2012 between these entities.

8. CAPITAL MANAGEMENT

Citibank, N.A. New Zealand Branch, as a full branch of Citibank, N.A., has a banking license but is not subject to any minimum capital requirements in New Zealand due to its branch status other than the requirement to comply with Thin Capitalisation Rules. The compliance with the minimum capital adequacy requirements is administered at the US parent entity level.

The major business is conducted in Citibank, N.A. with no significant activity carried out in the banking group. The capital management plan is therefore prepared on a consolidated level covering both branch and banking group.

The objectives of this Capital Management Plan are:

- To ensure that the entity maintains an appropriate level of capital commensurate to its risks and to support new business initiatives and growth;
- To ensure that capital is maintained at a level that meets Thin Capitalisation Rules and to support the case for any capital surplus repatriation back to New York;
- To ensure sufficient liquidity, limits and ratios are in place to support any asset growth.

Financial instruments, both on and off-balance sheet, are entered into by the bank in the normal course of business to provide financial services to customers, to manage its exposure to risk and for trading purposes.

Financial instrument transactions are subject to credit standards, financial controls, and risk-limiting and monitoring procedures. Collateral requirements are determined by evaluating each customer and product, and will include cash and mortgages.

The contract or notional values of these instruments reflect the volume of the bank's activities in these products and do not represent the much smaller amounts potentially subject to risk.

All liabilities are unsecured and were transacted at the prevailing market rates.

The credit equivalent amounts for off balance sheet exposures are determined in accordance with the current exposure method under the Reserve Bank of New Zealand's risk weighted capital adequacy guidelines.

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE SIX MONTHS ENDED 30 JUNE 2012

9. CONCENTRATIONS OF CREDIT EXPOSURE

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
Industry Sectors	unaudited	unaudited	audited
Financial	1,626,344	1,973,525	1,398,823
Government	122,231	184,259	22,487
Mining	58,535	33,748	56,057
Other Manufacturing	186,027	52,969	123,424
Real Estate	156,113	72,067	160,868
Retail Trade	226,524	206	211,041
Transport	104,960	111,569	108,318
Wholesale Trade	105,810	126,431	90,136
Other	176,562	11,398	163,496
	2,763,106	2,566,172	2,334,650
Other Assets	9,063	4,965	1,884
	2,772,169	2,571,137	2,336,534

ANZSIC codes have been used as the basis for disclosing industry sectors.
The concentration of credit exposure includes both on and off balance sheet items.

10. CONCENTRATIONS OF FUNDING

(a) Counterparty Type

	Banking Group		
	30-Jun-12	30-Jun-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
(a) Counterparty Type	unaudited	unaudited	audited
Finance	1,734,857	1,546,501	1,253,061
Communication	74,955	48,187	60,344
Insurance	32,357	25,683	13,379
Food Manufacturing	74,490	42,022	47,131
Other Manufacturing	204,955	235,792	258,958
Property and Business Services	110,440	108,745	126,450
Transport	27,985	26,762	38,659
Wholesale Trade	126,648	200,650	150,200
Other	37,698	34,863	24,734
	2,424,385	2,269,205	1,972,916
Income Tax Liabilities, Provisions and Other Liabilities	8,569	8,596	10,221
	2,432,954	2,277,801	1,983,137

ANZSIC codes have been used as the basis for disclosing industry sectors.

(b) Geographical Areas

Exposures within New Zealand	665,495	767,257	590,768
Exposures to other countries (in NZD) -			
Australia	194,572	151,418	159,521
Great Britain	288,498	192,449	34,633
Hong Kong	42,564	12,471	36,114
Luxembourg	144,086	187,501	236,506
Singapore	414,230	95,617	219,509
United States	555,718	715,869	503,887
Other	119,322	146,623	191,978
	2,424,485	2,269,205	1,972,916
Income Tax Liabilities, Provisions and Other Liabilities	8,569	8,596	10,221
	2,433,054	2,277,801	1,983,137

11. CREDIT EXPOSURES TO INDIVIDUAL COUNTERPARTIES

Based on actual credit exposures, no credit exposure to any individual counterparty of Citibank, N.A. New Zealand Branch and Associated Banking Group equaled or exceeded 10% of Citibank, N.A.'s equity during this accounting period.

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12. INTEREST RATE RISK REPRICING SCHEDULE

The effective interest rates and contractual repricing or maturity periods (whichever dates are earlier) of financial instruments are as follows:

	Effective Interest Rates	Call \$(000's)	0-3 mths \$(000's)	3-6 mths \$(000's)	6-12 mths \$(000's)	1-2 years \$(000's)	More than 2 years \$(000's)	Total \$(000's)
Banking Group - as at 30 June 2012 (unaudited)								
Cash and Demand Deposits with Central Banks	2.50%	670,477	-	-	-	-	-	670,477
Advances to Financial Institutions at call	4.14%	41	-	-	-	-	-	41
Due from Related Parties	2.04%	87,233	13,862	-	-	-	-	101,095
Financial Assets at Fair Value through profit and loss	2.73%	-	727,217	-	-	52,158	-	779,375
Available for Sale Securities	2.79%	-	49,760	52,267	-	-	-	102,027
Loans and Advances	3.58%	128,596	529,887	250,040	99	2,061	-	910,683
		<u>886,347</u>	<u>1,320,726</u>	<u>302,307</u>	<u>99</u>	<u>54,219</u>	<u>-</u>	<u>2,563,698</u>
Deposits from Other Banks	0.19%	23,124	-	-	-	-	-	23,124
Due to Related Parties	2.86%	419,148	861,275	90,000	-	-	-	1,370,423
Other Deposits	1.64%	888,288	109,830	1,500	-	-	-	999,618
		<u>1,330,560</u>	<u>971,105</u>	<u>91,500</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,393,165</u>
Foreign Exchange Contracts		-	523,791	-	-	-	-	523,791
Interest Rate Swaps		50,000	-	-	-	(50,000)	-	-
OFF BALANCE SHEET		<u>50,000</u>	<u>523,791</u>	<u>-</u>	<u>-</u>	<u>(50,000)</u>	<u>-</u>	<u>523,791</u>
Banking Group - as at 30 June 2011 (unaudited)								
Cash and Demand Deposits with Central Banks	2.50%	992,843	-	-	-	-	-	992,843
Advances to Financial Institutions at call	2.62%	200,321	-	-	-	-	-	200,321
Due from Related Parties	2.40%	65,378	-	-	-	-	-	65,378
Financial Assets at Fair Value through profit and loss	2.91%	-	547,849	51,010	-	-	51,629	650,488
Available for Sale Securities	3.48%	-	-	-	-	107,066	-	107,066
Loans and Advances	4.26%	27,478	279,063	82,916	1,511	261	2,657	393,886
		<u>1,286,020</u>	<u>826,912</u>	<u>133,926</u>	<u>1,511</u>	<u>107,327</u>	<u>54,286</u>	<u>2,409,982</u>
Deposits from Other Banks	0.64%	21,594	-	-	-	-	-	21,594
Due to Related Parties	2.38%	381,839	652,310	-	-	-	-	1,034,149
Other Deposits	1.71%	1,038,220	137,300	-	-	-	-	1,175,520
		<u>1,441,653</u>	<u>789,610</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,231,263</u>
Foreign Exchange Contracts		671,496	-	-	-	-	-	671,496
Interest Rate Swaps		50,000	-	-	-	-	(50,000)	-
OFF BALANCE SHEET		<u>721,496</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(50,000)</u>	<u>671,496</u>
Banking Group - as at 31 December 2011 (audited)								
Cash and Demand Deposits with Central Banks	2.50%	448,162	-	-	-	-	-	448,162
Advances to Financial Institutions at call	5.45%	102	-	-	-	-	-	102
Due from Related Parties	2.66%	105,182	50,088	-	-	-	-	155,270
Financial Assets at Fair Value through the profit and loss	2.88%	-	677,585	-	-	-	52,504	730,089
Loans and Advances	3.85%	12,278	308,863	438,952	20,040	137	2,357	782,627
		<u>565,724</u>	<u>1,036,536</u>	<u>438,952</u>	<u>20,040</u>	<u>137</u>	<u>54,861</u>	<u>2,116,250</u>
Deposits from Other Banks	0.15%	22,861	-	-	-	-	-	22,861
Due to Related Parties	1.97%	208,206	564,513	100,000	-	-	-	872,719
Other Deposits	1.61%	909,654	127,405	-	-	-	-	1,037,059
		<u>1,140,721</u>	<u>691,918</u>	<u>100,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,932,639</u>
Foreign Exchange Contracts		-	473,330	-	-	-	-	473,330
Interest Rate Swaps		50,000	-	-	-	-	(50,000)	-
OFF BALANCE SHEET		<u>50,000</u>	<u>473,330</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(50,000)</u>	<u>473,330</u>

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13. LIQUIDITY RISK - MATURITY PROFILE

The contractual maturity periods of financial instruments are as follows:

	Call	0-12 mths	1-2 years	2-5 years	More than 5 years	Gross nominal inflow/ (outflow)	Carrying Amount
	\$(000's)	\$(000's)	\$(000's)	\$(000's)	\$(000's)	\$(000's)	\$(000's)
Banking Group - as at 30 June 2012 (unaudited)							
Assets							
Cash and Demand Deposits with Central Banks	670,477	-	-	-	-	670,477	670,477
Advances to Financial Institutions at call	41	-	-	-	-	41	41
Due from Related Parties	87,233	13,866	-	-	-	101,099	101,095
Financial Assets at Fair Value through profit or loss	-	727,217	52,158	-	-	779,375	779,375
Derivative Financial Instruments	28,161	-	-	-	-	28,161	28,161
Available for Sale Securities	-	102,027	-	-	-	102,027	102,027
Loans and Advances	128,596	190,877	68,180	424,281	104,354	916,288	910,683
Other Financial Assets	175	3,856	-	-	-	4,031	4,031
	914,683	1,037,843	120,338	424,281	104,354	2,601,499	2,595,890
Liabilities							
Deposits from Other Banks	23,124	-	-	-	-	23,124	23,124
Due to Related Parties	419,148	759,134	5,660	203,458	-	1,387,400	1,370,423
Other Deposits	888,288	111,789	-	-	-	1,000,077	999,618
Derivative Financial Instruments	28,566	-	-	-	-	28,566	28,566
Other Financial Liabilities	1,248	1,406	-	-	-	2,654	2,654
	1,360,374	872,329	5,660	203,458	-	2,441,821	2,424,385
Banking Group - as at 30 June 2011 (unaudited)							
Assets							
Cash and Demand Deposits with Central Banks	992,843	-	-	-	-	992,843	992,843
Advances to Financial Institutions at call	200,321	-	-	-	-	200,321	200,321
Due from Related Parties	65,378	-	-	-	-	65,378	65,378
Financial Assets at Fair Value through profit or loss	-	598,859	-	51,629	-	650,488	650,488
Derivative Financial Instruments	16,317	-	-	-	-	16,317	16,317
Available for Sale Securities	-	-	107,066	-	-	107,066	107,066
Loans and Advances	24,112	192,257	35,593	34,310	111,447	397,719	393,886
Other Financial Assets	233	1,567	-	-	-	1,800	1,800
	1,299,204	792,683	142,659	85,939	111,447	2,431,932	2,428,099
Liabilities							
Deposits from Other Banks	21,594	-	-	-	-	21,594	21,594
Due to Related Parties	193,765	840,470	-	-	-	1,034,235	1,034,149
Other Deposits	1,037,720	138,239	-	-	-	1,175,959	1,175,520
Derivative Financial Instruments	35,493	-	-	-	-	35,493	34,593
Other Financial Liabilities	769	1,680	-	-	-	2,449	2,449
	1,289,341	980,389	-	-	-	2,269,730	2,268,305
Banking Group - as at 31 December 2011 (audited)							
Assets							
Cash and Demand Deposits with Central Banks	448,162	-	-	-	-	448,162	448,162
Advances to Financial Institutions at call	102	-	-	-	-	102	102
Due from Related Parties	105,182	50,118	-	-	-	155,300	155,270
Financial Assets at Fair Value through profit or loss	-	677,585	-	52,504	-	730,089	730,089
Derivative Financial Instruments	26,298	-	-	-	-	26,298	26,298
Loans and Advances	12,278	116,046	107,330	554,812	-	790,466	782,627
Other Financial Assets	152	3,364	-	-	-	3,516	3,516
	592,174	847,113	107,330	607,316	-	2,153,933	2,146,064
Liabilities							
Deposits from Other Banks	22,861	-	-	-	-	22,861	22,861
Due to Related Parties	208,206	665,762	-	-	-	873,968	872,719
Other Deposits	909,654	127,735	-	-	-	1,037,389	1,037,059
Derivative Financial Instruments	35,328	-	-	-	-	35,328	35,328
Other Financial Liabilities	1,001	3,948	-	-	-	4,949	4,949
	1,177,050	797,445	-	-	-	1,974,495	1,972,916

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Liquidity risk is managed on the basis of expected maturity dates for certain products (see below). The main assumption made is that the balance sheet does not mature and is based on a business-as-usual view of the Banking Group's funding requirements.

All related party assets and liabilities are managed on a contractual maturity basis.

It is assumed that third party assets will roll over as management is not expecting any reduction in the balance sheet and are therefore shown in the > 2 years category. The only exception is cash with central banks which is treated as contractual.

Third party liabilities are split in to two main categories -

- a) Long-term debt which is managed on a contractual maturity basis
- b) Corporate and other deposits. Non-volatile balances are reported in the >2 years and volatile balances in the overnight bucket. The methodology for calculating the volatile and non-volatile balances is based on an analysis of 2.36 standard deviations of the previous twelve months balances and the resulting percentages are applied to the balance sheet.

The expected maturity periods of financial instruments are based on the carrying value of the balance sheet.

The expected maturity periods of financial instruments are as follows:

	Call \$(000's)	0-12 mths \$(000's)	1-2 years \$(000's)	> 2 years \$(000's)	Total \$(000's)
Banking Group - as at 30 June 2012 (unaudited)					
Assets					
Cash and Demand Deposits with Central Banks	670,477	-	-	-	670,477
Advances to Financial Institutions at call	-	-	-	41	41
Due from Related Parties	87,233	13,862	-	-	101,095
Financial Assets at Fair Value through profit or loss	-	-	-	779,375	779,375
Available for Sale Securities	-	-	-	102,027	102,027
Loans and Advances	-	-	-	910,683	910,683
Other Financial Assets	67	15	-	3,949	4,031
	757,777	13,877	-	1,796,075	2,567,729
Liabilities					
Deposits from Other Banks	3,469	-	-	19,655	23,124
Due to Related Parties	419,148	751,275	-	200,000	1,370,423
Other Deposits	271,579	-	-	728,039	999,618
Other Financial Liabilities	657	1,288	-	709	2,654
	694,853	752,563	-	948,403	2,395,819
Net Assets and Liabilities	62,924	(738,686)	-	847,672	171,910
Banking Group - as at 30 June 2011 (unaudited)					
Assets					
Cash and Demand Deposits with Central Banks	992,843	-	-	-	992,843
Advances to Financial Institutions at call	-	-	-	200,321	200,321
Due from Related Parties	65,378	-	-	-	65,378
Financial Assets at Fair Value through profit or loss	-	-	-	650,488	650,488
Loans and Advances	-	-	-	393,886	393,886
Other Financial Assets	193	-	-	1,607	1,800
	1,058,414	-	-	1,246,302	2,304,716
Liabilities					
Deposits from Other Banks	3,239	-	-	18,355	21,594
Due to Related Parties	193,765	840,384	-	-	1,034,149
Other Deposits	332,493	-	-	843,027	1,175,520
Other Financial Liabilities	514	174	-	1,761	2,449
	530,011	840,558	-	863,143	2,233,712
Net Assets and Liabilities	528,403	(840,558)	-	383,159	71,004

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	Call \$(000's)	0-12 mths \$(000's)	1-2 years \$(000's)	> 2 years \$(000's)	Total \$(000's)
Banking Group - as at 31 December 2011 (audited)					
Assets					
Cash and Demand Deposits with Central Banks	448,162	-	-	-	448,162
Advances to Financial Institutions at call	-	-	-	102	102
Due from Related Parties	105,182	50,088	-	-	155,270
Financial Assets at Fair Value through profit or loss	-	-	-	730,089	730,089
Loans and Advances	-	-	-	782,627	782,627
Other Financial Assets	122	19	-	3,375	3,516
	553,466	50,107	-	1,516,193	2,119,766
Liabilities					
Deposits from Other Banks	3,429	-	-	19,432	22,861
Due to Related Parties	208,206	664,513	-	-	872,719
Other Deposits	354,714	-	-	682,345	1,037,059
Other Financial Liabilities	839	1,555	-	2,555	4,949
	567,188	666,068	-	704,332	1,937,588
Net Assets and Liabilities	(13,722)	(615,961)	-	811,861	182,178

14. EXPOSURES TO MARKET RISK

	Implied Risk Weighted Exposure \$(000's)	Notional Capital Charge \$(000's)	Notional Capital Charge - % of Citibank, N.A.'s Equity \$(000's)
	Banking Group 30-Jun-12 unaudited		
Interest Rate Risk	688	55	-
Peak Interest Rate Risk 01/01/12-30/06/12	1,163	93	-
Foreign Currency Risk	1,913	153	-
Peak Foreign Currency Risk 01/01/12-30/06/12	1,913	153	-
	30-Jun-11 unaudited		
Interest Rate Risk	3,413	273	-
Peak Interest Rate Risk 01/01/11-30/06/11	3,950	316	-
Foreign Currency Risk	315	25	-
Peak Foreign Currency Risk 01/01/11-30/06/11	2,425	194	-
	31-Dec-11 audited		
Interest Rate Risk	1,400	112	-
Peak Interest Rate Risk 01/07/11-31/12/11	4,038	323	-
Foreign Currency Risk	1,388	111	-
Peak Foreign Currency Risk 01/07/11-31/12/11	1,800	144	-

Market risk notional capital charges are derived in accordance with the Capital Adequacy Framework (Standardised Approach) (BS2A) per the Registered Bank Disclosure Statement (Overseas Incorporated Registered Banks) Order 2012.

Peak Exposure has been derived using the Overseas Banking Group's equity as at the end of the quarter.

The branch segregates its exposure to market risk between trading and non-trading portfolios. Trading portfolios cover risks arising from market making and proprietary position taking, together with financial assets and liabilities that are managed on a fair value basis. Non-trading portfolios cover risks resulting from mainstream banking activities.

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15. CAPITAL ADEQUACY

Citibank, N.A. New Zealand Branch is a branch of, and each member of the Associated Banking Group is a wholly-owned subsidiary of, Citibank, N.A., which is an indirect wholly-owned subsidiary of Citigroup Inc. The following sets forth the capital ratios of Citibank, N.A.

CITIBANK, N.A.	As at 30-Jun-12 unaudited	As at 30-Jun-11 unaudited	As at 31-Dec-11 audited
Tier 1 Capital as a percentage of risk weighted exposures	15.23%	14.18%	14.70%
Total Capital (Tier 1 and 2) as a percentage of risk weighted exposures	16.50%	16.05%	16.20%

Citibank, N.A. is subject to risk-based capital and leverage guidelines issued by the U.S. regulator for national banks, the Office of the Comptroller of the Currency. The Office of the Comptroller of the Currency is required by law to take specific prompt actions with respect to institutions that do not meet minimum capital standards.

Citibank, N.A. complies with the following minimum capital adequacy requirements at least equal to that specified under the Basel I approach, as administered by the Office of the Comptroller of the Currency:

Tier 1 Capital of Citibank, N.A. is not less than 4 percent of risk weighted exposures

Total Capital (Tier 1 and 2) of Citibank, N.A. is not less than 8 percent of risk weighted exposures

16. SUBSEQUENT EVENTS

There has not arisen in the interval between 30 June 2012 and the date of this report any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Branch, to affect significantly the operations of the entity, the results of those operations, or the state of affairs of the entity in future financial years.

The Directors' and the New Zealand Chief Executive Officer's Statement

The undersigned officers of Citibank, N.A., being the Citigroup Country Officer of Citibank, N.A. New Zealand Branch (the "CCO"), signing this statement on his own behalf in such capacity, and Stephen H. Roberts, the duly authorised agent in writing of each and every director of Citibank, N.A., signing this statement on behalf of each such director, who, after due enquiry by the CCO and such directors, believe that -

As at the date hereof, the Disclosure Statement contains all the information required by the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2012.

As at the date hereof, the Disclosure Statement is not false or misleading.


During the half-year period ended 30 June 2012, Citibank, N.A., New Zealand Branch complied with the conditions of registration imposed on it by the Reserve Bank of New Zealand pursuant to section 74 of the Reserve Bank of New Zealand Act 1989.

During the half-year period ended 30 June 2012, Citibank, N.A., New Zealand Branch had systems in place to monitor and control adequately the material risks of its Banking Group, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk, and other business risks, and those systems were being properly applied.

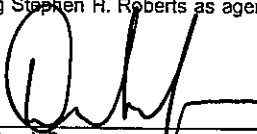
However, no system of internal control can facilitate the perfect management of banking risks.

However, changes in the financial condition of Citibank, N.A., Citibank, N.A. New Zealand Branch and Associated Banking Group, and/or Citigroup Inc. may have occurred after 30 June 2012, the most recent date of any of the financial statements included in this Disclosure Statement, although such changes, if any, and except as set forth in the Disclosure Statement, are not believed to be material in the context of such affected entity's overall financial condition.

It is confirmed that the said powers of attorney appointing Stephen H. Roberts as agent are still in force and have not been revoked.


Signed by Stephen H. Roberts
as agent for all the directors

Dated this 29th day of August 2012
in Sydney
Australia


Derek Syme
Citigroup Country Officer
Citibank, N.A. New Zealand Branch

Dated this 29th day of August 2012
in Auckland
New Zealand



Independent auditors' review report

To the Shareholder of Citibank N.A, New Zealand Branch

We have reviewed pages 1 to 15 of the interim financial statements of Citibank N.A, New Zealand Branch ("the Branch") and its related entities ("the Banking Group") prepared and disclosed in accordance with the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2012 (the 'Order') and the supplementary information prescribed in Schedules 5, 7, 9, 10, 12 and 14 of the Order. The interim financial statements, and supplementary information, provide information about the past financial performance and cash flows of the Branch and Banking Group and its financial position as at 30 June 2012.

Directors' responsibilities

The Directors of the Branch and Banking Group are responsible for the preparation and presentation of the Disclosure Statement, which includes interim financial statements prepared in accordance with Clause 26 of the Order and which give a true and fair view of the financial position of the Branch and Banking Group as at 30 June 2012 and its financial performance and cash flows for the six months ended on that date. The Directors are also responsible for such internal controls as the Directors determine are necessary to enable the preparation of the Disclosure Statement that is free from material misstatement, whether due to fraud or error.

They are also responsible for the preparation of supplementary information in the Disclosure Statement which fairly states the matters to which it relates in accordance with Schedules 3, 5, 7, 9, 10, 12 and 14 of the Order.

Reviewers' responsibilities

We are responsible for reviewing the interim financial statements and the supplementary information, disclosed in accordance with Clause 26 and Schedules 5, 7, 9, 10, 12 and 14 of the Order and presented to us by the directors.

We are responsible for reviewing the interim financial statements (excluding the supplementary information) in order to report to you whether, in our opinion on the basis of the procedures described below, anything has come to our attention that would cause us to believe that the interim financial statements have not been prepared, in all material respects, in accordance with NZ IAS 34 *Interim Financial Reporting* and do not present a true and fair view of the financial position of the Banking Group as at 30 June 2012 and its financial performance and cash flows for the six months ended on that date.

We are responsible for reviewing the supplementary information (excluding the supplementary information prescribed in Schedule 9 of the Order relating to credit and market risk exposures and capital adequacy) in order to report to you whether, in our opinion on the basis of the procedures described below, anything has come to our attention

that would cause us to believe that the supplementary information does not fairly state the matters to which it relates in accordance with Schedules 5, 7, 10, 12 and 14 of the Order.

We are responsible for reviewing the supplementary information relating to credit and market risk exposures and capital adequacy in order to state whether, on the basis of the procedures described below, anything has come to our attention that would cause us to believe that the information disclosed in accordance with Schedule 9 is not, in all material respects, prepared in accordance with the Capital Adequacy Framework (Basel I Approach) (BS2) and Capital Adequacy Framework (Standardised Approach) (BS2A); and disclosed in accordance with Schedule 9 of the Order.

Basis of opinion

We have performed our review in accordance with the review engagement standard RS-1 Statement of Review Engagement Standards issued by the External Reporting Board. A review is limited primarily to enquiries of Branch and Banking Group personnel and analytical review procedures applied to the financial data, and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Our firm has also provided other services to the Branch and Banking Group in relation to taxation and general accounting services. Partners and employees of our firm may also deal with the Branch and Banking Group on normal terms within the ordinary course of trading activities of the business of the Branch and Banking Group. There are, however, certain restrictions on dealings which the partners and employees of our firm can have with the Branch and Banking Group. These matters have not impaired our independence as auditors of the Branch and Banking Group. The firm has no other relationships with, or interest in, the Branch and Banking Group.

Review opinion

We have examined the interim financial statements including the supplementary information and based on our review nothing has come to our attention that causes us to believe that:

- the interim financial statements on pages 1 to 15 (excluding the supplementary information) have not been prepared, in all material respects, in accordance with NZ IAS 34 and do not present a true and fair view of the financial position of the Branch and Banking Group as at 30 June 2012 and its financial performance and cash flows for the six months ended on that date;
- the supplementary information prescribed by Schedules 5, 7, 10, 12 and 14 of the Order does not fairly state the matters to which it relates in accordance with those schedules; and
- the supplementary information relating to credit and market risk exposures and capital adequacy prescribed by Schedule 9 of the Order is not, in all material respects, prepared in accordance with Capital Adequacy Framework (Basel I Approach) (BS2)



and Capital Adequacy Framework (Standardised Approach) (BS2A) and disclosed in accordance with Schedule 9 of the Order.

Our review was completed on 29 August 2012 and our opinion is expressed as at that date.

KPMG.

KPMG
Sydney
29 August 2012