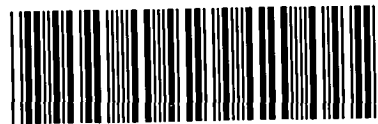


FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014**

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Registered Number SC047708

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

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**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30 JUNE 2014**

Directors:

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

K Lakhani
M J Lazberger
C Turpin
R C Wastcoat
S Turner (appointed 15 October 2013)
P Griffiths (appointed 24 March 2014)

Company Secretaries:

A C N Smith (resigned 15 August 2014)
G V Davies

Registered Office: 23 St Andrew Square, Edinburgh, EH2 1BB

The Directors present their report and the audited financial statements of the Company for the year ended 30 June 2014.

Directors and their Interests

The Directors of the Company during the year were those listed on page 1. There are no Directors' share interests requiring disclosure under the Companies Act 2006.

Directors' and Officers' Insurance

Subject to the Companies Act 2006, insurance policies have been affected for the Directors and Officers of all Group companies in respect of potential liabilities arising from negligence or error.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30 JUNE 2014**

Statement of Directors' Responsibilities (continued)

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of Information to Auditors

In the case of each of the Directors, the following applies:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2014

Principal Activities and Status

The principal activity of the Company is the management of investment portfolios, mainly for clients resident outside the UK. The Company is regulated by the FCA and the SEC.

Commonwealth Bank of Australia ("CBA"), incorporated in Australia and listed on the Australian Stock Exchange, is one of the largest Australian banks by market capitalisation and a leading provider of integrated financial services. CBA is regarded by the Directors of the Company as the Company's ultimate parent company.

Review of Business, Risks and Uncertainties

The Company is part of the international operations of Colonial First State Global Asset Management ("CFSGAM"). CFSGAM operates as First State Investments outside Australia. CFSGAM/First State Investments is the consolidated asset management division of CBA. As at 30 June 2014, CFSGAM and First State Investments collectively managed A\$172 billion in assets under management on behalf of institutional investors, pension funds, wholesale distributors and platforms, financial planners and their clients worldwide.

CFSGAM is managed by CBA's Wealth Management ("WM") division. Within CBA, WM is responsible for the manufacture and administration of non-banking services, including business units such as Colonial First State in Australia and First State Investments in the UK and Asia. WM also provides strategic and operational support for the investment and insurance products of group companies.

The Company provides a range of specialist investment management services. Our core areas of focus include Global equities, Asia Pacific and Global Emerging Markets equities, Global Emerging Markets debt, Property securities, Listed Infrastructure equities and Global Resources investment. We manage various types of investments

Pursuit of these goals has resulted in: the closure of a number of funds to new business due to maximum capacity constraints, in order to protect and enhance performance levels for existing clients; the development of the Listed Infrastructure and Global Emerging Markets debt businesses; the opening of a second branch office in Continental Europe; the appointment of a number of key senior personnel; and the implementation of systems globally.

We strive to be at the forefront of specialist investing in both developed and emerging markets, 72% of portfolios managed by First State's European and Asian based investment teams have outperformed their allocated benchmark over a 3 year basis as at 30 June 2014.

The principal risk to the level of profitability of the Company is the underlying profitability of the investment management entities within the Group in the event of another market correction or a sustained period of underperformance that leads to a significant decrease in funds under management. The particular long-term investment style of the Group should protect its revenue and its customers' investments more than many competitors, should any correction materialise. The business is also exposed to key man risk associated with the investing teams. The Directors are of the opinion that this risk has been managed via the introduction of a long term incentive scheme. These risks have been reported in First State Investment's Internal Capital Adequacy Assessment Process.

The Directors consider that the Company's activities will continue unchanged in the foreseeable future.

**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 30 JUNE 2014**

Results and Dividends

The profit for the financial year after taxation but before dividends was £31,828,000 (2013: £38,937,000).

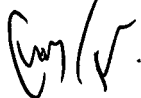
Dividends were recommended and paid as follows:

2014					2013				
Dividend	Date paid	Paid (£'000)	Paid to Ordinary Share Class		Date paid	Paid (£'000)	Paid to Ordinary Share Class		
			"A" (£'000)	"B" (£'000)			"A" (£'000)	"B" (£'000)	
Interim	14/03/14	10,000	128	9,872	12/12/12	20,000	157	19,843	
	17/06/14	10,000	29	9,971	20/03/13	10,000	29	9,971	
					20/06/13	10,500	30	10,470	
Final	n/a	-	-	-	n/a	-	-	-	-
		20,000	157	19,843		40,500	216	40,284	

The balance of profits retained on the Profit and Loss Account was thus £11,828,000 (2013: loss £1,563,000). At 30 June 2014 the balance of retained profits was £28,620,000 (2013: £16,792,000).

The Company's assets under management stood at £17.9bn (2013: £20.6bn). These figures include the First State Investments ICVC assets of £15.7bn (2013: £15.6bn) as the Company is the appointed Advisor.

By order of the Board



C Turpin
Director
Edinburgh

8 October 2014

**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FIRST STATE INVESTMENT
MANAGEMENT (UK) LIMITED
FOR THE YEAR ENDED 30 JUNE 2014**

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 30 June 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by First State Investment Management (UK) Limited, comprise:

- the Balance Sheet as at 30 June 2014;
- the Profit and Loss Account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FIRST STATE INVESTMENT
MANAGEMENT (UK) LIMITED
FOR THE YEAR ENDED 30 JUNE 2014**

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Allan McGrath (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh
8 October 2014

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2014

	Note	2014 £'000	2013 £'000
Turnover	2	116,187	128,962
Administrative expenses		(84,936)	(84,606)
Operating profit	3	31,251	44,356
Group dividends received		7,500	5,000
Interest receivable and similar income		140	159
Interest payable and similar charges		-	(7)
Profit on ordinary activities before taxation		38,891	49,508
Tax on profit on ordinary activities	5	(7,063)	(10,571)
Profit on ordinary activities after taxation		31,828	38,937
Group dividends paid	6	(20,000)	(40,500)
Retained profit/(loss)		11,828	(1,563)

There were no material acquisitions or discontinued operations during either financial year.

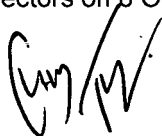
There is no difference between the profit/(loss) on ordinary activities before taxation and the profit for the financial years stated above, and their historical cost equivalents.

There were no recognised gains and losses other than those shown above.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
REGISTERED NUMBER SC047708
BALANCE SHEET
AS AT 30 JUNE 2014

	Note	2014 £'000	2013 £'000
Fixed Assets			
Investments	7	2,750	2,750
Current assets			
Debtors	8	30,740	53,479
Cash at bank and in hand		<u>49,372</u>	<u>67,819</u>
		80,112	121,298
Creditors: Amounts falling due within one year	9	<u>(19,986)</u>	<u>(73,000)</u>
Net current assets		<u>60,126</u>	<u>48,298</u>
Net assets		<u>62,876</u>	<u>51,048</u>
Capital and Reserves			
Called up share capital	10	34,256	34,256
Profit and loss account	11	<u>28,620</u>	<u>16,792</u>
Total shareholders' funds	11	<u>62,876</u>	<u>51,048</u>

The financial statements and notes on pages 7 to 14 were approved and authorised for issue by the Board of Directors on 8 October 2014 and were signed on its behalf by:



C Turpin
Director

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

1. Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the accounting policies, which have been applied consistently, is set out below.

(a) Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principle accounting policies which have been applied consistently throughout the year are set out below. The financial statements contain information about the Company as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, CBA, a company incorporated in Australia.

(b) Revenue

Revenue recognition is based on the benefits to the Company of any income flows which can be reliably determined. Turnover of the Company is from the provision of asset management services and includes management fees and performance fees. Turnover is presented net of Value Added Tax and other sales taxes.

Management fees are recognised as earned, over the year in which the services are performed. Such fees are primarily based on predetermined percentages of the value of assets under management and are presented net of allocations across entities made in accordance with our transfer pricing policy.

Performance fees are calculated with reference to performance benchmarks specified in the individual investment management agreements. Revenues arising in respect of performance fee arrangements are recognised provided that the outcome of such arrangements can be estimated reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

Interest received (and paid) is recognised on an accruals basis by applying the appropriate rate of interest.

(c) Administrative expenses

Administrative expenses are recognised in the year in which they are incurred and include amounts recharged from another group company.

(d) Taxation

The charge for taxation is based on the profit or loss for the year as adjusted for disallowable items. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, together with adjustments to tax payable in respect of prior years.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or right to pay less, tax in future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the financial statements which are capable of reversal in one or more subsequent years.

(e) Foreign currencies

Income is recorded at the exchange rate on the date of invoices so foreign exchange differences arise between the rate on the date of invoice and the rate at which the amounts are translated into sterling on the date of receipt. Foreign currency balances have been translated at market rates of exchange ruling at the Balance Sheet date. Gains and losses on exchange are taken to the Profit and Loss Account.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

1. Principal accounting policies (continued)

(f) Investments

Investments in subsidiaries are shown in the Balance Sheet at cost less impairment, where applicable. Investments are subject to review for impairment by the Directors annually or otherwise when determined to be required.

(g) Cashflow statement

The company is a wholly owned subsidiary of CBA and the cashflows of the Company are included in the consolidated group cash flow statement of CBA. Consequently the Company is exempt under the terms of Financial Reporting Standard number 1 (revised 1996) from publishing a cash flow statement.

(h) Employees

There are no employees of the company the management and administration is undertaken by employees of another group company.

2. Turnover

Turnover is the total of investment management, advisory and administration fees.

3. Operating profit

	2014	2013
	£'000	£'000
Operating profit is stated after charging/(crediting):		
Fees payable to auditor for audit of Company's financial statements	20	20
Fees payable to auditor for FCA/regulatory audit fee	7	7
Other fees payable to auditor for taxation services	6	7
Foreign exchange (gain)/loss	(391)	251

4. Directors' emoluments

	2014	2013
	£'000	£'000
Directors' emoluments excluding pension contributions	2,198	1,691
Aggregate pension contributions of all Directors	93	59
The emoluments, excluding pension contributions, of the highest paid Director	1,185	490
Pension contributions of the highest paid Director	16	22

All Directors of any First State Investments group companies domiciled in the UK are remunerated by First State Investment Services (UK) Limited, a related entity, and the amounts shown here are the proportion recharged to the Company from that entity. These include 4 (2013: 3) employees who are only Directors of First State Investments (UK) Limited.

Pension benefits are accruing to 4 (2013: 3) Directors under pension schemes operated by the Company. The accrued retirement benefit of the highest paid Director was £85,000 (2013: £58,000). This is the full amount of the benefit not just the proportion recharged to the Company.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

5. Tax on profit on ordinary activities	2014 £'000	2013 £'000
UK current tax:		
UK corporation tax on profits of the year	7,063	10,571
Adjustments in respect of previous years	-	(666)
Double tax relief	-	(1,580)
Overseas current tax:		
Overseas tax	-	1,580
Adjustments in respect of previous years	-	666
Total current tax and tax on profit on ordinary activities	7,063	10,571

Factors affecting tax charge for the year:

The corporation tax charge on the profit on ordinary activities for the year differs from that calculated at the standard rate of corporation tax in the UK of 22.50% (2013: 23.75%) as shown below.

Profit on ordinary activities before tax	38,891	49,508
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22.50% (2013: 23.75%)	8,751	11,758
Effect of:		
Group dividends received	(1,688)	(1,187)
Current tax charge for the year	7,063	10,571

6. Dividends paid

The Directors elected to pay dividends totalling £20,000,000 (2013: £40,500,000) to the parent company S I Holdings Limited.

7. Investments

The Company holds the undernoted investment in its subsidiary incorporated in the UK:

Name of company	Description of shares held	% held	Investment at cost 2014 £'000	2013 £'000
First State Investments International Ltd	Ordinary £1	100	2,750	2,750

The above Company is engaged in investment management.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

8. Debtors	2014 £'000	2013 £'000
Trade debtors	1,604	1,133
Amounts owed by group undertakings	25,238	46,843
Other taxes and social security	414	-
Corporation tax and Group relief receivable	-	1,182
Prepayments and accrued income	3,484	4,321
	<u>30,740</u>	<u>53,479</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

9. Creditors: amounts falling due within one year	2014 £'000	2013 £'000
Amounts owed to group undertakings	19,344	72,298
Corporation tax and Group relief payable	593	-
Other taxation and social security	-	637
Accruals and deferred income	49	65
	<u>19,986</u>	<u>73,000</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

The amount £593,000 of Corporation tax/Group relief payable represents the Corporation tax estimated as due for the year to 30 June 2014 of £7,063,000 less quarterly instalment payments made in relation to this year of £6,470,000. In the prior year the quarterly instalment payments exceeded the Corporation tax estimate resulting in a Corporation tax/Group relief receivable of £1,182,000.

10. Called up share capital	2014 £'000	2013 £'000
Authorised, allotted and fully paid:		
98,016 'A' Ordinary shares of £1	98	98
34,158,293 'B' Ordinary shares of £1	34,158	34,158
	<u>34,256</u>	<u>34,256</u>

The 'A' shares carry the right to receive the first £100,000 distributed per financial year by way of dividend. Any remaining balance to be distributed shall be distributed amongst the 'A' and 'B' shares *pari passu* accordingly to their respective nominal values.

On a return of capital or liquidation or otherwise, the net assets of the Company shall be distributed amongst the 'A' and 'B' shares *pari passu* in proportion to the amounts paid up thereon.

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

11. Reconciliation of shareholders' funds and movement on reserves

	Called Up Share Capital £'000	Profit and Loss Account £'000	Total £'000
At 1 July 2012	34,256	18,355	52,611
Retained profit for the financial year	-	38,937	38,937
Dividends paid	-	(40,500)	(40,500)
At 1 July 2013	34,256	16,792	51,048
Retained profit for the financial year	-	31,828	31,828
Dividends paid	-	(20,000)	(20,000)
At 30 June 2014	34,256	28,620	62,876

12. Related party disclosures

Under Financial Reporting Standard 8 - Related Party Disclosures, the Company is exempt from the requirement to disclose transactions with any other company in the CBA group.

13. Contingent liability

On 28 June 2007, the European Court of Justice ("ECJ") ratified the Advocate General's previous conclusion that the management fees of investment trusts, like those of authorised unit trusts and OEICs should be an exempt service for the purposes of VAT. Her Majesty's Revenue and Customs ("HMRC") has indicated that it will abide by this judgement. Investment trust companies are thus able to claim for a refund of VAT previously charged to them by the Company to the extent that they have not already recovered such VAT. This is applicable for the distinct time periods as determined by case law that the Company can itself reclaim VAT previously paid on to HMRC.

Repayments have been secured for investment trust clients for the years 1990 to 1996 and 2001 to 2007 and the amounts received passed on to those entities. Appropriate claims and appeals have also been lodged in respect of the intervening 1996 to 2001 period.

The question of VAT exemption being extended to pension fund clients is currently being considered in the Wheels Common Investment Fund test case. Appropriate protective claims have thus been made in respect of current and previous pension fund clients. In addition, protective claims and appeals have been lodged in case VAT exemption extends to certain other client types in the future. The Company's position is that it will only repay to any client amounts to the extent that they can be reclaimed by the Company itself from HMRC.

On the 7 March 2013 the ECJ handed down its decision in the Wheels Common Investment Fund case ruling against the taxpayer. The matter will now be referred back to the UK First-tier Tribunal. The Company will review the position following the publication of the final judgement by the UK court.

The total value of all outstanding protective claims as at 30 June 2014 amounted to £11,923,000. (30 June 2013: £11,923,000)

Whilst it is also possible that the Company may incur some professional advisor fees as a result of the reclaims, the Directors do not expect a material liability to arise.

**FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014**

14. Ultimate parent company

The immediate parent undertaking is SI Holdings Limited.

The ultimate parent undertaking and controlling party is CBA, which is the parent undertaking of the smallest and the largest group to consolidate these financial statements. Copies of CBA consolidated financial statements can be obtained from: Ground Floor, Tower 1, 201 Sussex Street, Sydney NSW 2000, Australia or from the following website: www.commbank.com.au.