

HEARTLAND — BANK —

Disclosure Statement

For the six months ended 31 December 2015

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GENERAL INFORMATION

This Disclosure Statement has been issued by Heartland Bank Limited (the bank) and its subsidiaries (the banking group) for the six months ended 31 December 2015 in accordance with the Registered Bank Disclosure Statements (New Zealand Incorporated Registered Banks) Order 2014 (as amended) (the Order).

Words and phrases defined by the Order have the same meanings when used in this Disclosure Statement.

On 31 December 2015, there was a change to the composition of the banking group as a result of an amalgamation of companies.

Prior to 31 December 2015, the banking group comprised the company that was then known as "Heartland Bank Limited" (Pre-amalgamated Heartland Bank) together with its subsidiaries. At that stage, Pre-amalgamated Heartland Bank was wholly owned by a company then known as "Heartland New Zealand Limited" (Heartland New Zealand). On 31 December 2015, Pre-amalgamated Heartland Bank amalgamated, by way of short form amalgamation, with Heartland New Zealand (the Amalgamation). Heartland New Zealand continued as the amalgamated company (with Pre-amalgamated Heartland Bank being struck off the register of companies), but changed its name to "Heartland Bank Limited".

As a result of the Amalgamation, Heartland Bank Limited became a registered bank under the Reserve Bank of New Zealand Act 1989 and the banking group expanded to include the company that is now known as Heartland Bank Limited. Refer to the Reporting entity note within the notes to the interim financial statements for further detail.

The bank's address for service is Level 3, Heartland House, 35 Teed Street, Newmarket, Auckland.

GUARANTEE ARRANGEMENTS

As at 31 December 2015 no material obligations of the bank are guaranteed.

DIRECTORS

The composition of the bank's Board has changed as a result of the Amalgamation. As at 31 December 2015 and the date of signing, the Directors of Heartland Bank Limited are:

Jeffrey K Greenslade

Nicola J Greer

Edward J Harvey

Bruce R Irvine

Graham R Kennedy

Christopher R Mace

Geoffrey T Ricketts

Gregory R Tomlinson

The above Directors were Directors of Pre-amalgamated Heartland Bank immediately prior to the Amalgamation (other than Richard Wilks who retired from the board of Pre-amalgamated Heartland Bank with effect from 31 December 2015), with the addition of Christopher Mace and Gregory Tomlinson (both of whom were directors of Heartland New Zealand Limited immediately prior to the Amalgamation).

AMENDMENTS TO CONDITIONS OF REGISTRATION

With effect from 1 November 2015, conditions 1,19, 20 and 21 were amended to refer to updated versions of Reserve Bank of New Zealand (RBNZ) documents.

CONDITIONS OF REGISTRATION

These conditions apply on and after 1 November 2015.

The registration of Heartland Bank Limited ("the bank") as a registered bank is subject to the following conditions:

1. That—

- (a) the Total capital ratio of the banking group is not less than 8%;
- (b) the Tier 1 capital ratio of the banking group is not less than 6%;
- (c) the Common Equity Tier 1 capital ratio of the banking group is not less than 4.5%;
- (d) the Total capital of the banking group is not less than \$30 million;
- (e) the bank must not include the amount of an Additional Tier 1 capital instrument or Tier 2 capital instrument issued after 1 January 2013 in the calculation of its capital ratios unless it has received a notice of non-objection to the instrument from the Reserve Bank; and
- (f) the bank meets the requirements of Part 3 of the Reserve Bank of New Zealand document "Application requirements for capital recognition or repayment and notification requirements in respect of capital" (BS16) dated November 2015 in respect of regulatory capital instruments.

For the purposes of this condition of registration, -

the Total capital ratio, the Tier 1 capital ratio, the Common Equity Tier 1 capital ratio and Total capital must be calculated in accordance with the Reserve Bank of New Zealand document: "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated November 2015.

an Additional Tier 1 capital instrument is an instrument that meets the requirements of subsection 8(2)(a) or (c) of the Reserve Bank of New Zealand document "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated November 2015.

a Tier 2 capital instrument is an instrument that meets the requirements of subsection 9(2)(a) or (c) of the Reserve Bank of New Zealand document "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated November 2015.

1A. That—

- (a) the bank has an internal capital adequacy assessment process ("ICAAP") that accords with the requirements set out in the document "Guidelines on a bank's internal capital adequacy assessment process ("ICAAP")" (BS12) dated December 2007;
- (b) under its ICAAP the bank identifies and measures its "other material risks" defined as all material risks of the banking group that are not explicitly captured in the calculation of the Common Equity Tier 1 capital ratio, the Tier 1 capital ratio and the Total capital ratio under the requirements set out in the document "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated November 2015; and
- (c) the bank determines an internal capital allocation for each identified and measured "other material risk".

1B. That, if the buffer ratio of the banking group is 2.5% or less, the bank must:

- (a) according to the following table, limit the aggregate distributions of the bank's earnings to the percentage limit to distributions that corresponds to the banking groups buffer ratio:

Banking group's buffer ratio	Percentage limit to distributions of the banks' earnings
0% - 0.625%	0%
>0.625% - 1.25%	20%
>1.25% - 1.875%	40%
>1.875% - 2.5%	60%

- (b) prepare a capital plan to restore the banking group's buffer ratio to above 2.5% within any timeframe determined by the Reserve Bank for restoring the buffer ratio; and
- (c) have the capital plan approved by the Reserve Bank.

For the purposes of this condition of registration, -

"buffer ratio", "distributions", and "earnings" have the same meaning as in Part 3 of the Reserve Bank of New Zealand document: "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated November 2015.

2. That the banking group does not conduct any non-financial activities that in aggregate are material relative to its total activities.

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

CONDITIONS OF REGISTRATION (CONTINUED)

3. That the banking group's insurance business is not greater than 1% of its total consolidated assets.

For the purposes of this condition of registration, the banking group's insurance business is the sum of the following amounts for entities in the banking group:

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

In determining the total amount of the banking group's insurance business—

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

For the purposes of this condition of registration,—

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

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

4. That aggregate credit exposures (of a non-capital nature and net of any allowances for impairment) of the banking group to all connected persons do not exceed the rating-contingent limit outlined in the following matrix:

Credit rating of the bank ¹	Connected exposure limit (% of the banking group's Tier 1 capital)
AA/Aa2 and above	75
AA-/Aa3	70
A+/A1	60
A/A2	40
A-/A3	30
BBB+/Baa1 and below	15

Within the rating-contingent limit, credit exposures (of a non-capital nature and net of any allowances for impairment) to non-bank connected persons shall not exceed 15% of the banking group's Tier 1 capital.

For the purposes of this condition of registration, compliance with the rating-contingent connected exposure limit is determined in accordance with the Reserve Bank of New Zealand document entitled "Connected exposures policy" (BS8) dated November 2015.

5. That exposures to connected persons are not on more favourable terms (e.g. as relates to such matters as credit assessment, tenor, interest rates, amortisation schedules and requirement for collateral) than corresponding exposures to non-connected persons.

¹ This table uses the rating scales of Standard & Poor's, Fitch Ratings and Moody's Investor Service (Fitch Ratings' scale is identical to Standard & Poor's).

CONDITIONS OF REGISTRATION (CONTINUED)

6. That the bank complies with the following corporate governance requirements:
- (a) the board of the bank must have at least five directors;
 - (b) the majority of the board members must be non-executive directors;
 - (c) at least half of the board members must be independent directors;
 - (d) an alternate director,—
 - (i) for a non-executive director must be non-executive; and
 - (ii) for an independent director must be independent;
 - (e) at least half of the independent directors of the bank must be ordinarily resident in New Zealand;
 - (f) the chairperson of the board of the bank must be independent; and
 - (g) the bank's constitution must not include any provision permitting a director, when exercising powers or performing duties as a director, to act other than in what he or she believes is the best interests of the company (i.e. the bank).

For the purposes of this condition of registration,—

"independent,"—

- (a) in relation to a person other than a person to whom paragraph (b) applies, has the same meaning as in the Reserve Bank of New Zealand document entitled "Corporate Governance" (BS14) dated July 2014; and
- (b) in relation to a person who is the chairperson of the board of the bank, means a person who—
 - (i) meets the criteria for independence set out in section 10 except for those in paragraph 10(1)(a) in BS14; and
 - (ii) does not raise any grounds of concern in relation to the person's independence that are communicated in writing to the bank by the Reserve Bank of New Zealand;

"non-executive" has the same meaning as in the Reserve Bank of New Zealand document entitled "Corporate Governance" (BS14) dated July 2014.

7. That no appointment of any director, chief executive officer, or executive who reports or is accountable directly to the chief executive officer, is made in respect of the bank unless:
- (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
 - (b) the Reserve Bank has advised that it has no objection to that appointment.
8. That a person must not be appointed as chairperson of the board of the bank unless:
- (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
 - (b) the Reserve Bank has advised that it has no objection to that appointment.
9. That the bank has a board audit committee, or other separate board committee covering audit matters, that meets the following requirements:
- (a) the mandate of the committee must include: ensuring the integrity of the bank's financial controls, reporting systems and internal audit standards;
 - (b) the committee must have at least three members;
 - (c) every member of the committee must be a non-executive director of the bank;
 - (d) the majority of the members of the committee must be independent; and
 - (e) the chairperson of the committee must be independent and must not be the chairperson of the bank.

For the purposes of this condition of registration, "independent" and "non-executive" have the same meanings as in condition of registration 6.

10. That a substantial proportion of the bank's business is conducted in and from New Zealand.
11. That the banking group complies with the following quantitative requirements for liquidity-risk management:
- (a) the one-week mismatch ratio of the banking group is not less than zero percent at the end of each business day;
 - (b) the one-month mismatch ratio of the banking group is not less than zero percent at the end of each business day; and
 - (c) the one-year core funding ratio of the banking group is not less than 75 percent at the end of each business day.

For the purposes of this condition of registration, the ratios identified must be calculated in accordance with the Reserve Bank of New Zealand documents entitled "Liquidity Policy" (BS13) dated July 2014 and "Liquidity Policy Annex: Liquid Assets" (BS13A) dated December 2011.

CONDITIONS OF REGISTRATION (CONTINUED)

12. That the bank has an internal framework for liquidity risk management that is adequate in the bank's view for managing the bank's liquidity risk at a prudent level, and that, in particular:
- (a) is clearly documented and communicated to all those in the organisation with responsibility for managing liquidity and liquidity risk;
 - (b) identifies responsibility for approval, oversight and implementation of the framework and policies for liquidity risk management;
 - (c) identifies the principal methods that the bank will use for measuring, monitoring and controlling liquidity risk; and
 - (d) considers the material sources of stress that the bank might face, and prepares the bank to manage stress through a contingency funding plan.

13. That no more than 10% of total assets may be beneficially owned by a SPV.

For the purposes of this condition,—

“total assets” means all assets of the banking group plus any assets held by any SPV that are not included in the banking group's assets:

“SPV” means a person—

- (a) to whom any member of the banking group has sold, assigned, or otherwise transferred any asset;
- (b) who has granted, or may grant, a security interest in its assets for the benefit of any holder of any covered bond; and
- (c) who carries on no other business except for that necessary or incidental to guarantee the obligations of any member of the banking group under a covered bond:

“covered bond” means a debt security issued by any member of the banking group, for which repayment to holders is guaranteed by a SPV, and investors retain an unsecured claim on the issuer.

14. That—

- (a) no member of the banking group may give effect to a qualifying acquisition or business combination that meets the notification threshold, and does not meet the non-objection threshold, unless:
 - (i) the bank has notified the Reserve Bank in writing of the intended acquisition or business combination and at least 10 working days have passed; and
 - (ii) at the time of notifying the Reserve Bank of the intended acquisition or business combination, the bank provided the Reserve Bank with the information required under the Reserve Bank of New Zealand Banking Supervision Handbook document “Significant Acquisitions Policy” (BS15) dated December 2011; and
- (b) no member of the banking group may give effect to a qualifying acquisition or business combination that meets the non-objection threshold unless:
 - (i) the bank has notified the Reserve Bank in writing of the intended acquisition or business combination;
 - (ii) at the time of notifying the Reserve Bank of the intended acquisition or business combination, the bank provided the Reserve Bank with the information required under the Reserve Bank of New Zealand Banking Supervision Handbook document “Significant Acquisitions Policy” (BS15) dated December 2011; and
 - (iii) the Reserve Bank has given the bank a notice of non-objection to the significant acquisition or business combination.

For the purposes of this condition of registration, “qualifying acquisition or business combination”, “notification threshold” and “non-objection threshold” have the same meaning as in the Reserve Bank of New Zealand Banking Supervision Handbook document “Significant Acquisitions Policy” (BS15) dated December 2011.

15. That the bank is pre-positioned for Open Bank Resolution and in accordance with a direction from the Reserve Bank, the bank can—

- (a) close promptly at any time of the day and on any day of the week and that effective upon the appointment of the statutory manager—
 - (i) all liabilities are frozen in full; and
 - (ii) no further access by customers and counterparties to their accounts (deposits, liabilities or other obligations) is possible;
- (b) apply a *de minimis* to relevant customer liability accounts;
- (c) apply a partial freeze to the customer liability account balances;
- (d) reopen by no later than 9am the next business day following the appointment of a statutory manager and provide customers access to their unfrozen funds;
- (e) maintain a full freeze on liabilities not pre-positioned for open bank resolution; and
- (f) reinstate customers' access to some or all of their residual frozen funds.

For the purposes of this condition of registration, “*de minimis*”, “partial freeze”, “customer liability account”, and “frozen and unfrozen funds” have the same meaning as in the Reserve Bank of New Zealand document “Open Bank Resolution (OBR) Pre-positioning Requirements Policy” (BS17) dated September 2013.

CONDITIONS OF REGISTRATION (CONTINUED)

16. That the bank has an Implementation Plan that—

- (a) is up-to-date; and
- (b) demonstrates that the bank's prepositioning for Open Bank Resolution meets the requirements set out in the Reserve Bank document: "Open Bank Resolution Pre-positioning Requirements Policy" (BS 17).

For the purposes of this condition of registration, "Implementation Plan" has the same meaning as in the Reserve Bank of New Zealand document "Open Bank Resolution (OBR) Pre-positioning Requirements Policy" (BS17) dated September 2013.

17. That the bank has a compendium of liabilities that—

- (a) at the product-class level lists all liabilities, indicating which are—
 - (i) pre-positioned for Open Bank Resolution; and
 - (ii) not pre-positioned for Open Bank Resolution;
- (b) is agreed to by the Reserve Bank; and
- (c) if the Reserve Bank's agreement is conditional, meets the Reserve Bank's conditions.

For the purposes of this condition of registration, "compendium of liabilities", and "pre-positioned and non pre-positioned liabilities" have the same meaning as in the Reserve Bank of New Zealand document "Open Bank Resolution (OBR) Pre-positioning Requirements Policy" (BS17) dated September 2013.

18. That on an annual basis the bank tests all the component parts of its Open Bank Resolution solution that demonstrates the bank's prepositioning for Open Bank Resolution as specified in the bank's Implementation Plan.

For the purposes of this condition of registration, "Implementation Plan" has the same meaning as in the Reserve Bank of New Zealand document "Open Bank Resolution (OBR) Pre-positioning Requirements Policy" (BS17) dated September 2013.

19. That, for a loan-to-valuation measurement period, the total of the bank's qualifying new mortgage lending amount in respect of APIL with a loan-to-valuation ratio of more than 70%, must not exceed 5% of the total of the qualifying new mortgage lending amount in respect of APIL arising in the loan-to-valuation measurement period.

20. That, for a loan-to-valuation measurement period, the total of the bank's qualifying new mortgage lending amount in respect of ANPIL with a loan-to-valuation ratio of more than 80%, must not exceed 10% of the total of the qualifying new mortgage lending amount in respect of ANPIL arising in the loan-to-valuation measurement period.

21. That, for a loan-to-valuation measurement period, the total of the bank's qualifying new mortgage lending amount in respect of non-Auckland loans with a loan-to-valuation ratio of more than 80%, must not exceed 15% of the total of the qualifying new mortgage lending amount in respect of non-Auckland loans arising in the loan-to-valuation measurement period.

22. That the bank must not make a residential mortgage loan unless the terms and conditions of the loan contract or the terms and conditions for an associated mortgage require that a borrower obtain the bank's agreement before the borrower can grant to another person a charge over the residential property used as security for the loan.

In these conditions of registration,—

"banking group"—

means Heartland Bank Limited (as reporting entity) and all other entities included in the group as defined in section 6(1) of the Financial Markets Conduct Act 2013 for the purposes of Part 7 of that Act.

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

In conditions of registration 19 to 22,—

"ANPIL", "APIL", "loan-to-valuation ratio", "non-Auckland loan", "qualifying new mortgage lending amount in respect of [...]" and "residential mortgage loan" have the same meaning as in the Reserve Bank of New Zealand document entitled "Framework for Restrictions on High-LVR Residential Mortgage Lending" (BS19) dated November 2015.

"loan-to-valuation measurement period" means a period of six calendar months ending on the last day of the sixth calendar month, the first of which ends on the last day of April 2016.

AUDITOR

KPMG
KPMG Centre
18 Viaduct Harbour Avenue
Auckland

PENDING PROCEEDINGS OR ARBITRATION

There are no pending legal proceedings or arbitrations concerning any member of the banking group at the date of this Disclosure Statement that may have a material adverse effect on the banking group or the bank.

CREDIT RATINGS

As at the date of signing this Disclosure Statement, the bank's credit rating issued by Fitch Australia Pty Ltd (Fitch Ratings) was BBB stable. This BBB credit rating was issued on 28 October 2014, following an upgrade from BBB- stable and is applicable to long term unsecured obligations payable in New Zealand, in New Zealand dollars.

OTHER MATERIAL MATTERS

There are no material matters relating to the business or affairs of the bank or the banking group that are not contained elsewhere in this Disclosure Statement which would, if disclosed in this Disclosure Statement, materially affect the decision of a person to subscribe for debt securities of which the bank or any member of the banking group is the issuer.

DIRECTORS' STATEMENTS

Each Director of the bank states that he or she believes, after due enquiry, that:

1. As at the date on which the Disclosure Statement is signed:
 - (a) the Disclosure Statement contains all the information that is required by the Order; and
 - (b) the Disclosure Statement is not false or misleading.

2. During the six months ended 31 December 2015:
 - (a) the bank complied with all Conditions of Registration;
 - (b) credit exposures to connected persons were not contrary to the interests of the banking group; and
 - (c) the bank had systems in place to monitor and control adequately the banking group's material risks, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk, operational risk and other business risks, and that those systems were being properly applied.

This Disclosure Statement is dated 23 February 2016 and has been signed by all of the Directors.



G. T. Ricketts (Chair - Board of Directors)



B. R. Irvine



J. K. Greenslade



N. J. Greer



E. J. Harvey



G. R. Kennedy



C. R. Mace



G. R. Tomlinson

INTERIM STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 31 December 2015

	NOTE	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Interest income	2	134,340	128,252	260,468
Interest expense	2	62,869	62,577	126,041
Net interest income		71,471	65,675	134,427
Operating lease income		4,718	5,431	10,350
Operating lease expenses		3,271	3,607	7,087
Net operating lease income		1,447	1,824	3,263
Lending and credit fee income		1,767	1,623	3,077
Other income		3,076	987	3,940
Net operating income		77,761	70,109	144,707
Selling and administration expenses	3	37,039	33,523	68,403
Profit before impaired asset expense and income tax		40,722	36,586	76,304
Impaired asset expense	4	5,610	5,102	12,105
Profit before income tax		35,112	31,484	64,199
Share of joint arrangement profit		-	205	137
Profit before income tax		35,112	31,689	64,336
Income tax expense		9,514	8,171	16,173
Profit for the period		25,598	23,518	48,163
Other comprehensive income				
Items that are or may be reclassified subsequently to profit or loss:				
Effective portion of changes in fair value of cash flow hedges, net of income tax		14	(1,050)	(2,709)
Net change in available for sale reserve, net of income tax		(1,035)	97	898
Movement in foreign currency translation reserve, net of income tax		(2,682)	(1,287)	2,136
Items that will not be reclassified to profit or loss:				
Net change in defined benefit reserve, net of income tax		(31)	(16)	50
Other comprehensive (loss) / income for the period, net of income tax		(3,734)	(2,256)	375
Total comprehensive income for the period		21,864	21,262	48,538
Earnings per share from continuing operations				
Basic earnings per share	5	5c	5c	10c
Diluted earnings per share	5	5c	5c	10c

All comprehensive income for the period is attributable to owners of the bank.

The notes on pages 15 to 33 are an integral part of these interim financial statements.

INTERIM STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2015

				Foreign						
	Share	Treasury	Employee	currency	Available	Defined		Retained	Total	
	capital	shares	benefits	translation	for sale	benefit	Hedging	earnings	equity	
	reserve	reserve	reserve	reserve	reserve	reserve	reserve	\$000	\$000	
NOTE	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Unaudited - Dec 2015										
Balance at 1 July 2015	413,917	(272)	2,200	2,231	1,170	94	(1,552)	62,337	480,125	
Total comprehensive income for the period										
Profit for the period	-	-	-	-	-	-	-	25,598	25,598	
Total other comprehensive (loss) / income	-	-	-	(2,682)	(1,035)	(31)	14	-	(3,734)	
Total comprehensive income for the period	-	-	-	(2,682)	(1,035)	(31)	14	25,598	21,864	
Contributions by and distributions to owners										
Dividends paid 8	-	-	-	-	-	-	-	(21,435)	(21,435)	
Dividend reinvestment plan	4,119	-	-	-	-	-	-	-	4,119	
Share based payments	-	-	1,015	-	-	-	-	-	1,015	
Shares vested	105	50	(155)	-	-	-	-	-	-	
Total transactions with owners	4,224	50	860	-	-	-	-	(21,435)	(16,301)	
Balance at 31 December 2015	418,141	(222)	3,060	(451)	135	63	(1,538)	66,500	485,688	
Unaudited - Dec 2014										
Balance at 1 July 2014	406,142	(926)	1,476	95	272	44	1,157	44,362	452,622	
Total comprehensive income for the period										
Profit for the period	-	-	-	-	-	-	-	23,518	23,518	
Total other comprehensive (loss) / income	-	-	-	(1,287)	97	(16)	(1,050)	-	(2,256)	
Total comprehensive income for the period	-	-	-	(1,287)	97	(16)	(1,050)	23,518	21,262	
Contributions by and distributions to owners										
Dividends paid 8	-	-	-	-	-	-	-	(16,374)	(16,374)	
Dividend reinvestment plan	3,735	-	-	-	-	-	-	-	3,735	
Share based payments	-	-	1,023	-	-	-	-	-	1,023	
Shares vested	411	-	(411)	-	-	-	-	-	-	
Treasury shares sold	42	-	-	-	-	-	-	-	42	
Total transactions with owners	4,188	-	612	-	-	-	-	(16,374)	(11,574)	
Balance at 31 December 2014	410,330	(926)	2,088	(1,192)	369	28	107	51,506	462,310	
Audited - Jun 2015										
Balance at 1 July 2014	406,142	(926)	1,476	95	272	44	1,157	44,362	452,622	
Total comprehensive income for the year										
Profit for the year	-	-	-	-	-	-	-	48,163	48,163	
Total other comprehensive income / (loss)	-	-	-	2,136	898	50	(2,709)	-	375	
Total comprehensive income for the year	-	-	-	2,136	898	50	(2,709)	48,163	48,538	
Contributions by and distributions to owners										
Dividends paid 8	-	-	-	-	-	-	-	(30,188)	(30,188)	
Dividend reinvestment plan	7,621	-	-	-	-	-	-	-	7,621	
Share based payments	-	-	1,491	-	-	-	-	-	1,491	
Shares vested	138	629	(767)	-	-	-	-	-	-	
Treasury shares sold	16	25	-	-	-	-	-	-	41	
Total transactions with owners	7,775	654	724	-	-	-	-	(30,188)	(21,035)	
Balance at 30 June 2015	413,917	(272)	2,200	2,231	1,170	94	(1,552)	62,337	480,125	

The notes on pages 15 to 33 are an integral part of these interim financial statements.

INTERIM STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	NOTE	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Assets				
Cash and cash equivalents		31,879	95,228	37,012
Investments		269,769	209,544	329,338
Investment properties		12,439	25,831	24,513
Finance receivables	6	2,928,601	2,722,443	2,862,070
Operating lease vehicles		26,645	30,716	29,998
Other assets		15,536	18,037	12,119
Investment in joint arrangement		-	4,451	4,383
Intangible assets		54,314	49,933	51,119
Deferred tax asset		5,315	5,986	8,707
Total assets		3,344,498	3,162,169	3,359,259
Liabilities				
Borrowings	7	2,814,338	2,657,084	2,825,245
Current tax liabilities		1,095	4,109	7,869
Due to related parties	9	-	500	2,448
Trade and other payables		43,377	38,166	43,572
Total liabilities		2,858,810	2,699,859	2,879,134
Equity				
Share capital		418,141	409,404	413,645
Retained earnings and reserves		67,547	52,906	66,480
Total equity		485,688	462,310	480,125
Total equity and liabilities		3,344,498	3,162,169	3,359,259
Total interest earning and discount bearing assets		3,229,307	3,025,278	3,221,246
Total interest and discount bearing liabilities		2,838,082	2,662,547	2,834,427

The notes on pages 15 to 33 are an integral part of these interim financial statements.

INTERIM STATEMENT OF CASH FLOWS

For the six months ended 31 December 2015

	NOTE	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Cash flows from operating activities				
Interest received		130,935	98,667	243,729
Operating lease income received		4,965	5,805	8,951
Lending, credit fees and other income received		3,393	2,610	7,017
Operating inflows		139,293	107,082	259,697
Payments to suppliers and employees		44,871	33,561	60,346
Interest paid		74,653	61,509	126,179
Taxation paid		13,449	3,300	9,956
Operating outflows		132,973	98,370	196,481
Net cash flows from operating activities before changes in operating assets and liabilities		6,320	8,712	63,216
Proceeds from sale of operating lease vehicles		4,764	3,607	7,386
Purchase of operating lease vehicles		(3,892)	(5,722)	(11,544)
Net movement in finance receivables		(67,676)	(99,319)	(259,871)
Net movement in deposits		77,521	47,901	362,590
Net cash flows from / (applied to) operating activities		17,037	(44,821)	161,777
Cash flows from investing activities				
Net proceeds from sale of investment properties		12,089	3,832	9,375
Proceeds from sale of office fit-out, equipment and intangible assets		762	1,956	4,885
Net decrease in investments		67,088	31,412	-
Total cash provided from investing activities		79,939	37,200	14,260
Purchase of office fit-out, equipment and intangible assets		6,053	3,606	6,344
Net increase in investments		-	-	89,581
Purchase of equity investment		2,300	2,000	-
Total cash applied to investing activities		8,353	5,606	95,925
Net cash flows from / (applied to) investing activities		71,586	31,594	(81,665)
Cash flows from financing activities				
Net increase in wholesale funding		-	83,750	-
Total cash provided from financing activities		-	83,750	-
Dividends paid	8	17,316	12,639	22,567
Net decrease in wholesale funding		79,585	-	57,877
Total cash applied to financing activities		96,901	12,639	80,444
Net cash flows (applied to) / from financing activities		(96,901)	71,111	(80,444)
Net (decrease) / increase in cash held		(8,278)	57,884	(332)
Opening cash and cash equivalents		37,012	37,344	37,344
Cash impact of business acquisition (MARAC Insurance Limited)	17	3,145	-	-
Closing cash and cash equivalents		31,879	95,228	37,012

The notes on pages 15 to 33 are an integral part of these interim financial statements.

INTERIM STATEMENT OF CASH FLOWS CONTINUED

For the six months ended 31 December 2015

Reconciliation of profit after tax to net cash flows from operating activities

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Profit for the period	25,598	23,518	48,163
Add non-cash items included in net profit before taxation:			
Depreciation and amortisation expense	1,029	1,005	2,010
Depreciation on lease vehicles	2,961	3,232	6,375
Impaired asset expense	5,610	5,102	12,105
Total non-cash items	9,600	9,339	20,490
Add / (less) movements in operating assets and liabilities:			
Finance receivables	(71,860)	(128,662)	(275,274)
Operating lease vehicles	392	(2,653)	(5,078)
Other assets	(5,531)	464	2,997
Disposal of property, plant and equipment and intangibles	-	-	(98)
Current tax	(6,784)	5,236	8,996
Derivative financial instruments revaluation	(1,422)	468	1,326
Deferred tax expense / (benefit)	2,439	(699)	(3,420)
Deposits	69,124	47,901	360,545
Other liabilities	(4,519)	267	3,130
Total movements in operating assets and liabilities	(18,161)	(77,678)	93,124
Net cash flows from operating activities	17,037	(44,821)	161,777

The notes on pages 15 to 33 are an integral part of these interim financial statements.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

Basis of reporting

Reporting entity

On 31 December 2015, Pre-amalgamated Heartland Bank was amalgamated, by way of short form amalgamation, with its ultimate parent, Heartland New Zealand. Heartland New Zealand has continued as the amalgamated company but has changed its name from Heartland New Zealand Limited to Heartland Bank Limited. Refer to General Information contained within the Disclosure Statement for further details.

As a result of the Amalgamation, all of Heartland New Zealand's subsidiaries which were previously sitting outside of Pre-amalgamated Heartland Bank, were brought into the banking group. The most significant of these businesses was the Australian reverse mortgage business. Other strategic investments, such as shareholdings in Harmony Corp Limited, Ora HQ Limited and MARAC Insurance Limited, were also brought into the banking group.

The interim financial statements presented are the consolidated financial statements comprising Heartland Bank Limited (the bank) and its subsidiaries (the banking group). Refer to Note 17 - Significant subsidiaries for further details. Unless otherwise stated, comparatives presented are for the consolidated group of the company previously known as Heartland New Zealand Limited.

As at 31 December 2015 Heartland Bank Limited is a listed public company incorporated in New Zealand under the Companies Act 1993, a registered bank under the Reserve Bank of New Zealand Act 1989 and a FMC reporting entity for the purposes of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

Basis of preparation

The interim financial statements presented here are for the following periods:

- 6 month period ended 31 December 2015 - Unaudited
- 6 month period ended 31 December 2014 - Unaudited
- 12 month period ended 30 June 2015 - Audited

The condensed interim financial statements of the banking group incorporated in this Disclosure Statement have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP), NZ IAS 34 Interim Financial Reporting, IAS 34 Interim Financial Reporting and the NZX Main Board Listing Rules. They do not include all of the information required for full annual financial statements and should be read in conjunction with Heartland New Zealand Limited's Annual Report for the year ended 30 June 2015.

The interim financial statements have been prepared on a going concern basis in accordance with historical cost unless stated otherwise. The accounting policies applied by the banking group in these consolidated interim financial statements are the same as those applied by the banking group in its consolidated financial statements as at and for the year ended 30 June 2015.

Certain comparatives have been restated to comply with current period presentation.

Performance

1 Segmental analysis

Segment information is presented in respect of the banking group's operating segments which are those used for the banking group's management and internal reporting structure.

All income received is from external sources, except those transactions with related parties, refer to Note 9 - Related party transactions and balances. Certain selling and administration expenses, such as premises, IT and support centre costs are not allocated to operating segments and are included in Administration and Support (Admin & Support).

Operating segments

The banking group operates predominantly within New Zealand and comprises the following main operating segments:

Household	Providing a comprehensive range of financial services to predominantly New Zealand and Australian families, including term, transactional and savings based deposit accounts together with mortgage lending (residential and home equity release), motor vehicle finance and consumer finance.
Business	Providing term debt, plant and equipment finance, commercial mortgage lending and working capital solutions for small-to-medium sized New Zealand businesses.
Rural	Providing specialist financial services to the farming sector primarily offering livestock finance, rural mortgage lending, seasonal and working capital financing, as well as leasing solutions to farmers.
Non-core Property	Funding assets of the non-core property division.

During the period ended 31 December 2015, one business unit previously reported in the Household segment was moved to the Business segment and another business unit previously reported in the Business segment was moved to the Household segment. This better aligned the business unit activities with the new operating segment. Comparative segment information has been restated to be consistent with the current reporting period.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

1 Segmental analysis (continued)

Operating segments (continued)

The banking group's operating segments are different than the industry categories detailed in Note 13 - Asset quality. The operating segments are primarily categorised by sales channel, whereas Note 13 - Asset quality is based on credit risk concentrations.

	Household	Business	Rural	Non-core Property	Admin & Support	Total
	\$000	\$000	\$000	\$000	\$000	\$000
Unaudited - 6 months ended 31 December 2015						
Net interest income / (expense)	38,411	20,558	12,965	(461)	(2)	71,471
Net operating lease income	1,447	-	-	-	-	1,447
Net other income	2,789	362	64	710	918	4,843
Net operating income	42,647	20,920	13,029	249	916	77,761
Selling and administration expenses	10,811	4,493	2,235	507	18,993	37,039
Profit / (loss) before impaired asset expense and income tax	31,836	16,427	10,794	(258)	(18,077)	40,722
Impaired asset expense / (benefit)	2,792	2,675	374	(231)	-	5,610
Profit / (loss) before income tax	29,044	13,752	10,420	(27)	(18,077)	35,112
Income tax expense	-	-	-	-	9,514	9,514
Profit / (loss) for the period	29,044	13,752	10,420	(27)	(27,591)	25,598
Total assets	1,623,154	824,916	504,614	15,001	376,813	3,344,498
Total liabilities	-	-	-	-	2,858,810	2,858,810

Unaudited - 6 months ended 31 December 2014

Net interest income / (expense)	34,062	19,525	11,677	(339)	750	65,675
Net operating lease income	1,822	2	-	-	-	1,824
Net other income	1,274	270	78	377	611	2,610
Net operating income	37,158	19,797	11,755	38	1,361	70,109
Selling and administration expenses	9,147	3,134	2,630	549	18,063	33,523
Profit / (loss) before impaired asset expense and income tax	28,011	16,663	9,125	(511)	(16,702)	36,586
Impaired asset expense / (benefit)	2,371	2,975	72	(316)	-	5,102
Profit / (loss) before income tax	25,640	13,688	9,053	(195)	(16,702)	31,484
Share of joint arrangement profit	-	-	-	-	205	205
Profit / (loss) before income tax	25,640	13,688	9,053	(195)	(16,497)	31,689
Income tax expense	-	-	-	-	8,171	8,171
Profit / (loss) for the period	25,640	13,688	9,053	(195)	(24,668)	23,518
Total assets	1,516,593	778,795	454,564	29,038	383,179	3,162,169
Total liabilities	-	-	-	-	2,699,859	2,699,859

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

1 Segmental analysis (continued)

	Household	Business	Rural	Non-core Property	Admin & Support	Total
	\$000	\$000	\$000	\$000	\$000	\$000
Audited - 12 months ended 30 June 2015						
Net interest income / (expense)	70,765	39,456	23,884	(790)	1,112	134,427
Net operating lease income	3,263	-	-	-	-	3,263
Net other income	2,560	1,639	135	1,478	1,205	7,017
Net operating income	76,588	41,095	24,019	688	2,317	144,707
Selling and administration expenses	20,071	6,207	4,878	1,273	35,974	68,403
Profit / (loss) before impaired asset expense and income tax	56,517	34,888	19,141	(585)	(33,657)	76,304
Impaired asset expense / (benefit)	5,879	6,053	510	(337)	-	12,105
Profit / (loss) before income tax	50,638	28,835	18,631	(248)	(33,657)	64,199
Share of joint arrangement profit	-	-	-	-	137	137
Profit / (loss) before income tax	50,638	28,835	18,631	(248)	(33,520)	64,336
Income tax expense	-	-	-	-	16,173	16,173
Profit / (loss) for the year	50,638	28,835	18,631	(248)	(49,693)	48,163
Total assets	1,600,547	801,324	487,673	27,038	442,677	3,359,259
Total liabilities	-	-	-	-	2,879,134	2,879,134

2 Net interest income

	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Interest income			
Cash and cash equivalents	472	1,951	2,458
Investments	6,030	4,451	9,919
Finance receivables	127,838	121,850	248,091
Total interest income	134,340	128,252	260,468
Interest expense			
Retail deposits	45,298	39,668	82,526
Bank and securitised borrowings	16,904	22,777	43,294
Net interest expense on derivative financial instruments	667	132	221
Total interest expense	62,869	62,577	126,041
Net interest income	71,471	65,675	134,427

Included within the banking group's interest income on finance receivables is \$0.25 million on individually impaired assets (6 months to December 2014: \$1.05 million; 12 months to June 2015: \$1.16 million).

3 Selling and administration expenses

Personnel expenses	20,333	19,142	39,619
Directors' fees	459	459	917
Superannuation	354	403	782
Audit and review of financial statements	218	226	431
Other assurance fees paid to auditor ¹	15	10	23
Other fees paid to auditor ²	61	66	125
Depreciation - property, plant and equipment	429	382	777
Amortisation - intangible assets	600	623	1,233
Operating lease expense as a lessee	1,163	903	2,001
Legal and professional fees	1,517	991	2,318
Other operating expenses	11,890	10,318	20,177
Total selling and administration expenses	37,039	33,523	68,403

¹ Other assurance services paid to auditor comprise of reporting on trust deed requirements.

² Other fees paid to auditor include professional fees in connection with RBNZ reporting and other regulatory compliance, accounting advice internal audit and review work completed.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

4 Impaired asset expense

	NOTE	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Non-securitised				
Individually impaired expense		740	3,432	7,153
Collectively impaired expense		4,345	1,194	4,051
Total non-securitised impaired asset expense		5,085	4,626	11,204
Securitized				
Individually impaired (benefit) / expense		(9)	-	53
Collectively impaired expense		534	476	848
Total securitized impaired asset expense		525	476	901
Total				
Individually impaired expense	13(d)	731	3,432	7,206
Collectively impaired expense	13(d)	4,879	1,670	4,899
Total impaired asset expense		5,610	5,102	12,105

5 Earnings per share

The calculation of basic and diluted earnings of 5c per share at 31 December 2015 (31 December 2014: 5c per share; 30 June 2015: 10c per share) is based on the profit for the period of \$25,598,000 (31 December 2014: \$23,518,000; 30 June 2015: \$48,163,000), and a weighted average number of shares on issue of 471,710,670 (31 December 2014: 456,056,344; 30 June 2015: 466,643,607).

Financial Position

6 Finance receivables

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Non-securitised			
Neither at least 90 days past due nor impaired	2,625,684	2,366,224	2,552,302
At least 90 days past due	19,588	29,748	33,459
Individually impaired	27,167	25,984	25,567
Restructured assets	3,235	4,012	3,881
Gross finance receivables	2,675,674	2,425,968	2,615,209
Less provision for impairment	15,807	19,114	24,511
Less fair value adjustment for present value of future losses	5,599	6,919	6,242
Total non-securitised finance receivables	2,654,268	2,399,935	2,584,456
Securitized			
Neither at least 90 days past due nor impaired	273,770	322,360	276,944
At least 90 days past due	1,619	904	1,516
Individually impaired	12	-	55
Gross finance receivables	275,401	323,264	278,515
Less provision for impairment	1,068	756	901
Total securitized finance receivables	274,333	322,508	277,614
Total			
Neither at least 90 days past due nor impaired	2,899,454	2,688,584	2,829,246
At least 90 days past due	21,207	30,652	34,975
Individually impaired	27,179	25,984	25,622
Restructured assets	3,235	4,012	3,881
Gross finance receivables	2,951,075	2,749,232	2,893,724
Less provision for impairment	16,875	19,870	25,412
Less fair value adjustment for present value of future losses	5,599	6,919	6,242
Total finance receivables	2,928,601	2,722,443	2,862,070

Refer to Note 13 - Asset quality for further analysis of finance receivables by credit risk concentration.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

7 Borrowings

	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Deposits	2,174,533	1,784,628	2,097,458
Subordinated Bond	3,381	3,379	3,378
Bank borrowings	377,605	565,519	465,779
Securitised borrowings	258,819	303,558	258,630
Total borrowings	2,814,338	2,657,084	2,825,245

Deposits rank equally and are unsecured. The Subordinated bonds rank below all other general liabilities of the banking group.

Securitised borrowings held by investors in Heartland ABCP Trust 1 (ABCP Trust) rank equally with each other and are secured over the securitised assets of that trust. The banking group has securitised bank facilities of \$350 million (December 2014: \$350 million; June 2015: \$350 million) in relation to the ABCP Trust, which matures on 3 August 2016.

The banking group has a New Zealand and Australian bank facility provided by Commonwealth Bank of Australia (CBA bank facility) totalling \$373 million in relation to Heartland HER Holdings Limited (HHHL). The CBA bank facility is secured over assets of HHHL and has a maturity date of 30 September 2019. Capacity for new Australian drawings is available for two years, based on scheduled repayments achieved by the Group. Australian Seniors Finance Pty Limited group (comprising Australian Seniors Finance Pty Limited (ASF), ASF Settlement Trust and Seniors Warehouse Trust) has also provided a cross-guarantee to CBA for bank loans to other members of ASF Group.

The banking agreements include covenants for the provision of information, attainment of minimum financial ratios and equity, compliance with specified procedures and certification of due performance by ASF Group.

8 Share capital and dividends

	Unaudited Dec 2015 000	Unaudited Dec 2014 000	Audited Jun 2015 000
Issued shares			
Opening balance	469,890	463,266	463,266
Shares issued during the period	46	-	-
Dividend reinvestment plan	3,711	3,680	6,624
Closing balance	473,647	466,946	469,890

Under dividend reinvestment plans, the banking group issued 3,711,076 new shares at \$1.110 per share on 2 October 2015 (December 2014: 3,680,052 new shares at \$1.015 per share; June 2015: 3,680,052 new shares at \$1.015 per share and 2,943,636 new shares at \$1.320 per share).

(i) Dividends

The banking group paid total dividends of \$21.44 million (4.5 cents per share) (31 December 2014: \$16.39 million (3.5 cents per share); 30 June 2015: \$30.22 million (6.5 cents per share)).

9 Related party transactions and balances

MARAC Insurance Limited (MARAC Insurance) is a wholly owned subsidiary of MARAC JV Holdings Limited which the bank previously held as a joint arrangement. On 17 July 2015, MARAC Insurance became a wholly owned subsidiary of the banking group - refer to Note 17 for more details. As a result, from 17 July 2015, related party transactions and balances with MARAC Insurance are eliminated on consolidation of the banking group.

MARAC Insurance, Heartland Cash and Term PIE Fund and some key management personnel invested in the bank's deposits. The investments of Heartland Cash and Term PIE Fund are detailed in Note 18 - Structured entities.

The banking group also provided administrative assistance and received insurance commission from MARAC Insurance.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

9 Related party transactions and balances (continued)

	Unaudited 6 mths to Dec 2015 \$000	Unaudited 6 mths to Dec 2014 \$000	Audited 12 mths to Jun 2015 \$000
Transactions with related parties			
Interest expense	-	(11)	(31)
Lending and credit fee income	-	309	625
Other income	-	250	500
Total transactions with other related parties	-	548	1,094
Due to related parties			
MARAC Insurance	-	500	2,448
Total due to related parties	-	500	2,448

Transactions with key management personnel

Key management personnel, being directors of the bank and those executive staff reporting directly to the Chief Executive Officer and their immediate relatives, have transacted with the banking group during the year as follows:

Finance receivables	1,446	887	1,391
Borrowings - deposits	(21,833)	(15,661)	(14,386)
Interest income	51	50	68
Interest expense	(265)	(268)	(573)

10 Fair value

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the banking group determines fair value using valuation techniques.

The banking group measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The banking group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

(a) Financial instruments measured at fair value

The following methods and assumptions were used to estimate the fair value of each class of financial asset and liability measured at fair value on a recurring basis in the Interim Statement of Financial Position.

Investments

Investments in public sector securities and corporate bonds are classified as being available for sale and are stated at fair value less impairment, with the fair value being based on quoted market prices or modelled using observable market inputs.

Investments valued under level 2 of the fair value hierarchy are valued either based on quoted market prices or dealer quotes for similar instruments, or discounted cash flows analysis.

Derivative items

Interest rate swaps are classified as held for trading and are recognised in the interim financial statements at fair value. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value. Fair values are determined on the basis of discounted cash flow analysis using observable market prices and adjustments for counterparty credit spreads.

The following table analyses financial instruments measured at fair value at the reporting date by the level in the fair value hierarchy into which each fair value measurement is categorised. The amounts are based on the values recognised in the Interim Statement of Financial Position.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

10 Fair value (continued)

(a) Financial instruments measured at fair value (continued)

	Level 1 \$000	Level 2 \$000	Level 3 \$000	Total \$000
Unaudited - Dec 15				
Assets				
Investments	251,489	10,989	7,291	269,769
Finance receivables	-	-	22,477	22,477
Derivative assets held for risk management	-	365	-	365
Total	251,489	11,354	29,768	292,611
Liabilities				
Derivative liabilities held for risk management	-	5,277	-	5,277
Total	-	5,277	-	5,277
Unaudited - Dec 14				
Assets				
Investments	196,993	10,551	2,000	209,544
Finance receivables	-	-	23,902	23,902
Derivative assets held for risk management	-	768	-	768
Total	196,993	11,319	25,902	234,214
Liabilities				
Derivative liabilities held for risk management	-	4,599	-	4,599
Total	-	4,599	-	4,599
Audited - Jun 15				
Assets				
Investments	311,815	10,804	6,719	329,338
Finance receivables	-	-	25,021	25,021
Derivative assets held for risk management	-	59	-	59
Total	311,815	10,863	31,740	354,418
Liabilities				
Derivative liabilities held for risk management	-	6,407	-	6,407
Total	-	6,407	-	6,407

(b) Financial instruments not measured at fair value

The following table sets out the fair values of financial instruments not measured at fair value and analyses them by the level in the fair value hierarchy into which each fair value measurement is categorised.

	Unaudited Total Fair Value Dec 2015 \$000	Unaudited Total Carrying Value Dec 2015 \$000	Unaudited Total Fair Value Dec 2014 \$000	Unaudited Total Carrying Value Dec 2014 \$000	Audited Total Fair Value Jun 2015 \$000	Audited Total Carrying Value Jun 2015 \$000
Assets						
Cash and cash equivalents	31,879	31,879	95,228	95,228	37,012	37,012
Finance receivables	2,631,115	2,631,791	2,372,252	2,376,033	2,557,755	2,559,435
Finance receivables - securitised	276,092	274,333	326,100	322,508	279,491	277,614
Other financial assets	6,433	6,433	8,056	8,056	5,546	5,546
Total financial assets	2,945,519	2,944,436	2,801,636	2,801,825	2,879,804	2,879,607
Liabilities						
Borrowings	2,566,302	2,555,519	2,359,397	2,353,526	2,576,425	2,566,615
Borrowings - securitised	258,819	258,819	303,559	303,558	258,630	258,630
Other financial liabilities	18,467	18,467	17,895	17,895	23,042	23,042
Total financial liabilities	2,843,588	2,832,805	2,680,851	2,674,979	2,858,097	2,848,287

Further information on valuation techniques and assumptions used for determining fair value is included in Note 16 of Heartland New Zealand's Annual Report for the year ended 30 June 2015.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

Risk Management

11 Risk management policies

There have been no material changes in the banking group's policies for managing risk, or material exposures to any new types of risk since 30 June 2015, refer to the annual report of Heartland.

From the date of Amalgamation, the banking group is exposed to foreign exchange translation risks through its wholly owned subsidiary, ASF (which has a functional currency of Australian dollars), in the forms of profit translation risk and balance sheet translation risk. Pre-amalgamated Heartland Bank was not exposed to foreign exchange translation risks.

Profit translation risk is the risk that deviations in exchange rates have a significant impact on the reported profit. Balance sheet translation risk is the risk that whilst the foreign currency value of the net investment in a subsidiary may not have changed, when translated back to the New Zealand dollars (NZD), the NZD value has changed materially due to movements in the exchange rates. The foreign exchange revaluation gains and losses are booked to the Foreign currency translation reserve. Substantial foreign exchange rate movements in any given year may have an impact on other comprehensive income.

The banking group manages profit translation risk by setting and approving the foreign exchange rate for the upcoming financial year and entering into hedging contracts to manage the foreign exchange translation risks. Balance sheet translation risk is managed by raising foreign currency denominated external debt in the same currency as the net investment, monitoring relative cross rates and obtaining advice from an independent expert on currency risk.

12 Credit risk

Credit risk is the risk of loss arising from the non-performance of a counterparty to an instrument or facility. Credit risk arises when funds are extended, committed, invested or otherwise exposed through contractual arrangements, and encompasses both on and off balance sheet instruments.

To manage this risk, the Board through its Board Risk Committee (BRC), has been delegated the task of overseeing a formal credit risk management strategy. The BRC reviews the banking group's credit risk exposures to ensure consistency with the banking group's credit policies to manage all aspects of credit risk.

The tables below represent the maximum credit risk exposure, without taking account of any collateral held. The exposures set out below are based on net carrying amounts as reported in the Interim Statement of Financial Position.

(a) Maximum exposure to credit risk

	Unaudited Dec 2015 \$000
Finance receivables	2,928,601
Cash and cash equivalents	31,879
Investments	269,769
Derivative financial assets	365
Other financial assets	6,433
Total on balance sheet credit exposures	3,237,047

(b) Concentration of credit risk by geographic region

New Zealand:	
Auckland	779,242
Wellington	197,061
Rest of North Island	812,776
Canterbury	483,110
Rest of South Island	464,845
Australia:	
Queensland	112,707
New South Wales	187,684
Victoria	84,719
Western Australia	16,743
South Australia	17,083
Rest of Australia	10,355
Rest of the world ¹	88,350
	3,254,675
Collective provisions	(12,029)
Less acquisition fair value adjustment for present value of future losses	(5,599)
Total on balance sheet credit exposures	3,237,047

¹ These overseas assets are not Finance Receivables, they are Investments. These assets represent NZD-denominated investments in AA+ and higher rated securities issued by offshore supranational agencies ("Kauri Bonds"). These securities are part of the liquid asset portfolio the banking group holds for managing liquidity risk

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

12 Credit risk (continued)

(c) Concentration of credit risk by industry sector

	Unaudited Dec 2015 \$000
Agriculture	570,735
Forestry and Fishing	41,392
Mining	15,406
Manufacturing	85,934
Finance & Insurance	317,254
Wholesale trade	43,196
Retail trade	221,483
Households	1,430,424
Property and Business services	397,514
Transport and storage	22,086
Other	109,251
	3,254,675
Collective provisions	(12,029)
Fair value adjustment for present value of future losses	(5,599)
Total on balance sheet credit exposures	3,237,047

(d) Credit exposure to individual counterparties

At 31 December 2015 the banking group did not have any period end or peak end-of-day credit exposures over 10% of equity to individual counterparties (not being members of groups of closely related counterparties) or groups of closely related counterparties (excluding central government of any country with a long-term credit rating of A- or A3 or above, or its equivalent, or any bank with a long-term credit rating of A- or A3 or above, or its equivalent, and connected persons).

Peak aggregate end-of-day credit exposures are determined by taking the maximum end-of-day aggregate amount of credit exposure over the period divided by the banking group's equity as at the end of the period. Credit exposures disclosed are based on actual exposures. The credit rating is applicable to an entity's long term senior unsecured obligations payable in New Zealand, in New Zealand dollars.

(e) Other assets under administration

Other assets under administration are any loans, not being individually impaired or 90 days or more past due, where the customer is in any form of voluntary or involuntary administration, including receivership, liquidation, bankruptcy or statutory management. As at 31 December 2015, the banking group had \$2.76 million of assets under administration (December 2014: \$1.90 million; June 2015: \$2.48 million).

13 Asset quality

The disclosures below are categorised by the following credit risk concentrations:

Corporate

Rural Lending to the farming sector primarily livestock, rural mortgage lending, seasonal and working capital financing, as well as leasing solutions to farmers. Includes lending to individuals and small to medium enterprises.

Property Property asset lending including non-core property.

Other All other lending that does not fall into another category.

Residential

Lending secured by a first ranking mortgage over a residential property used primarily for residential purposes either by the mortgagor or a tenant of the mortgagor.

All Other

Consumer lending to individuals.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

13 Asset quality (continued)

(a) Finance Receivables by credit risk concentration

	Corporate		Residential	All Other	Total	
	Rural \$000	Property \$000	Other \$000	\$000	\$000	\$000
Unaudited - Dec 2015						
Neither at least 90 days past due or impaired	594,837	-	881,113	832,154	591,350	2,899,454
At least 90 days past due	3,931	261	12,755	536	3,724	21,207
Individually impaired	13,706	4,138	9,113	222	-	27,179
Restructured	62	-	698	-	2,475	3,235
Fair value adjustment for present value of future losses	-	-	-	(5,599)	-	(5,599)
Provision for impairment	(2,153)	(1,837)	(7,401)	(2,406)	(3,078)	(16,875)
Total finance receivables	610,383	2,562	896,278	824,907	594,471	2,928,601

(b) Past due but not impaired

Unaudited - Dec 2015						
Less than 30 days past due	7,851	-	11,783	999	17,593	38,226
At least 30 and less than 60 days past due	5,561	-	8,743	975	3,954	19,233
At least 60 and less than 90 days past due	605	-	4,679	124	1,520	6,928
At least 90 days past due	3,931	261	12,755	536	3,724	21,207
Total past due but not impaired	17,948	261	37,960	2,634	26,791	85,594

(c) Individually impaired assets

Unaudited - Dec 2015						
Opening	1,562	6,854	16,982	224	-	25,622
Additions	13,267	213	4,816	-	-	18,296
Deletions	(480)	(381)	(4,780)	(2)	-	(5,643)
Write offs	(643)	(2,548)	(7,905)	-	-	(11,096)
Closing gross individually impaired assets	13,706	4,138	9,113	222	-	27,179
Less: provision for individually impaired assets	465	1,097	3,284	-	-	4,846
Total net impaired assets	13,241	3,041	5,829	222	-	22,333

(d) Provision for impaired assets

Unaudited - Dec 2015						
Provision for individually impaired assets						
Opening individual impairment	817	3,258	11,136	-	-	15,211
Impairment loss for the period						
- charge for the period	291	387	53	-	-	731
- write offs	(643)	(2,548)	(7,905)	-	-	(11,096)
Closing individual impairment	465	1,097	3,284	-	-	4,846
Provision for collectively impaired assets						
Opening collective impairment	1,356	1,356	3,232	1,763	2,494	10,201
Impairment loss for the period						
- charge / (credit) for the period	372	(618)	2,505	643	1,977	4,879
- recoveries	-	2	133	-	-	135
- write offs	(40)	-	(1,753)	-	(1,393)	(3,186)
Closing collective impairment	1,688	740	4,117	2,406	3,078	12,029
Total provision for impairment	2,153	1,837	7,401	2,406	3,078	16,875

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

14 Liquidity risk

The banking group holds the following financial assets for the purpose of managing liquidity risk:

	Unaudited Dec 2015 \$000
Cash and cash equivalents	31,879
Investments	262,478
Undrawn committed bank facilities	90,000
Total liquidity	384,357

The banking group has securitised bank facilities of \$350 million in relation to the ABCP Trust, which matures on 3 August 2016.

Contractual liquidity profile of financial assets and liabilities

The following tables present the banking group's financial assets and liabilities by relevant maturity groupings based upon contractual maturity date. The amounts disclosed in the tables represent undiscounted future principal and interest cash flows. As a result, the amounts in the tables below may differ to the amounts reported on the balance sheet.

The contractual cash flows presented below may differ significantly from actual cash flows. This occurs as a result of future actions by the banking group and its counterparties, such as early repayments or refinancing of term loans and borrowings. Deposits and other public borrowings include customer savings deposits and transactional accounts, which are at call. History demonstrates that such accounts provide a stable source of long term funding for the banking group.

The banking group does not manage its liquidity risk on a contractual liquidity basis.

	On Demand \$000	0-6 Months \$000	6-12 Months \$000	1-2 Years \$000	2-5 Years \$000	5+ Years \$000	Total \$000
Unaudited - Dec 2015							
Financial assets							
Cash and cash equivalents	31,879	-	-	-	-	-	31,879
Investments	-	34,933	12,075	128,522	118,056	7,291	300,877
Finance receivables	-	490,039	197,149	552,922	973,565	3,509,400	5,723,075
Finance receivables - securitised	-	87,009	67,793	136,029	19,379	-	310,210
Derivative financial assets	-	365	-	-	-	-	365
Other financial assets	-	6,433	-	-	-	-	6,433
Total financial assets	31,879	618,779	277,017	817,473	1,111,000	3,516,691	6,372,839
Financial liabilities							
Borrowings	728,056	1,077,945	499,705	175,375	74,438	-	2,555,519
Borrowings - securitised	-	258,819	-	-	-	-	258,819
Derivative financial liabilities	-	5,277	-	-	-	-	5,277
Other financial liabilities	-	18,467	-	-	-	-	18,467
Total financial liabilities	728,056	1,360,508	499,705	175,375	74,438	-	2,838,082
Net financial assets / (liabilities)	(696,177)	(741,729)	(222,688)	642,098	1,036,562	3,516,691	3,534,757
Unrecognised loan commitments	(102,801)	-	-	-	-	-	(102,801)
Undrawn committed bank facilities	90,000	-	-	-	-	-	90,000

The undrawn committed bank facilities totalling \$90 million are available to be drawn down on demand. To the extent drawn, \$90 million is contractually repayable on 3 August 2016.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

15 Interest rate risk

Contractual repricing analysis

The interest rate risk profile of financial assets and liabilities that follows has been prepared on the basis of maturity or next repricing date, whichever is earlier.

	0-3 Months	3-6 Months	6-12 Months	1-2 Years	2+ Years	Non- interest bearing	Total
	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Unaudited - Dec 2015							
Financial assets							
Cash and cash equivalents	31,801	-	-	-	-	78	31,879
Investments	100,443	3,702	3,122	65,035	90,176	7,291	269,769
Finance receivables	1,989,848	94,359	152,395	227,820	189,475	371	2,654,268
Finance receivables - securitised	39,857	35,772	59,622	81,746	57,336	-	274,333
Derivative financial assets	365	-	-	-	-	-	365
Other financial assets	6,433	-	-	-	-	-	6,433
Total financial assets	2,168,747	133,833	215,139	374,601	336,987	7,740	3,237,047
Financial liabilities							
Borrowings	1,495,268	310,728	499,708	175,377	74,438	-	2,555,519
Borrowings - securitised	258,819	-	-	-	-	-	258,819
Derivative financial liabilities	5,277	-	-	-	-	-	5,277
Other financial liabilities	18,467	-	-	-	-	-	18,467
Total financial liabilities	1,777,831	310,728	499,708	175,377	74,438	-	2,838,082
Effect of derivatives held for risk management	250,021	(25,695)	(51,511)	(90,532)	(82,283)	-	-
Net financial assets / (liabilities)	640,937	(202,590)	(336,080)	108,692	180,266	7,740	398,965

16 Concentrations of funding

(a) Concentration of funding by industry

	Unaudited Dec 2015 \$000
Finance	736,326
Other	2,078,012
Total borrowings	2,814,338

(b) Concentration of funding by geographical area

Auckland	493,285
Wellington	352,564
Rest of North Island	512,248
Canterbury	789,993
Rest of South Island	209,628
Overseas	456,620
Total borrowings	2,814,338

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

Other Disclosures

17 Significant subsidiaries

As at 31 December 2015 the banking group includes the following controlled entities.

Significant subsidiaries / Joint arrangements	Nature of business	Proportion of ownership interest and voting power held		
		Dec 2015	Dec 2014	Jun 2015
Heartland Bank Limited	Financial services	N/A	100%	100%
VPS Properties Limited	Investment property holding company	100%	100%	100%
Heartland HER Holdings Limited	Holding company	100%	100%	100%
New Sentinel Limited	Financial services	100%	100%	100%
Australian Seniors Finance Pty Limited	Financial services	100%	100%	100%
MARAC Insurance Limited	Insurance services	100%	50%	50%

On 31 December 2015, Pre-amalgamated Heartland Bank was amalgamated, by way of short form amalgamation, with its ultimate parent, Heartland New Zealand Limited. Refer to reporting entity note for further details.

On 17 July 2015, the bank acquired the remaining 50% of MARAC Insurance Limited for \$2.3 million. A loss on acquisition of \$339k was recognised during the year ended 30 June 2015. MARAC Insurance Limited was previously a joint arrangement accounted for using the equity method.

18 Structured entities

(a) Heartland Cash and Term PIE Fund

Investments of Heartland Cash and Term PIE Fund are represented as follows:

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Deposits	71,698	45,239	45,110

(b) Heartland ABCP Trust 1

The banking group has securitised a pool of receivables comprising commercial and motor vehicle loans to the ABCP Trust.

The banking group continues to recognise the securitised assets and associated borrowings in the Interim Statement of Financial Position as it is the residual beneficiary and subordinated debt holder of the Trust. Despite the bank being the residual beneficiary, the loans sold to ABCP Trust are set aside for the benefit of investors in ABCP Trust and bank depositors will have no recourse to these assets. ABCP Trust's material assets and liabilities are represented as follows:

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Cash and cash equivalents - securitised	9,991	11,472	5,553
Finance receivables - securitised	274,333	322,508	277,614
Borrowings - securitised	(258,819)	(303,558)	(258,630)
Derivative financial assets - securitised	120	679	59
Derivative financial liabilities - securitised	(2,001)	(365)	(1,995)

(c) Seniors Warehouse Trust (SW Trust) and ASF Settlement Trust (ASF Trust)

SW Trust and ASF Trust form part of ASF's home equity release business. They were both set up by ASF, as asset holding entities. The Trustee for both Trusts is ASF Custodians Pty Limited and the Trust Manager is Australian Seniors Finance Pty Limited. The balances of SW Trust and ASF Trust are represented as follows:

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Cash and cash equivalents	5,837	2,557	1,207
Finance receivables - Home equity release loans	422,706	391,485	424,445
Borrowings - CBA	(373,678)	(349,126)	(372,333)
Derivative financial liabilities	(2,754)	(3,857)	(3,608)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

19 Capital adequacy

The banking group is subject to regulation by the RBNZ. The RBNZ has set minimum regulatory capital requirements for banks that are consistent with the internationally agreed framework developed by the Basel Committee on Banking Supervision. The resulting Basel II and III requirements define what is acceptable as capital and provide for methods of measuring the risks incurred by the banking group.

The bank's Conditions of Registration prescribes minimum capital adequacy ratios calculated in accordance with the Capital Adequacy Framework (Standardised Approach) BS2A.

The banking group has adopted the Basel II standardised approach per RBNZ BS2A to calculate its regulatory requirements. Basel II is made up of the following three Pillars:

- Pillar 1 sets out the minimum capital requirements for credit, market and operational and compliance risks.
- Pillar 2 is designed to ensure that banks have adequate capital to support all risks (not just those set out under Pillar 1 above) and is enforced through the requirement for supervisory review.
- Pillar 3 outlines the requirements for adequate and transparent disclosure.

Basel III was developed in order to strengthen the regulation, supervision and risk management of the banking sector. The measures aim to improve the banking sector's ability to absorb shocks arising from financial and economic stress; improve risk management and governance; and strengthen banks' transparency and disclosures. The requirements that impact capital are as follows:

- The level of capital required to be held by banks increased through the introduction of new minimum capital requirements for Common Equity Tier 1 (CET1) capital, Additional Tier 1 (AT1) capital and Total capital as a percentage of risk-weighted-assets (RWA's).
- A capital conservation buffer held over and above the minimum capital ratio requirements used to absorb losses during periods of financial and economic stress.
- A counter-cyclical capital buffer be held and to be used at the RBNZ's discretion, to assist in attaining the macro-prudential goal of protecting the banking sector from periods of extraordinary excess aggregate credit growth.
- Strengthen the calculation of RWAs, particularly in respect of counterparty credit risk.

The Basel III requirements have not affected the banking group's minimum capital requirements as the banking group's Conditions of Registration prescribe minimum capital requirements higher than the Basel III requirements.

The capital adequacy tables set out on the following pages summarise the composition of regulatory capital and the capital adequacy ratios for the banking group as at 31 December 2015.

Internal Capital Adequacy Assessment Process (ICAAP)

The banking group has an ICAAP which complies with the requirements in 'Guidelines on a Bank's Internal Capital Adequacy Assessment Process ("ICAAP")' BS12 and is in accordance with its Conditions of Registration.

The Board has overall responsibility for ensuring the banking group has adequate capital in relation to its risk profile and establishes minimum internal capital levels and limits above the regulatory minimum. The banking group has established a Capital Management Policy (CMP) to determine minimum capital levels for tier one and total capital under Basel III and in accordance with its Conditions of Registration. The documented process ensures that the banking group has sufficient available capital to meet minimum capital requirements, even in stressed events. It describes the risk profile of the banking group and the risk appetite and tolerances under which it operates, and assesses the level of capital held against the material risks of the banking group (both Pillar One and Pillar Two).

The ICAAP identifies the additional capital required to be held against other material risks, being concentration risk, strategic / business risk, reputational risk, regulatory risk and model risk.

Compliance with minimum capital levels is monitored by the Asset and Liability Committee and reported to the Board monthly. The ICAAP and CMP is reviewed annually by the Board.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

19 Capital adequacy (continued)

(a) Capital ratios

	Unaudited Dec 2015 \$000
Tier 1 capital	
Common Equity Tier 1 (CET1) capital	
Paid up ordinary shares issued by the bank plus related share premium	418,141
Retained earnings (net of appropriations)	66,500
Accumulated other comprehensive income and other disclosed reserves	1,047
<i>Less deductions from CET1 capital</i>	
Intangible assets	(54,314)
Deferred tax assets	(5,315)
Hedging reserve	1,538
Defined benefit superannuation fund asset	(513)
Total CET1 capital	427,084
Additional Tier 1 capital	
Nil	-
Total Tier 1 capital	427,084
Tier 2 capital	
Subordinated Bond	1,455
Total Tier 2 capital	1,455
Total capital	428,539

(b) Capital structure

Ordinary shares

In accordance with BS2A, ordinary share capital is classified as CET1 capital and is not subject to phase-out from eligibility as capital under the Reserve Bank of New Zealand's Basel III transitional arrangements. The ordinary shares have no par value. Each ordinary share of the bank carries the right to vote on a poll at meetings of shareholders, the right to an equal share in dividends authorised by the Board and the right to an equal share in the distribution of the surplus assets of the bank in the event of liquidation.

Reserves

Available for sale reserve The available for sale reserve comprises the changes in the fair value of available for sale securities, net of tax. These changes are recognised in profit or loss as other income when the asset is either derecognised or impaired.

Hedging reserve The hedging reserve comprises the fair value gains and losses associated with the effective portion of designated cash flow hedging instruments.

Defined benefit reserve The defined benefit plan reserve represents the excess of the fair value of the assets of the defined benefit superannuation plan over the net present value of the defined benefit obligations.

Retained earnings

Retained earnings is the accumulated profit or loss that has been retained in the banking group.

Subordinated Bond

Heartland's 2018 Subordinated Bonds (the bonds) constitute Tier 2 capital of the banking group. The bonds had an issue period from 12 July 2013 to 15 December 2013 and have a maturity date of 15 December 2018. The bonds pay quarterly interest in arrears at a rate of 6.5% per annum, provided the bank will be solvent immediately after the payment is made. The bank may elect to repay the bonds prior to 15 December 2018 if a regulatory event or tax event occurs and provided it will be solvent immediately after the repayment and the Reserve Bank has consented to the repayment. The bonds are subordinated to all other general liabilities of the banking group and are denominated in New Zealand dollars.

If the Reserve Bank or a Statutory Manager requires the bank to write down the principal amount and/or the interest on the bonds, the bonds will be written down and could be reduced to zero to comply with the Reserve Bank's loss absorbency requirements. The bank has not had any defaults of principal, interest or other breaches with respect to these bonds.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

19 Capital adequacy (continued)

(c) Credit risk

(i) On-balance-sheet exposures

	Total exposure	Risk weighting	Risk weighted exposure	Capital requirement per BS2A
	\$000	%	\$000	\$000
Unaudited - Dec 2015				
Cash	78	0%	-	-
Multilateral development banks (0% risk graded as per BS2A)	36,928	0%	-	-
Multilateral development banks (all others not defined in BS2A)	42,490	20%	8,498	680
Banks (AA- and above)	120,746	20%	24,149	1,932
Banks (BBB- and above)	24,478	50%	12,239	979
Public sector entities (AA- and above)	54,090	20%	10,818	865
Corporate (AA- and above)	6,954	20%	1,391	111
Corporate (A- and above)	8,083	50%	4,042	323
Corporate (BBB- and above)	510	100%	510	41
Welcome Home Loans - loan to value ratio (LVR) <= 90% ¹	7,713	35%	2,700	216
Welcome Home Loans - LVR 90% >= 100% ¹	2,803	50%	1,402	112
Welcome Home Loans - LVR > 100% ¹	600	100%	600	48
Residential mortgages <= 80% LVR	798,866	35%	279,603	22,368
Residential mortgages 80 <= 90% LVR	3,092	50%	1,546	124
Residential mortgages 90 <= 100% LVR	2,772	75%	2,079	166
Residential mortgages 100%+ LVR	4,203	100%	4,203	336
Property Investment Mortgage Loan <=80% LVR	4,100	40%	1,640	131
Past due residential mortgages	758	100%	758	61
Other past due assets - provision 20%+	8,906	100%	8,906	712
Other past due assets - provision < 20%	35,525	150%	53,288	4,263
Equity Holdings	7,291	400%	29,164	2,333
Other assets	2,114,908	100%	2,114,908	169,193
Non risk weighted assets	58,604	0%	-	-
Total on balance sheet exposures	3,344,498		2,562,444	204,994

(ii) Off-balance sheet exposures

	Total exposure	Credit conversion Factor	Credit equivalent amount	Risk weighting	Risk weighted exposure	Capital requirement per BS2A
	\$000	\$000	\$000	%	\$000	\$000
Unaudited - Dec 2015						
Off balance sheet exposures						
Direct credit substitute	5,179	100%	5,179	100%	5,179	414
Performance-related contingency	7,945	50%	3,973	100%	3,973	318
Other commitments where original maturity is more than one year	102,801	50%	51,401	100%	51,401	4,112
Other commitments where original maturity is less than or equal to one year	118,621	20%	23,724	100%	23,724	1,898
Market related contracts:²						
Interest rate contracts	269,935	0.5%	1,350	20%	270	22
Interest rate contracts	7,305	0.0%	-	20%	-	-
Total off balance sheet exposures	511,786		85,627		84,547	6,764

¹ The LVR classification above is calculated in line with the banking group's Pillar 1 Capital requirement which includes capital relief for Welcome Home loans that are guaranteed by the Crown.

² The credit equivalent amount for market related contracts was calculated using the current exposure method.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

19 Capital adequacy (continued)

(d) Additional mortgage information - LVR range

	On balance sheet exposures	Off balance sheet exposures ¹	Total exposures
	\$000	\$000	\$000
Unaudited - Dec 2015			
Does not exceed 80%	802,888	2,437	805,325
Exceeds 80% and not 90%	11,642	-	11,642
Exceeds 90%	10,377	34	10,411
Total exposures	824,907	2,471	827,378

At 31 December 2015, of the balance of "Exceeds 90%" above, \$3.4 million relates to Welcome Home loans, whose credit risk is mitigated by the Crown.

(e) Reconciliation of mortgage related amounts

	NOTE	Unaudited Dec 2015 \$000
Loans and advances - loans with residential mortgages	13(a)	824,907
On balance sheet residential mortgage exposures subject to the standardised approach		824,907
Off balance sheet mortgage exposures subject to the standardised approach		2,471
Total residential exposures subject to the standardised approach		827,378

(f) Credit risk mitigation

As at 31 December 2015 the banking group has \$11.1 million of Welcome Home Loans, whose credit risk is mitigated by the Crown. Other than this the banking group does not have any exposures covered by eligible collateral, guarantees and credit derivatives.

(g) Operational Risk

	Implied risk weighted exposure	Aggregate capital charge
	\$000	\$000
Operational risk	180,085	14,407

(h) Market risk

		Implied risk weighted exposure	Aggregate capital charge
		\$000	\$000
Market risk end-of-period capital charge	Interest rate risk only	94,148	7,532
Market risk peak end-of-day capital charge	Interest rate risk only	94,148	7,532
Market risk end-of-period capital charge	Foreign currency risk only	41,928	3,354
Market risk peak end-of-day capital charge	Foreign currency risk only	41,928	3,354

Peak end of day aggregate capital charge at the end of the period is derived by following the risk methodology for measuring capital requirements within Part 10 of the standardised approach. Peak end of day aggregate capital charge is derived by determining the maximum end of month capital charge over the reporting period. Based on the portfolio of the banking group's risk exposures, it is considered by management that the difference between end of month aggregate capital charge and end of day aggregate capital charge is insignificant.

¹ Off balance sheet exposures means unutilised limits.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

19 Capital adequacy (continued)

(i) Total capital requirements

	Total exposure after credit risk mitigation	Risk weighted exposure or implied risk weighted exposure	Total capital requirement per BS2A
	\$000	\$000	\$000
Unaudited - Dec 2015			
Total credit risk			
On balance sheet	3,344,498	2,562,444	204,994
Off balance sheet	511,786	84,547	6,764
Operational risk	n/a	180,085	14,407
Market risk	n/a	136,076	10,886
Total	n/a	2,963,152	237,051

The implied risk weighted exposure for Operational and Market risk calculated per BS2A assumes a capital requirement of 8%, this is in-line with the banks Conditions of Registration.

(j) Capital ratios

	Unaudited Dec 2015 %	Unaudited Dec 2014 ¹ %
Capital ratios compared to minimum ratio requirements		
Common Equity Tier 1 capital expressed as a percentage of total risk weighted exposures	14.41%	13.68%
Minimum Common Equity Tier 1 capital as per Conditions of Registration	4.50%	10.00%
Tier 1 capital expressed as a percentage of total risk weighted exposures	14.41%	13.68%
Minimum Tier 1 capital as per Conditions of Registration	6.00%	12.00%
Total capital expressed as a percentage of total risk weighted exposures	14.46%	13.76%
Minimum Total capital as per Conditions of Registration	8.00%	12.00%
Buffer ratio	6.46%	1.68%
Buffer ratio requirement	2.50%	N/A

(k) Solo capital adequacy

Solo capital adequacy		
Common Equity Tier 1 capital expressed as a percentage of total risk weighted exposures	15.96%	15.72%
Minimum Common Equity Tier 1 capital as per Conditions of Registration	4.50%	10.00%
Tier 1 capital expressed as a percentage of total risk weighted exposures	15.96%	15.72%
Minimum Tier 1 capital as per Conditions of Registration	6.00%	12.00%
Total capital expressed as a percentage of total risk weighted exposures	16.01%	15.81%
Minimum Total capital as per Conditions of Registration	8.00%	12.00%

(l) Other material risks

In addition to the material risks included in the calculation of the capital ratios, the banking group has identified other material risks to be included in the capital allocation (being concentration risk, strategic / business risk, reputational risk, regulatory and model risk). As at 31 December 2015, the banking group has made an internal capital allocation of \$60.3 million (December 2014: nil; June 2015: \$68.7 million) to cover these risks.

¹ The capital ratios as at 31 December 2014 are the ratios previously disclosed for the registered bank at that date, Pre-amalgamated Heartland Bank.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2015

20 Insurance business, securitisation, funds management and other fiduciary activities

Insurance business

The banking group conducts insurance business through its subsidiary MARAC Insurance.

The banking group's aggregate amount of insurance business comprises the total consolidated assets of MARAC Insurance of \$7.33 million, which is 0.22% of the total consolidated assets of the banking group.

Marketing and distribution of insurance products

The banking group markets and distributes term life insurance and general insurance covering risks such as redundancy, bankruptcy or suspension of employment. The insurance products are underwritten by MARAC Insurance, a subsidiary of the group. There have been no material changes in the banking group's marketing and distribution of insurance products since the reporting date of the previous disclosure statement.

Securitisation, funds management and other fiduciary activities

There have been no other material changes to the bank's involvement in securitisation, funds management and other fiduciary activities since the reporting date of the previous disclosure statement.

21 Contingent liabilities and commitments

	Unaudited Dec 2015 \$000	Unaudited Dec 2014 \$000	Audited Jun 2015 \$000
Letters of credit, guarantee commitments and performance bonds	13,124	9,527	14,844
Total contingent liabilities	13,124	9,527	14,844
Undrawn facilities available to customers	102,801	124,384	116,217
Conditional commitments to fund at future dates	118,621	126,193	108,037
Total commitments	221,422	250,577	224,254

As at 31 December 2015 there are no undrawn lending commitments to counterparties for whom drawn balances are classified as individually impaired (December 2014: nil; June 2015: nil).

22 Events after the reporting date

There have been no material events after the reporting date that would affect the interpretation of the interim financial statements or the performance of the banking group.



Independent auditor's review report

To the shareholders of Heartland Bank Limited

We have completed a review of the half year disclosure statement of Heartland Bank Limited (the "bank") and its controlled entities (the "banking group") on pages 10 to 33 which comprise the interim financial statements prepared and disclosed in accordance with the Registered Bank Disclosure Statements (New Zealand Incorporated Registered Banks) Order 2014 (as amended) (the "Order") and supplementary information prescribed in schedules 3, 5, 7, 9, 13, 16 and 18 of the Order.

The interim financial statements comprise the interim statement of financial position as at 31 December 2015, and the interim statements of comprehensive income, changes in equity and cash flows for the six month period ended on that date, and a summary of significant accounting policies and other explanatory information.

Directors' responsibilities

The directors of the bank are responsible for the preparation and fair presentation of the half year disclosure statement, which includes interim financial statements prepared in accordance with clause 25 of the Order and for such internal control as the directors determine is necessary to enable the preparation and fair presentation of the interim financial statements that are free from material misstatement, whether due to fraud or error.

They are also responsible for the preparation of supplementary information in the half year disclosure statement which fairly stated the matters to which it relates in accordance with Schedules 3, 5, 7, 9, 13, 16 and 18 of the Order.

Our responsibilities

Our responsibility is to express a conclusion on the half year disclosure statement, which includes interim financial statements disclosed in accordance with Clause 25 of the Order, and supplementary information disclosed in accordance with schedules 3, 5, 7, 9, 13, 16 and 18 of the Order, based on our review.

We are responsible for reviewing the interim financial statements (excluding the supplementary information) in order to report to you whether anything has come to our attention that causes us to believe that the interim financial statements are not prepared, in all material respects, in accordance with the NZ IAS 34 *Interim Financial Reporting*.

We are responsible for reviewing the supplementary information (excluding the supplementary information relating to 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 3, 5, 7, 13, 16 and 18 of the Order.

We are responsible for reviewing the supplementary information relating to capital adequacy in order to state whether, on the basis of the procedures described below, anything has come to our attention that cause us to believe that the information disclosed in accordance with schedule 9 is not in all material respects prepared in accordance with the bank's conditions of registration and disclosed in accordance with schedule 9 of the Order.

We conducted our review in accordance with NZ SRE 2410 *Review of Financial Statements Performed by the Independent Auditor of the Entity* (“NZ SRE 2410”). A review of a half year disclosure statement in accordance with NZ SRE 2410 is a limited assurance engagement. The auditor performs procedures, primarily consisting of making enquiries of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand). Accordingly we do not express an audit opinion on the half year disclosure statement.

Our firm has also provided other services to the banking group in relation to other assurance, general accounting and advisory services. Subject to certain restrictions, partners and employees of our firm may also deal with the banking group on normal terms within the ordinary course of trading activities of the business of the banking group. These matters have not impaired our independence as auditor of the banking group. The firm has no other relationship with, or interest in, the banking group.

As the auditor of the bank, NZ SRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial statements.

This report is made solely to the bank’s shareholders. Our review work has been undertaken so that we might state to the bank’s shareholders those matters we are required to state to them in the independent auditor’s review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the bank’s shareholders, for our review work, this report or any of the opinions we have formed.

Conclusion

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

- the interim financial statements (excluding the supplementary information disclosed in accordance with schedules 3, 5, 7, 9, 13, 16 and 18 of the Order) of the banking group do not present fairly, in all material respects, the financial position of the banking group as at 31 December 2015, and of its financial performance and its cash flows for the six month period ended on that date, in accordance with NZ IAS 34;
- the supplementary information (excluding supplementary information relating to capital adequacy) disclosed in accordance with schedules 3, 5, 7, 13, 16 and 18 of the Order, does not fairly state the matters to which it relates in accordance with those schedules; and
- the supplementary information relating to capital adequacy disclosed in accordance with schedule 9 of the Order, is not, in all material respects prepared in accordance with the bank’s conditions of registration and disclosed in accordance with schedule 9 of the Order.

KPMG

23 February 2016
Auckland