

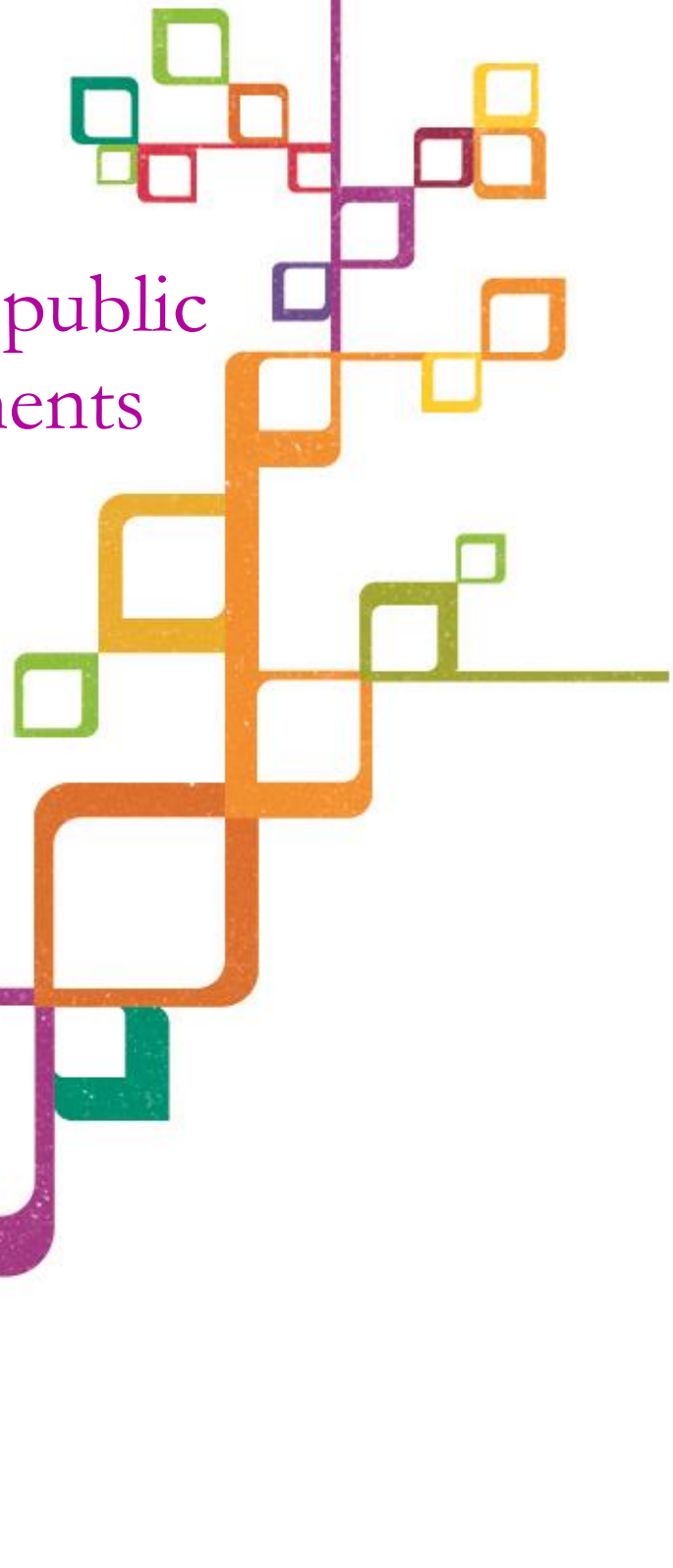


Grant Thornton

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Example listed public financial statements

Grant Thornton CLEAR Example Ltd
For the year ended 31 December 2014



Foreword

Welcome to the December 2014 edition of *Example Financial Statements*.

The preparation of financial statements in accordance with Australian Accounting Standards (AASBs) and International Financial Reporting Standards (IFRSs) is challenging. Each year new standards and amendments are published by the Australian Accounting Standards Board and the International Accounting Standards Board with the potential to significantly impact both the presentation of the primary financial statements and the accompanying disclosures.

While the annual (and interim) period ending 31 December 2014 represents relatively little change for for-profit entities, this is not the case for not-for-profit entities as it is the first annual reporting period to which the new requirements in AASB 10 *Consolidated Financial Statements*, AASB 11 *Joint Arrangements* and AASB 12 *Disclosure of Interests in Other Entities* apply to not-for-profit entities. Accordingly, this reporting season is likely to pose significant challenges to preparers and auditors in the not-for-profit sector. On a positive note, there are no major IFRSs / AASBs due for implementation over the next couple of years, however entities should start their impact assessment of recently issued IFRS 15 *Revenue from Contracts with Customers* and IFRS 9 *Financial Instruments* (2014) sooner rather than later so as to prepare themselves properly for the changes that may be required when adopting these standards on 1 January 2017 and 1 January 2018 (respectively).

Should preparers like to discuss these financial reporting changes or recent developments and how these may impact upon your business, please contact your local Grant Thornton Australia contact, or the National Audit Support (NAS) Team on nationalaudit.support@au.gt.com. There are also various publications (Technical Accounting Alerts [TA Alerts] and IFRS Quarterly Newsletters [IFRS News]) on our website www.grantthornton.com.au which provide an overview of these developments.

The December 2014 edition of *Example Financial Statements* is based on the recent Grant Thornton International publication, however has been tailored to suit the Australian financial reporting and regulatory environment. This publication is intended to illustrate the ‘look and feel’ of Australian general purpose financial statements and to provide a realistic example of their presentation.

This publication is based on the activities and results of Grant Thornton CLEARR Example Ltd and Subsidiaries (“the Group”) – a fictional ASX listed public IT entity that has been preparing Australian general purpose financial statements for several years. The form and content of Australian general purpose financial statements depend of course on the activities and transactions of each reporting entity.

Our objective in preparing the *Example Financial Statements* was to illustrate one possible approach to financial reporting by an entity engaging in transactions that are ‘typical’ across a range of non-specialist sectors. However, as with any example, this illustration does not envisage every possible transaction and cannot therefore be regarded as comprehensive. Management is responsible for the fair presentation of financial statements and therefore may find other approaches more appropriate in their specific circumstances.

These *Example Financial Statements* have been reviewed and updated to reflect changes in Australian Accounting Standards that are effective for the year ending 31 December 2014. However, no account has been taken of any new developments published after **27 November 2014**. The Grant Thornton website contains any updates that are relevant for 31 December 2014 financial statements, including our December 2014 Accounting Standards issued by the AASB / IASB but not yet effective.

Significant changes in this edition

This publication has been updated to reflect all the new and revised financial reporting requirements applicable for the first time to financial year ending 31 December 2014. The table below lists the significant changes incorporated in this year’s publication and specific areas of the financial report impacted by these changes.

Amendment	Impact	Sections affected
AASB 2011-4 <i>Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements</i> <i>Corporations and Related Legislation Amendment Regulations 2013</i> <i>Corporations and Australian Securities and Investments Commission Amendment Regulation 2013 (No.1)</i>	Relocation of individual key management personnel disclosures relating to options / rights holdings, equity holdings, loans and other transactions from the financial report to the remuneration report	Note 28 Remuneration Report (section (f))

Using this publication

In some areas alternative presentation and disclosure approaches are also illustrated in the Appendices.

For further guidance on the Standards and Interpretations applied, reference is made to Australian Accounting Standards and Interpretations sources throughout the document on the left hand side of each page.

The use of this publication is **not** a substitute for the use of a comprehensive and up to date disclosure checklist to ensure completeness of the disclosures in Australian general purpose financial statements.

Andrew Archer

National Audit Leader
Grant Thornton Australia Limited
November 2014

Contents

	Page
Directors' Report	7
Auditor's Independence Declaration	24
Corporate Governance Statement	25
Consolidated Statement of Profit or Loss and Other Comprehensive Income	39
Consolidated Statement of Cash Flows	49
Notes to the Consolidated Financial Statements	50
1 Nature of operations	50
2 General information and statement of compliance	50
3 Changes in accounting policies	51
4 Summary of accounting policies	53
5 Segment reporting	71
6 Finance costs and finance income	75
7 Other financial items	75
8 Income tax expense	76
9 Assets and disposal groups classified as held for sale and discontinued operations	76
10 Cash and cash equivalents	78
11 Trade and other receivables	78
12 Financial assets and liabilities	79
13 Inventories	84
14 Investments accounted for using the equity method	85
15 Property, plant and equipment	86
16 Investment property	87
17 Deferred tax assets and liabilities	88
18 Goodwill	89
19 Other intangible assets	91
20 Trade and other payables	92
21 Provisions	92
22 Employee remuneration	93
23 Other liabilities	100
24 Equity	101

	Page
25 Earnings per share and dividends	102
26 Reconciliation of cash flows from operating activities	104
27 Auditor remuneration	104
28 Related party transactions	105
29 Contingent liabilities	106
30 Capital commitments	106
31 Acquisitions and disposals	107
32 Interests in subsidiaries	110
33 Leases	112
34 Financial instrument risk	113
35 Fair value measurement	119
36 Capital management policies and procedures	124
37 Parent Entity information	125
38 Post-reporting date events	125
Directors' Declaration	126
Independent Auditor's Report	127
ASX Additional Information	128
Appendix A: Organising the Statement of Profit or Loss by Function of Expenses	130
Appendix B: Statement of Profit or Loss and Other Comprehensive Income Presented in Two Statements	132
Appendix C: Statement of Cash Flows Presented Using the Indirect Method	135
Appendix D: Additional Disclosures for Mining Exploration Companies	137
Appendix E: Summary of Directors' Report Requirements	146

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Directors' Report

The Directors of Grant Thornton CLEARR Example Ltd ('Grant Thornton CLEARR') present their Report¹ together with the financial statements of the consolidated entity, being Grant Thornton CLEARR ('the Company') and its Controlled Entities ('the Group') for the year ended 31 December 2014.

CA 300(1)(c)

Director details

The following persons were Directors of Grant Thornton CLEARR during or since the end of the financial year. Copious

CA 300(10)(a)
CA 300 (11)(a),(c),(e)

Mr Blake Smith B. Eng

Managing Director
Director since 2007

Mr Smith has substantial knowledge of manufacturing processes and retail through executive roles in Australia, New Zealand and the United Kingdom where he has been responsible for implementing best practice systems across a range of industries.

Other current Directorships:

None

Previous Directorships (last 3 years):

Phoenix Limited (Appointed 8 August 2011;
Resigned 30 November 2012)

Interests in shares:

403,565 shares

Interest in options:

None

Ms Beth King CA, MBA

Independent Non-Executive Director
Audit and Risk Committee Chair and Member of
the Nomination and Remuneration Committee
Director since 2005

Beth is a Chartered Accountant and brings more than twenty (20) years broad financial and commercial experience, both local and international to Grant Thornton CLEARR.

Other current Directorships:

Sapphire Mine Limited (Appointed 15 July 2011)

Previous Directorships (last 3 years):

Balcombe Holdings Limited (Appointed 1 March
2009; resigned 17 September 2012)

Interests in shares:

21,203 shares

Interest in options:

None

¹ For a summary of Directors' Report requirements relating to each type of entity, refer to Appendix E: Summary of Directors' Report Requirements.

Mr Simon Murphy
LLB (Hons)

Independent Non-Executive Director
Independent Chairman / Nomination and
Remuneration Committee Chair and
Member of Audit and Risk Committee
Director since 2010

Simon has broad international corporate experience as Chief Executive Officer (CEO) of an ASX Top 100 Company with extensive operations in North America and Europe and diverse trading relationships in Asia. Simon is a qualified lawyer in Australia.

Other current Directorships:

Holden Limited (Appointed 21 March 2009)
Fremont Trading Limited (Appointed 10 November 2010)

Previous Directorships (last 3 years):

None

Interests in shares:

None

Interest in options:

None

Mrs Alison French
BA (Hons)

Chief Executive Officer
Director since 2009

Alison has significant international experience over 25 years in the information technology sector, including senior executive positions based in Australia, New Zealand and Asia plus regional responsibilities over many years throughout Africa and the Middle East.

Other current Directorships:

None

Previous Directorships (last 3 years):

None

Interests in shares:

215,123 shares

Interest in options:

41,082

Mr William Middleton
Bec, FCA

Appointed 28 November 2014
Independent Non-Executive Director
Member of the Nomination and
Remuneration Committee and member of
Audit and Risk Committee

William is the Principal of WM Associations, a financial consulting and advisory firm with a range of clients operating in the fast moving consumer goods industries.

Other current Directorships:

Fisher Group Limited
(Appointed 23 October 2007)
Luxor Resources Limited
(Appointed 30 March 2009)
Leyton Supplies Limited
(Appointed 18 February 2010)

Previous Directorships (last 3 years):

Sketches Group Limited
(Appointed 15 March 2011;
resigned 17 August 2013)

Interests in shares:

10,000 shares

Interest in options:

None

Company Secretary

CA 300(10)(d)

Nick Morgan is a Chartered Accountant and the Group Chief Financial Officer. Nick has held senior positions with a number of professional accounting firms and has a degree in Commerce. Nick has been the Company Secretary of Grant Thornton CLEARR for four (4) years.

Principal activities

CA 299(1)(c)

During the year, the principal activities of entities within the Group were:

- sale, customisation and integration of IT and telecommunications systems
- maintenance of IT and telecommunications systems; and
- internet based selling of hardware and software products.

There have been no significant changes in the nature of these activities during the year.

CA 299(1)(a)
CA 299A(1)(a) & (b)

Review of operations and financial results²

The Group is a key participant in the IT and telecommunications services market, holding a market share of approximately 35%. While the Group's Services and Retail segments have a diverse customer base, 12% of the Consulting segment's revenues depended on a single customer (2013: 11%).

In October 2014, the Group announced that it had been the target of an unsolicited takeover offer. The Directors believed that this offer significantly undervalued the Group. The offer caused some disruption, diverting management time from daily operations, and the Group incurred one-off costs of approximately \$0.2m in relation to the offer. The offer has since been withdrawn.

As part of our cost reduction program, it was necessary to reduce our service staff numbers this year from 75 to 60. Redundancy payments totalling \$1.8m explain the higher employee benefit expenses this year.

The operating result of the Group has increased to \$15.4m (2013: \$13.2m); this is mainly due to the cost control measures implemented during the year which have allowed increased revenue with a lower proportionate cost base.

Revenue from Retail operations was up on last year (by 17%), which is very encouraging and higher than anticipated last year (our expectation was 12%). The key reason for this increase was the expansion of our distribution networks and upgrading of our online sales portal. Revenue growth in our Consulting and Service businesses was steady, which was in line with our expectations last year. This steady growth reflects the current global economic uncertainty and the cost reduction measures undertaken by businesses in the market place.

Earnings per share have increased during the year to \$1.22 (2013: \$1.11) which has allowed both an interim and final dividend to be declared.

² On 27 March 2013, the Australian Securities and Investments Commission (ASIC) issued Regulatory Guide RG 247 *Effective disclosure in an operating and financial review* which sets out ASIC's expectation regarding the level of disclosures that listed entities will need to provide in an operating and financial review in order to comply with section 299A(1) of *Corporations Act 2001*. For further information, refer to our TA Alert 2013-4 [ASIC Regulatory Guide 247: Effective disclosure in an operating and financial review](#) which is available on our website.

Additional capital raising activities were undertaken during the year which raised \$16.7m and allowed the Group to fund the Goodtech Ltd acquisition via a cash settlement as well as positioning the Group in a strong cash position for 2015 to allow for future acquisitions, if appropriate opportunities arise.

The Group's net assets increased by 63% compared to the previous year, which is largely due to the Group's capital raising activities.

The acquisitions and disposals which have occurred during the year are in line with the Group's strategy to increase online sales capacity.

Goodwill of \$2.4m arising on acquisition of Goodtech (as described below) is primarily related to growth expectations, expected future profitability, the substantial skill and expertise of Goodtech's workforce and expected cost synergies.

The Chairman's report contains further information on the detailed operations of the Group during the year.

CA 299(1)(b)

Significant changes in the state of affairs

During the year, the following changes occurred within the Group:

- acquisition of Goodtech Ltd:
 - on 30 March 2014, the Group acquired 100% of the equity instruments of Goodtech Ltd (Goodtech), a Brisbane based business, thereby obtaining control. The acquisition was made to enhance the Group's position in the retail market for computer and telecommunications hardware in Australia. Goodtech is a significant business in Australia in the Group's targeted market. The cost of the acquisition was \$16.06m which was settled in cash.
- disposal of Highstreet Limited:
 - on 30 September 2014, the Group disposed of its 100% equity interest in its subsidiary, Highstreet Limited. The subsidiary was classified as held for sale in the 2013 financial statements. There was a loss on disposal of \$29,000.
- issue of share capital:
 - on 30 September 2014, the Group issued 1,500,000 shares as part of its capital raising program which resulted in proceeds of \$16.7m, each share has the same terms and conditions as the existing ordinary shares.

Dividends

CA 300(1)(a)

In respect of the current year, a fully franked interim dividend of \$3,000,000 (25c per share) was paid on 30 September 2014 (2013: \$Nil).

CA 300(1)(b)

In addition to the interim dividend and since the end of the financial year, Directors have declared a fully franked final dividend of \$6,885,000 (50c per share) to be paid on 15 April 2015 (2013: \$Nil).

Events arising since the end of the reporting period

CA 299(1)(d)

Apart from the final dividend declared, there are no other matters or circumstances that have arisen since the end of the year that have significantly affected or may significantly affect either:

- the entity's operations in future financial years
- the results of those operations in future financial years; or
- the entity's state of affairs in future financial years.

CA 299(1)(e),
CA 299A(1)(c)

Likely developments, business strategies and prospects

Based on the expected growth in online sales, as predicted by a number of prominent economic commentators, and the demand from customers for the latest technology, we expect significant increase in online sales for next few years. We have a number of strategies to benefit from this growth, including:

- upgrading our online sales portal
- further expanding our distribution networks
- further reducing manufacturing costs; and
- a strong marketing campaign.

We have instigated an urgent upgrade of the Group's website and online sales portal. We have allocated \$3.8m for this upgrade, which will mostly be funded from retained earnings. We expect the upgrade to be completed in the next twelve (12) months, to be followed by a strong marketing campaign.

We are continually considering ways of reducing the Group's cost of manufacturing. The Directors are giving consideration to a major upgrade of production-line technology to improve efficiency. The Directors expect to receive the results of a feasibility study within the next six (6) months, and the various options will be considered at that time.

Looking ahead, the Group is currently engaged in a competitive tender process to supply the Australian government \$100m IT and telecommunication systems and offer integration and maintenance services over the next ten (10) years. If successful, manufacture and supply are expected to commence next year, significantly affecting future revenues. Given both the competitive nature of the tender, and the fact that the process is ongoing, we have utilised the exemption in s299A(3) and have not disclosed further details about the possible impact of the potential contract on the Group's business strategy and future prospects. We are relying on the exemption on the basis that disclosure of the potential financial impact on the Group arising from the outcome of the tender process is premature, and would be likely to result in other tender competitors gaining a commercial advantage, which would jeopardise the Group's prospects.

The material business risks faced by the Group that are likely to have an effect on the financial prospects of the Group, and how the Group manages these risks include:

- 1 **Reduction in demand from overseas markets** - given our reliance on the United Kingdom, USA and other overseas markets, this could have a significant impact on our financial results. Based on the views of prominent economic commentators, we do not anticipate any significant slowdown in these overseas economies for the next few years, but are currently investigating the option of expanding our sales into other emerging economies, such as China and India; and
- 2 **Technological obsolescence** - given the rapidly changing environment in which the Group operates, this could have a very significant impact on our financial results. We address this risk through investment in research and development and by constantly monitoring the market. With competitors constantly seeking to enter our market with improved designs, we see this risk increasing in the future.

CA 300(10)(b)
CA 300(10)(c)

Directors' Meetings

The number of Directors Meetings (including meetings of Committees of Directors) held during the year, and the number of meetings attended by each Director is as follows:

Directors' Name	Board Meetings		Audit and Risk Committee		Nomination and Remuneration Committee	
	A	B	A	B	A	B
Blake Smith	12	12	-	-	-	-
Beth King	12	12	4	4	1	1
Simon Murphy	12	11	4	4	1	1
Alison French	12	12	-	-	-	-
William Middleton	2	2	1	1	-*	-

* There have been no meetings of the Nomination and Remuneration Committee since the date of William Middleton's appointment to the Committee.

Where:

- **Column A** is the number of meetings the Director was entitled to attend
- **Column B** is the number of meetings the Director attended.

CA 300(1)(d)
CA 300(1)(e)

Unissued shares under option

Unissued ordinary shares of Grant Thornton CLEARR under option at the date of this report are:

Date Options Granted	Expiry Date	Exercise Price of Shares (\$)	Number under Option
5 January 2010	4 January 2015	5.74	90,749
1 January 2011	31 December 2015	6.24	29,175
1 February 2014	31 December 2018	7.61	100,000
			219,924

All options expire on the earlier of their expiry date or termination of the employee's employment. These options were issued under either the Star or Stay programme (described in Note 22.2 to the financial statements) and have been allotted to individuals on condition that they serve specified time periods as an employee of the Group before becoming entitled to exercise the options. These options do not entitle the holder to participate in any share issue of the Company.

CA 300(1)(f)

Shares issued during or since the end of the year as a result of exercise

During or since the end of the financial year, the Company issued ordinary shares as a result of the exercise of options as follows (there were no amounts unpaid on the shares issued):

Date Options Granted	Issue Price of Shares (\$)	Number of Shares Issued
1 January 2011	6.24	270,000

CA 300A(1)

Remuneration Report (audited)

The Directors of Grant Thornton CLEARR Example Ltd (“the Group”) present the Remuneration Report for Non-Executive Directors, Executive Directors and other Key Management Personnel, prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

The Remuneration Report is set out under the following main headings:

- a principles used to determine the nature and amount of remuneration
- b details of remuneration
- c service agreements
- d share-based remuneration; and
- e other information.

CA 300A(1)(a)

a Principles used to determine the nature and amount of remuneration

The principles of the Group’s executive strategy and supporting incentive programs and frameworks are:

- to align rewards to business outcomes that deliver value to shareholders
- to drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- to ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

Grant Thornton CLEARR has structured a remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The Board has established a Nomination and Remuneration Committee which operates in accordance with its charter as approved by the Board and is responsible for determining and reviewing compensation arrangements for the Directors and the Executive Team.

The Committee has engaged independent remuneration consultants to provide any necessary information to assist in the discharge of its responsibilities (refer to the disclosures below).

The remuneration structure that has been adopted by the Group consists of the following components:

- fixed remuneration being annual salary; and
- short term incentives, being employee share schemes and bonuses.

The Nomination and Remuneration Committee assess the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and Executive Team.

The payment of bonuses, share options and other incentive payments are reviewed by the Nomination and Remuneration Committee annually as part of the review of executive remuneration and a recommendation is put to the Board for approval. All bonuses, options and incentives must be linked to pre-determined performance criteria.

CA 300A(1)(ba)
Corp Regs
2M 3.03(1)(Item 12(c))

Short Term Incentive (STI)

Grant Thornton CLEARR performance measures involve the use of annual performance objectives, metrics, performance appraisals and continuing emphasis on living the Company values.

The performance measures are set annually after consultation with the Directors and executives and are specifically tailored to the areas where each executive has a level of control. The measures target areas the Board believes hold the greatest potential for expansion and profit and cover financial and non-financial measures.

The Key Performance Indicators ('KPI's') for the Executive Team are summarised as follows:

Performance area:

- **financial** – operating profit and earnings per share; and
- **non-financial** – strategic goals set by each individual business unit based on job descriptions.

The STI Program incorporates both cash and share-based components for the Executive Team and other employees.

The Board may, at its discretion, award bonuses for exceptional performance in relation to each person's pre-agreed KPIs.

CA 300A(1)(h)

Use of Remuneration Consultants

Grant Thornton CLEARR Example Ltd Nomination and Remuneration Committee employed the services of ABC Remuneration Consulting Pty Ltd to review and to provide recommendations in respect of the amount and elements of executive remuneration, including short-term and long-term incentive plan design.

Under the terms of the engagement, ABC Remuneration Consulting Pty Ltd provided remuneration recommendations as defined in section 9B of the *Corporations Act 2001* and was paid \$43,400 for these services.

ABC Remuneration Consulting Pty Ltd has confirmed that the above recommendations have been made free from undue influence by members of the Group's Key Management Personnel.

ABC Remuneration Consulting Pty Ltd was engaged by, and reported directly to, the Chair of the Nomination and Remuneration Committee. The agreement for the provision of remuneration consulting services was executed by the Chair of the Nomination and Remuneration Committee under delegated authority on behalf of the Board.

The report containing the remuneration recommendations was provided by ABC Remuneration Consulting Pty Ltd directly to the chair of the Nomination and Remuneration Committee.

ABC Remuneration Consulting Pty Ltd was permitted to speak to management throughout the engagement to understand Company processes, practices and other business issues and obtain management perspectives. However, ABC Remuneration Consulting Pty Ltd was not permitted to provide any advice or recommendations to members of management before advice or recommendations was given to members of the Nomination and Remuneration Committee and not unless ABC Remuneration Consulting Pty Ltd had approval to do so from members of the Nomination and Remuneration Committee.

As a consequence, the Board is satisfied that the recommendations were made free from undue influence from any members of the Key Management Personnel.

In addition to providing remuneration recommendations, ABC Remuneration Consulting Pty Ltd also provided advice on other aspects of the remuneration of the Group's employees. For these services ABC Remuneration Consulting Pty Ltd was paid a total of \$26,200.

CA 300A(1)(g)

Voting and comments made at the Company's last Annual General Meeting

Grant Thornton CLEARR Example Ltd received 92% of 'yes' votes on its Remuneration Report for the financial year ending 31 December 2013. The Company received no specific feedback on its Remuneration Report at the Annual General Meeting.

CA 300A(1)(b)

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board have regard to the following indices in respect of the current financial year and the previous four financial years:

Item	2014	2013	2012	2011	2010
EPS (cents)	1.22	1.11	1.10	1.12	1.02
Dividends (cents per share)	75	-	35	10	5
Net profit / loss (\$'000)	15,447	13,452	10,368	8,941	6,739
Share price (\$)	11.36	8.52	7.83	6.00	5.75

b Details of remuneration

Details of the nature and amount of each element of the remuneration of each Key Management Personnel ('KMP') of Grant Thornton CLEARR are shown in the table below:

Director and other Key Management Personnel Remuneration										
Employee	Year	Short Term Employee Benefits			Post-Employment Benefits	Long-Term Benefits	Termination Benefits	Share-Based Payments	Total	Performance Based Percentage of Remuneration
		Cash Salary & Fees	Cash Bonus	Non-Monetary Benefits	Superannuation	Long Service Leave	Termination Payments	Options		
Executive Directors										
Blake Smith	2014	\$459,000	\$60,000	\$70,000	\$75,000	21,000	-	-	\$685,000	8.8%
Managing Director	2013	\$435,000	\$15,000	\$60,000	\$70,000	20,000	-	-	\$600,000	2.5%
Alison French	2014	\$381,000	\$70,000	\$75,000	\$58,000	19,000	-	\$8,000	\$611,000	12.8%
Director & CEO	2013	\$363,000	\$15,000	\$65,000	\$53,000	17,000	-	\$50,000	\$563,000	11.5%
Non-Executive Directors										
Beth King	2014	\$60,000	-	-	\$10,000	-	-	-	\$70,000	0.0%
Independent	2013	\$55,000	-	-	\$10,000	-	-	-	\$65,000	0.0%
Simon Murphy	2014	\$80,000	-	-	\$10,000	-	-	-	\$90,000	0.0%
Independent	2013	\$75,000	-	-	\$10,000	-	-	-	\$85,000	0.0%
William Middleton	2014	\$15,000	-	-	\$1,350	-	-	-	\$16,350	0.0%
Independent ³										
Other Key Management Personnel										
Louise Johnston	2014	\$169,000	\$40,000	\$45,000	\$31,000	10,000	-	\$20,000	\$336,000	17.9%
General Manager, Sales	2013	\$181,000	\$30,000	\$35,000	\$31,000	9,000	-	\$23,000	\$309,000	17.2%
Nick Morgan - CFO /	2014	\$266,000	\$20,000	-	\$30,000	14,000	-	\$25,000	\$355,000	12.7%
Company Secretary	2013	\$266,000	-	-	\$30,000	14,000	-	\$27,000	\$337,000	8.0%
John Harbour - General	2014	\$162,000	-	-	\$23,500	8,000	\$100,000	-	\$293,500	-
Manager, Manufacturing ⁴	2013	\$195,000	\$20,000	-	\$23,500	10,000	-	\$25,000	\$273,500	16.5%
Andrew West - General	2014	\$33,000	-	-	\$3,150	2,000	-	-	\$38,150	-
Manager, Manufacturing ⁵										
Eric Stevens	2014	\$266,000	\$25,000	\$30,000	\$55,000	14,000	-	\$25,000	\$415,000	12.0%
Chief Operating Officer	2013	\$257,000	\$10,000	\$30,000	\$45,000	13,000	-	\$25,000	\$380,000	9.2%
Kendra Thompson	2014	\$242,000	\$20,000	-	\$40,000	13,000	-	\$25,000	\$340,000	13.2%
Chief Information Officer	2013	\$223,000	\$10,000	-	\$38,500	11,000	-	\$25,000	\$307,500	11.4%
2014 Total	2014	2,155,000	235,000	220,000	337,000	100,000	100,000	103,000	3,250,000	-
2013 Total	2013	2,049,000	100,000	190,000	311,000	95,000	-	175,000	2,920,000	-

³ William Middleton - Appointed 28 November 2014

⁴ John Harbour - Resigned 31 October 2014

⁵ Andrew West - Appointed 1 November 2014

CA 300A(1)(e)(i),(vi)

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

Name	Fixed remuneration	At risk - STI	At risk - options
<i>Executive Directors</i>			
Blake Smith	91%	9%	-
Alison French	88%	11%	1%
<i>Other Key Management Personnel</i>			
Louise Johnston	82%	12%	6%
Nick Morgan	83%	10%	7%
John Harbour	100%	-	-
Andrew West	100%	-	-
Eric Stevens	88%	6%	6%
Kendra Thompson	87%	6%	7%

Since the long-term incentives are provided exclusively by way of options, the percentages disclosed also reflect the value of remuneration consisting of options, based on the value of options expensed during the year.

CA 300(11d) /
Corp Regs 2M 3.03(1)

c Service agreements

Remuneration and other terms of employment for the Executive Directors and other Key Management Personnel are formalised in a Service Agreement. The major provisions of the agreements relating to remuneration are set out below:

CA 300A(1e(vii))

Name	Base Salary	Term of Agreement	Notice Period
Blake Smith	\$480,000	Unspecified	Six months
Alison French	\$400,000	Unspecified	Six months
Louise Johnston	\$200,000	Unspecified	Three months
Andrew West	\$210,000	Unspecified	Three months
Eric Stevens	\$280,000	Unspecified	Three months
Kendra Thompson	\$255,000	Unspecified	Two months
Nick Morgan	\$280,000	Unspecified	Two months

d Share-based remuneration

All options refer to options over ordinary shares of the Company, which are exercisable on a one-for-one basis under the terms of the agreements.

CA 300A(1ba)
Corp Regs
2M 3.03(1)(item 12(c))

Options granted to the Executive Team are under the Star Program. Options will vest subject to the achievement of the following total shareholder return performance condition.

If the Company's total shareholder return (representing dividend per share plus increase in the share price) is in the top quartile of companies in the ASX 200 Index ('the Index') over the vesting period, the full number of options will vest.

For performance between median and upper quartile, vesting will occur on a straight line basis so that 25% of the options vest for median performance and full vesting occurs for top quartile performance.

No options will vest if the total shareholder return is below the median in the Index. In addition, persons eligible to participate in this programme have to be employed until the end of the arranged vesting period.

Upon vesting, each option allows the holder to purchase one ordinary share at a discount of 20-25% of the market price determined at grant date.

Options granted under the Star Program carry no dividends or voting rights and when exercisable, each option is convertible into one ordinary share.

CA 300(1d) / CA 300(5)

Details of options over ordinary shares in the Company that were granted as remuneration to each Key Management Personnel are set out in the following page.

Non-Executive Directors are not entitled to participate in the Star Program.

Corp Regs 2M 3.03(1)
(Item 15) / CA 300A
(1e(ii),(iv),(v),(vi))

Employee	Number Granted	Grant Date	Value per Option at Grant Date (\$)	Value of Options at Grant Date (\$)	Number Vested	Number Forfeited	Exercise Price (\$)	Vesting and First Exercise Date	Last Exercise Date	Percentage (%) Remuneration that are Options
Blake Smith	-	-	-	-	-	-	-	-	-	-
Alison French	3,582	1-Aug-14	6.70	23,999	-	-	7.61	1-Feb-17	31-Jul-17	1.3
Louise Johnston	8,955	1-Aug-14	6.70	59,999	-	-	7.61	1-Feb-17	31-Jul-17	6.0
Andrew West	-	-	-	-	-	-	-	-	-	-
Eric Stevens	11,194	1-Aug-14	6.70	75,000	-	-	7.61	1-Feb-17	31-Jul-17	6.0
Kendra Thompson	11,194	1-Aug-14	6.70	75,000	-	-	7.61	1-Feb-17	31-Jul-17	7.4
Nick Morgan	11,194	1-Aug-14	6.70	75,000	-	-	7.61	1-Feb-17	31-Jul-17	7.0

The options were provided at no cost to the recipients. All options expire on the earlier of their expiry date or termination of the individual's employment.

CA 300A (1e(iii))

Employee	Date of Exercise of Options	Number of Ordinary Shares Issued on Exercise of Options	Value of Options at Exercise Date (\$)*
Alison French	21-Sep-14	37,500	262,500
Louise Johnston	21-Sep-14	10,000	70,000
Nick Morgan	21-Sep-14	20,250	141,750
John Harbour	21-Sep-14	18,750	131,250
Eric Stevens	21-Sep-14	12,750	89,250
Kendra Thompson	21-Sep-14	18,750	131,250

* The value at the date of exercise of options that were granted as part of remuneration and exercised during the year has been determined as the intrinsic value of the options at the exercise date.

e Bonuses included in remuneration

Corp Regs 2M 3.03(1)
(Item 12(e)-(g))

Details of the short-term incentive cash bonuses awarded as remuneration to each Key Management Personnel, the percentage of the available bonus that was paid in the financial year, and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below. No part of the bonus is payable in future years.

	Included in Remuneration (\$)	Percentage Vested During the Year	Percentage Forfeited During the Year
<i>Executive Directors</i>			
Blake Smith	60,000	75%	25%
Alison French	70,000	100%	-
<i>Other Key Management Personnel</i>			
Louise Johnston	40,000	80%	20%
Nick Morgan	20,000	80%	20%
Eric Stevens	25,000	83%	17%
Kendra Thompson	20,000	67%	33%

f Other information

Corp Regs 2M 3.03(1)
(Item 17(a)-(h))

Options held by Key Management Personnel

The number of options to acquire shares in the Company held during the 2014 reporting period by each of the Key Management Personnel of the Group; including their related parties are set out below. No options are held by directors, except for Alison French.

Year Ended 31 December 2014						
Personnel	Balance at Start of Year	Granted as Remuneration	Exercised	Other Changes	Vested & Exercisable at the End of the Reporting Period	Vested & Un-Exercisable at the End of the Reporting Period
A French	37,500	3,582	(37,500)	-	-	3,582
L Johnston	17,250	8,955	(10,000)	-	7,250	8,955
N Morgan	20,250	11,194	(20,250)	-	-	11,194
J Harbour*	18,750	-	(18,750)	-	-	-
E Stevens	18,750	11,194	(12,750)	-	6,000	11,194
K Thompson	18,750	11,194	(18,750)	-	-	11,194
	131,250	46,119	(118,000)	-	13,250	46,119

* J Harbour resigned 31 October 2014.

Corp Regs 2M 3.03(1)
(Item 18(a)-(e))

Shares held by Key Management Personnel

The number of ordinary shares in the Company during the 2014 reporting period held by each of the Group's Key Management Personnel, including their related parties, is set out below:

Year Ended 31 December 2014					
Personnel	Balance at Start of Year	Granted as Remuneration	Received on Exercise	Other Changes	Held at the End of Reporting Period
B Smith	403,565	-	-	-	403,565
B King	21,203	-	-	-	21,203
A French	177,623	-	37,500	-	215,123
W Middleton	-	-	-	10,000	10,000
N Morgan	24,000	-	10,000	-	34,000
J Harbour *	41,000	-	20,250	-	61,250
E Stevens	15,851	-	18,750	-	34,601
K Thompson	12,554	-	12,750	-	25,304
	695,796	-	99,250	10,000	805,046

* J Harbour resigned 31 October 2014.

Corp Regs 2M 3.03(1)
(Item 18(f))

None of the shares included in the table above are held nominally by Key Management Personnel.

Loans to Key Management Personnel

Corp Regs 2M 3.03(1)
(Item 20(a),(b),(c),(e),(f))

The Group allows its employees to take up limited short-term loans to fund merchandise and other purchases through the Group's business contacts. This facility is also available to the Group's Key Management Personnel. The table below provides aggregate information relating to Group's loans to Key Management Personnel during the year:

	2014
	\$
Balance at the start of the year	1,000
Interest paid and payable for the year	-
Interest not charged	3,200
Balance at the end of the year	1,000

The number of Key Management Personnel included in the Group aggregate at year end is five (5).

Corp Regs 2M 3.03(1)
(Item 20(d))

The Group does not have an allowance account for receivables relating to outstanding loans and has not recognised any expense for impaired receivables during reporting period.

Corp Regs 2M 3.03(1)
(Item 20(g))

The loans to Key Management Personnel are generally for a period of two (2) years and are repayable on quarterly instalments. These loans are unsecured and interest free. The amounts of interest not charged in the table above represents the amount of interest that would have been charged on an arm's length basis.

Corp Regs 2M 3.03(1)
(Item 21)

There were no individuals with loans above \$100,000 during the financial year.

Other transactions with Key Management Personnel

Corp Regs 2M 3.03(1)
(Item 22)

During 2014, the Group used the legal services of one Company Director (Mr William Middleton) and the law firm over which he exercises significant influence. The amounts billed related to this legal service amounted to \$21,000 (2013: \$Nil), based on normal market rates and was fully paid as of the reporting date.

End of audited Remuneration Report.

CA 299(1f)

Environmental legislation

Grant Thornton CLEARR operations are not subject to any particular or significant environmental regulation under a law of the Commonwealth or of a State or Territory in Australia.

CA 300(1g)

Indemnities given to, and insurance premiums paid for, auditors and officers

During the year, Grant Thornton CLEARR paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all Directors.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

CA 300(11B)/(11C)

Non-audit services

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties.

The Board has considered the non-audit services provided during the year by the auditor and, in accordance with written advice provided by resolution of the Audit and Risk Committee, is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit and Risk Committee to ensure they do not impact upon the impartiality and objectivity of the auditor; and
- the non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 28 to the Financial Statements.

CA 307C

A copy of the Auditor's Independence Declaration as required under s307C of the *Corporations Act 2001* is included on page 24 of this financial report and forms part of this Directors' Report.

CA 300(14)/(15)

Proceedings of behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

ASIC CO 98/100

Rounding of amounts

Grant Thornton CLEARR is a type of Company referred to in ASIC Class Order 98/100 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable), or in certain cases, to the nearest dollar under the option permitted in the Class Order.

CA 298(2a) Signed in accordance with a resolution of the Directors.

CA 298(2c) Blake Smith
Director

CA 298(2b) 28 February 2015

Auditor's Independence Declaration

Grant Thornton Audit Pty Ltd
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Auditor's Independence Declaration To the Directors of Grant Thornton CLEARR Example Ltd

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Grant Thornton CLEARR Example Ltd for the year ended 31 December 2014, I declare that, to the best of my knowledge and belief, there have been:

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

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A B Partner
Partner – Audit & Assurance

Sydney
28 February 2015

Corporate Governance Statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Grant Thornton CLEARR Example Ltd and its Controlled Entities (‘the Group’) have adopted a corporate governance framework and practices to ensure they meet the interests of shareholders.

The Group complies with the Australian Securities Exchange Corporate Governance Council’s Corporate Governance Principles and Recommendations with 2010 Amendments (‘the ASX Principles’). This statement incorporates the disclosures required by the ASX Principles under the headings of the eight (8) core principles. All of these practices, unless otherwise stated, were in place for the full reporting period.

Further information on the Group’s corporate governance policies and practices can be found on Grant Thornton CLEARR’s website at www.gthl.com.au/corporategovernance.

Principle 1: Lay solid foundations for management and oversight Functions of the Board and Management

The Board of Directors is responsible for the corporate governance of the Group and operates in accordance with the principles set out in its Charter, which is available in the corporate governance section of Grant Thornton CLEARR’s website. To ensure that the Board is well equipped to discharge its responsibilities it has established guidelines for the nomination and selection of Directors and for the operation of the Board. These responsibilities include:

- setting the strategy for the Group, including operational and financial objectives and ensuring that there are sufficient resources for this strategy to be achieved
- appointing and, where appropriate, removing the Chief Executive Officer (‘CEO’), approving other key executive appointments and planning for executive succession
- overseeing and evaluating the performance of the CEO and the Executive Team through a formal performance appraisal process having regard to the Group’s business strategies and objectives
- monitoring compliance with legal, regulatory and occupational health and safety requirements and standards
- overseeing the identification of key risks faced by the Group and the implementation of an appropriate internal control framework to ensure those risks are managed to an acceptable level
- approving the Group’s budgets, including operational and capital budgets, and the approval of significant acquisitions, expenditures or divestitures

- approval of the annual and half-yearly financial reports; and
- ensuring the market and shareholders are fully informed of material developments.

The responsibility for the operation and administration of the Group is delegated by the Board to the Chief Executive Officer ('CEO') and the Executive Management Team. The Board ensures that both the Managing Director ('MD') and Executive Team, including the CEO, are appropriately qualified and experienced to discharge their responsibilities and, as discussed above, has in place procedures to monitor and assess their performance.

To ensure that the responsibilities of the Board are upheld and executed to the highest level, the Board has established the following sub-committees:

- Audit and Risk Committee
- Nomination and Remuneration Committee.

Sub-committees are able to focus on a particular responsibility and provide informed feedback to the Board. Each of these sub-committees have established Charters and operating procedures in place, which are reviewed on a regular basis. The Board may also establish other sub-committees from time to time to deal with issues of special importance.

Senior Executive performance evaluation

The Board reviews the performance of the MD and Executive Team on a half-yearly basis. Performance is measured against a set of key performance indicators which have been established with reference to the Group's strategy and the individual's responsibilities.

The Nomination and Remuneration Committee annually reviews and determines the remuneration arrangements for the MD and Executive Team, submitting their recommendations to the Board for approval.

Principle 2: Structure the Board to add value

Board composition

The names of the members of the Board as at the date of this report are as follows:

- Mr Simon Murphy (Chairman) - Independent Non-Executive Director
- Mr Blake Smith - Managing Director
- Ms Beth King - Independent Non-Executive Director
- Mr William Middleton - Independent Non-Executive Director
- Mrs Alison French - Executive Director and Chief Executive Officer.

The Board's composition is determined with regard to the following criteria:

- a majority of independent Non-Executive Directors and a Non-Executive Director as Chairman
- a majority of Directors having extensive experience in the industries that the Group operates in, with those that do not, having extensive experience in significant aspects of financial reporting and risk management in large ASX Listed Companies
- re-election of Directors at least every three (3) years (except for the Managing Director and Chief Executive Officer)

- the size of the Board is appropriate to facilitate effective discussion and efficient decision making
- there are a sufficient number of Directors to serve on Board sub-committees without overburdening the Directors of making it difficult for the Directors to effectively discharge their responsibilities.

With regards to Director Independence, the Board has adopted specific principles which state that an Independent Director must not be a member of management and must comply with the following criteria:

- not, within the last three (3) years, have been employed in an executive capacity by Grant Thornton CLEARR or any other member of the Group
- not be a substantial shareholder or be associated either directly or indirectly with a substantial shareholder
- not, within the last three (3) years, have been a professional advisor to the Group either as a principal, or material consultant, or an employee materially associated with the service provided
- are not a material supplier or customer of the Group or associated either directly or indirectly with a material supplier or customer of the Group; and
- have no material contractual relationship with any Entity within the Group other than in the capacity as a Director.

At the commencement of this reporting period the Board comprised of four Directors, two (2) of whom were independent Non-Executive Directors. As the casting vote belonged to the Chairman, who is independent, the majority of the Board could be considered to be independent.

However, to avoid the perception that the majority of the Board was not independent, Mr William Middleton was appointed to the Board on 28 November 2014. Mr Middleton is an independent Non-Executive Director as he satisfies the criteria set out above and therefore increases the number of Independent Non-Executive Directors on the Board to three out of a total of five (5) Directors.

The Board undertakes an annual review of the extent to which each Non-Executive Director is independent, having regard to the criteria set out in its Charter. As part of this review, each Director is required to make an annual declaration stating their compliance with the independence criteria to the Board. As at the date of this report, the three (3) Non-Executive Directors have submitted their annual declaration to the Board, and the Board is satisfied that they have retained their independence throughout the reporting period.

Individual details of the Directors, including period in office, Board committee memberships, qualifications, experience and skills are set out in the information on Directors section of the Directors' Report.

Role of the Chairman

The Board Charter provides that the Chairman should be an Independent Non-Executive Director. The Chairman is responsible for the leadership of the Board. This includes taking responsibility for ensuring that the Board functions effectively and that they comply with the continuous disclosure requirements of the ASX with regard to communicating the operations and activities of the Group to shareholders. The Chairman's responsibilities are set out in the Board Charter and include:

- setting the agenda for Board meetings
- managing the conduct, frequency and length of Board meetings to ensure that all Directors have had the opportunity to establish a detailed understanding of the issues affecting the Group
- facilitating the Board meetings to ensure effective communication between the Directors and that all Directors have contributed to the decision making process thereby leading to a considered decision being made in the best interest of the Group and its shareholders.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee oversees the appointment and induction process for Directors and the selection, appointment and succession planning process of the Group's Managing Director and Chief Executive Officer. A copy of the Committee's Charter is available on Grant Thornton CLEARR's website at www.gthl.com.au/corporategovernance.

When a vacancy exists or there is a need for a particular skill, the Committee, in consultation with the Board, determines the selection criteria that will be applied. The Committee will then identify suitable candidates, with assistance from an external consultant if required, and will assist the Board in interviewing and assessing the selected candidates.

Directors are initially appointed to office by the Board and must stand for re-election at the Group's next annual general meeting of shareholders. Directors must then retire from office and nominate for re-election at least once every three years with the exception of the Managing Director and Chief Executive Officer.

The Nomination and Remuneration Committee comprises of Mr S Murphy (Chairman), Ms B King and Mr W Middleton, being a majority of Independent Non-Executive Directors. Mr W Middleton was appointed as a Committee member on 28 November 2014. Details of attendance at Nomination and Remuneration Committee meetings are set out in the Meetings of Directors section of the Directors' Report.

Directors' performance evaluation

The Board undertakes an assessment of its collective performance, the performance of the Board committees and the Chairman on an annual basis.

The Chairman meets each Director on an individual basis to discuss their performance and to provide feedback. The results of this discussion including any key areas for development are formally documented.

Each Board Committee annually reviews the fulfilment of its responsibilities as set out in its Charter and provides a report with a summary of issues and recommendations for the Board's review. Upon review the Board will then provide their feedback to the Committee including an endorsement of the recommendations made.

These performance evaluations were carried out in December 2013 and were compliant with the Group's established practices.

Independent professional advice and access to information

Each Director has the right of access to all relevant information in the Group in addition to access to the Group's executives. Each Director also has the right to seek independent professional advice subject to prior consultation with, and approval from, the Chairman. This advice will be provided at the Group's expense and will be made available to all members of the Board.

Insurance

The Group has in place, a Directors and Officers liability insurance policy providing a specified level of cover for current and former Directors and Executive Officers of the Group against liabilities incurred whilst acting in their respective capacity.

Principle 3: Promote ethical and responsible decision making

Code of Conduct

The Group recognises the importance of establishing and maintaining high ethical standards and decision making in conducting its business and is committed to increasing shareholder value in conjunction with fulfilling its responsibilities as a good corporate citizen. All Directors, managers and employees are expected to act with the utmost integrity, honesty and objectivity, striving at all times to enhance the reputation and performance of the Group.

The Group has established a Code of Conduct and a Directors and Officers Code of Conduct, copies of which are available on Grant Thornton CLEARR's website under the corporate governance section. New employees are introduced to the Code of Conduct as part of their induction training. Employees sign a declaration confirming receipt of the Code of Conduct and their compliance with it. Periodical training is then provided throughout the course of their employment.

Unethical practices, including fraud, legal and regulatory breaches, and policy breaches are required to be reported on a timely basis to management. Reporting parties are able to do so without fear of reprisal or retribution as their identity and report are kept in the strictest confidence. External third party reporting procedures are available to employees to provide them with the assurance that their identity will be kept confidential at all times.

Whistle-blower Policy

The Code of Conduct includes a Whistle-blower Policy and the Group operates a Whistle-blower Service through an independent third party to facilitate reporting of potential misconduct within the Group.

Employees are therefore provided with a secure service through which they can report potential misconduct such as illegal activity, fraudulent activity, corrupt practices, harassment or discrimination, misleading or deceptive conduct of any kind, unethical behaviour and health, safety or environmental hazards.

Matters raised under the Whistle-blower service are reported to the Board through the Audit and Risk Committee and the policy and service are reviewed periodically for their effectiveness.

Share Trading Policy

The Group has established a share trading policy which governs the trading in the Group's shares and applies to all Directors and employees of the Group. A copy of this policy is available on Grant Thornton CLEARRR's website under www.gthl.com.au/corporategovernance.

Under this share trading policy, an employee, Executive or Director must not trade in any securities of the Group at any time when they are in possession of unpublished, price sensitive information in relation to those securities.

Before commencing to trade, an Executive or employee must first obtain the permission of the Company Secretary to do so, and a Director must obtain the permission of the Chairman. The trading windows are four weeks after the release of the half year results, full year results and the holding of the Annual General Meeting. Trading of securities outside the trading windows can only occur in exceptional circumstances and with the approval of the Company Secretary.

As required by the ASX listing rules, the Group notifies the ASX of any transaction conducted by Directors in the securities of the Group.

Diversity Policy

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent. A copy of the Company's Diversity Policy is available on Grant Thornton CLEARRR's website at www.gthl.com.au/corporategovernance. This Diversity Policy outlines the requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board has developed the following objectives regarding gender diversity and aims to achieve these objectives over the next few years as Director and Senior Executive positions become vacant and appropriately qualified candidates become available:

Gender Diversity Objective	2014		2015-2016	
	No.	%	No.	%
Women on the Board	2	40	3	60
Women in Senior Management roles	5	28	10	50
Women employees in the Company	120	34	200	40

Principle 4: Safeguard integrity in financial reporting

Audit and Risk Committee

An Audit and Risk Committee has been established by the Board. The Committee's role and operations are documented in a Charter which is approved by the Board. This Charter is available on Grant Thornton CLEARRR's website under www.gthl.com.au/corporategovernance.

The Committee's Charter provides that all members of the Audit and Risk Committee must be Independent Non-Executive Directors and that the Chair cannot be the Chairman of the Board. Members of the Committee throughout the period and at the date of this report are Ms B King (Chair), Mr S Murphy and Mr W Middleton, all of whom are Independent Non-Executive Directors of the Group.

The purpose of the Committee is to:

- ensure the integrity of the Group's internal and external financial reporting including compliance with applicable laws and regulations
- ensure that financial information provided to the Board is of a sufficiently high quality to allow the Board to make informed decisions
- ensure that appropriate and effective internal systems and controls are in place to manage the Group's exposure to risk
- oversee the appointment, compensation, retention and oversight of the external auditor, and review of any non-audit services provided by the external auditor; and
- regularly review the performance of the external auditor regarding quality, costs and independence.

The Audit and Risk Committee is required under the Charter to meet at least quarterly and otherwise as necessary. The Committee met four times during the year and Committee members' attendance records are disclosed in the Directors' Meetings section of the Directors' Report.

The Managing Director, Chief Financial Officer and external auditor also regularly attend the Committee meetings by standing invitation. Other Directors and management are invited to attend Committee meetings and participate in discussion relating to specific issues that they have an interest in.

The Committee is authorised to obtain independent legal advice at the Group's expense if it considers it necessary in fulfilling its duties.

Principle 5: Make timely and balanced disclosure

Grant Thornton CLEARR has established policies and procedures to ensure timely and balanced disclosure of all material matters concerning the Group, and ensure that all investors have access to information on the Group's financial performance. This ensures that the Group is compliant with the information disclosure requirements under the ASX Listing Rules.

These policies and procedures include a comprehensive Disclosure Policy that includes identification of matters that may have a material impact on the price of Grant Thornton CLEARR's securities, notifying them to the ASX, posting relevant information on the Group's website and issuing media releases. These policies are available on Grant Thornton CLEARR's website under www.gthl.com.au/corporategovernance.

Matters involving potential market sensitive information must first be reported to the Managing Director either directly or via the Company Secretary. The Managing Director will advise the other Directors if the issue is important enough to warrant the consideration of the full Board. In all cases the appropriate action must be determined and carried out in a timely manner in order for the Group to comply with the Information Disclosure requirements of the ASX.

Once the appropriate course of action has been agreed upon, either the Managing Director or Company Secretary, being the only authorised officers of the Group who are able to disclose such information, will disclose the information to the relevant authorities. Board approval is required for market sensitive information such as financial results, material transactions or upgrading / downgrading financial forecasts. This approval is minuted in the meetings of the Board of Directors.

Principle 6: Respect the rights of shareholders

Grant Thornton CLEARR has established a Shareholder Communication Policy which describes the Group's approach to promoting effective communication with shareholders which includes:

- the Annual Report, including relevant information about the operations of the Group during the year, key financial information, changes in the state of affairs and indications of future developments. The Annual Report can be accessed either through the ASX website or Grant Thornton CLEARR's website under www.gthl.com.au/financialinformation
- the half year and full year financial results are announced to the ASX and are available to shareholders via the Grant Thornton CLEARR and ASX websites
- All announcements made to the market and related information (including presentations to investors and information provided to analysts or the media during briefings), are made available to all shareholders under the investor information section of Grant Thornton CLEARR's website after they have been released to the ASX
- detailed notices of shareholder meetings are sent to all shareholders in advance of the meeting; and
- shareholding and dividend payment details are available through the Group's share register, Computershare Investor Services Pty Ltd.

The Board encourages full participation by shareholders at the Annual General Meeting to ensure a high level of Director accountability to shareholders and shareholder identification with the Group's strategy and goals. Important issues are presented to the shareholders as single resolutions. The shareholders are requested to vote on matters such as the adoption of the Group's remuneration report, the granting of options and shares to Directors and changes to the Constitution.

The external auditor attends the Annual General Meeting to answer any questions concerning the audit of the Group and the contents of the Auditor's Report.

Principle 7: Recognise and manage risk

Risk management framework

Grant Thornton CLEARR recognises that a robust risk management framework is essential for corporate stability, protecting the interests of its stakeholders and for sustaining its competitive market position and long term performance.

The following objectives drive the Group's approach to risk management:

- having a culture that is risk aware and supported by high standards of accountability at all levels
- promoting and achieving an integrated risk management approach whereby risk management forms a part of all key organisational processes
- supporting more effective decision making through better understanding and consideration of risk exposures

- increasing shareholder value by protecting and improving share price and earnings per share in the short to medium term while building a sustainable business in the longer term;
- safeguarding the Group's assets
- enabling the Board to fulfil its governance and compliance requirements; and
- supporting the sign off for ASX Principles four and seven by the Chief Executive Officer and Chief Financial Officer.

In achieving effective risk management, Grant Thornton CLEARR recognises the importance of leadership. As such, the Board and executive management have responsibility for driving and supporting risk management across the Group. Each subsidiary then has responsibility for implementing this approach and adapting it, as appropriate, to its own circumstances.

Audit and Risk Committee

Under its Charter, the Audit and Risk Committee has been delegated responsibility by the Board to oversee the implementation and review of risk management and related internal compliance and control systems throughout the Group.

The Committee reviews the appropriateness and adequacy of internal processes for determining, assessing and monitoring risk areas including the assessment of the effectiveness of the Group's internal compliance and controls including:

- the existence and adequacy of key policies and procedures
- the adequacy of disclosures and processes for regular reporting of information to the appropriate parties, including the Board.

The Committee is also responsible for monitoring the Group's compliance with applicable laws and regulations including:

- ensuring that management is reviewing developments and changes in applicable laws and regulations relating to the Group's responsibilities
- reviewing management's actions and responses to ensure that the Group's practices are compliant with all new developments
- reviewing material actual and suspected breaches of applicable laws and regulations, and any breaches of Group policies
- reviewing material litigation, legal claims, contingencies or significant risks relating to the Group; and
- reviewing Director and executive management related party transactions.

Major issues and findings that are presented and discussed at the Committee meetings are reported to the Board by the Audit and Risk Committee.

Corporate reporting

The Board has required management to design and implement a risk management and internal control system to manage the Group's material business risks and to report on whether those risks are being effectively managed.

The Managing Director, Chief Executive Officer and Chief Financial Officer have reported and declared in writing to the Board as to the effectiveness of the Group's management of its material business risks, in accordance with Recommendation 7.2 of the ASX Corporate Governance Principles.

The Board has received the relevant declarations from the Managing Director, Chief Executive Officer and Chief Financial Officer in accordance with s295A of the *Corporations Act 2001* and the relevant assurances required under Recommendation 7.3 of the ASX Corporate Governance Principles.

Principle 8: Remunerate fairly and responsibly **Nomination and Remuneration Committee**

As previously stated in Principle 2, the Board has established a Nomination and Remuneration Committee whose role is documented in a Charter which is approved by the Board.

The objective of the Committee with respect to its remuneration function is to assist the Board in determining appropriate remuneration arrangements for the Directors and Executive management.

These objectives include:

- reviewing the adequacy and form of remuneration of Independent Non-Executive Directors
- ensuring that the remuneration of the Independent Non-Executive Directors is reflective of the responsibilities and the risks of being a Director of the Group
- reviewing the contractual arrangements of the Managing Director and the executive management team including their remuneration
- comparing the remuneration of the Managing Director and executive management to comparable groups within similar industries to ensure that the remuneration on offer can attract, retain and properly reward performance which will translate into long term growth in shareholder value
- annually review key performance indicators of the Managing Director and Executive Team to ensure that they remain congruent with the Group's strategies and objectives
- reviewing the basis for remuneration of other Executive Directors of the Group for their services as Directors
- reviewing incentive performance arrangements when instructed by the Board; and
- reviewing proposed remuneration arrangements for new Director or Executive appointments.

The Committee will submit their recommendations to the Board regarding the remuneration arrangements and performance incentives for the Managing Director and Executive Team. The Board will review these recommendations before providing their approval.

Details of the Group's remuneration structure and details of Senior Executives' remuneration and incentives are set out in the Remuneration Report contained within the Directors' Report. The Remuneration Report also contains details on the structure of Non-Executive Director Remuneration.

Checklist of Corporate Governance Principles and Recommendations

Principles and Recommendations		Compliance
<i>Principle 1: Lay solid foundations for management and oversight</i>		
1.1	Establish the functions reserved to the Board and those delegated to Senior Executives and disclose those functions.	✓
1.2	Disclose the process for evaluating the performance of Senior Executives.	✓
1.3	Provide the information indicated in Guide to reporting on Principle 1.	✓
<i>Principle 2: Structure the Board to add value</i>		
2.1	A majority of the Board should be Independent Directors.	✓
2.2	The Chair should be an Independent Director.	✓
2.3	The roles of the Chair and Chief Executive Officer should not be exercised by the same individual.	✓
2.4	The Board should establish a Nomination Committee.	✓
2.5	Disclose the process for evaluating the performance of the Board, its Committees, and individual Directors.	✓
2.6	Provide the information indicated in Guide to reporting on Principle 2.	✓
<i>Principle 3: Promote ethical and responsible decision-making</i>		
3.1	Establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> • the practices necessary to maintain confidence in Company's integrity • the practice necessary to take into account their legal obligations and the reasonable expectations of stakeholders; and • the responsibility and accountability of individuals for reporting and investigating reports of unethical practices 	✓
3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and the progress in achieving them.	✓
3.3	Companies should disclose in each Annual Report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.	✓
3.4	Companies should disclose in each Annual Report the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board.	✓
3.5	Provide the information indicated in Guide to reporting on Principle 3.	✓
<i>Principle 4: Safeguard integrity in financial reporting</i>		
4.1	The Board should establish an Audit Committee.	✓
4.2	Structure the Audit Committee so that it: <ul style="list-style-type: none"> • consists only of Non-Executive Directors • consists of a majority of Independent Directors • is chaired by an Independent Chair, who is not the Chair of the Board; and • has at least three (3) members 	✓
4.3	The Audit Committee should have a formal charter.	✓
4.4	Provide the information indicated in Guide to Reporting on Principle 4.	✓
<i>Principle 5: Make timely and balanced disclosure</i>		
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a Senior Executive level for that compliance and disclose those policies or a summary of those policies.	✓
5.2	Provide the information indicated in Guide to Reporting on Principle 5.	✓
<i>Principle 6: Respect the rights of shareholders</i>		
6.1	Design a Communications Policy for promoting effective communication with shareholders and encouraging their participation at General Meetings and disclose the policy or a summary of the policy.	✓
6.2	Provide the information indicated in Guide to reporting on Principle 6.	✓
<i>Principle 7: Recognise and manage risk</i>		
7.1	Establish policies for the oversight and management of material business risks and disclose a summary of those policies.	✓
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	✓

Principles and Recommendations		Compliance
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	✓
7.4	Provide the information indicated in Guide to Reporting on Principle 7.	✓
<i>Principle 8: Remunerate fairly and responsibly</i>		
8.1	The Board should establish a remuneration committee.	✓
8.2	The remuneration committee should be structured so that it: <ul style="list-style-type: none"> • consists of a majority of Independent Directors • is chaired by an Independent Chair • has at least three (3) members 	✓
8.3	Clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and Senior Executives.	✓
8.4	Provide the information indicated in Guide to Reporting on Principle 8.	✓

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Guidance Note: Consolidated Statement of Profit or Loss and Other Comprehensive Income

AASB 101 *Presentation of Financial Statements* permits the statement of profit or loss and other comprehensive income to be presented:

- in a **single** statement of profit or loss and other comprehensive income, or
- in **two** statements: a statement of profit or loss and a statement of comprehensive income

The example financial statements illustrate a statement of profit or loss and other comprehensive (ie a **single** statement). A two statement presentation is shown in Appendix B.

This statement of profit or loss and other comprehensive income format illustrates an example of the 'nature of expense method'. See Appendix A for a format illustrating the 'function of expense' or 'cost of sales' method.

This statement of profit or loss and other comprehensive income presents an 'operating profit' subtotal, which is commonly seen but is not required or defined in AASB's. Where this subtotal is provided, the figure disclosed should include items that would normally be considered to be operating. It is inappropriate to exclude items clearly related to operations (eg inventory write-downs and restructuring and relocation expenses) on the basis that they do not occur regularly or are unusual in amount (see AASB 101 *Basis for Conclusions*, paragraph 56).

This statement of profit or loss and other comprehensive income includes an amount representing the entity's share of profit from equity accounted investments. This amount represents profit after tax and non-controlling interest in those investments (as indicated in the Illustrative Financial Statement Structure in AASB 101).

AASB 101 requires the entity to disclose reclassification adjustments and related tax effects relating to components of other comprehensive income either on the face of the statement or in the notes.

In this example, the entity presents reclassification adjustments and current year gains and losses relating to other comprehensive income on the face of the statement of profit or loss and other comprehensive income (AASB 101.92). An entity may instead present reclassification adjustments in the notes, in which case the components of other comprehensive income are presented after any related reclassification adjustments (AASB 101.94).

According to AASB 101.90, an entity shall disclose the amount of income tax relating to each component of other comprehensive income either on the face of the statement of profit or loss and other comprehensive income or in the notes. In this example, the entity presents components of other comprehensive income before tax, with one amount shown for the aggregate amount of income tax relating to all components of other comprehensive income (AASB 101.91(b)).

Alternatively, the entity may present each component of other comprehensive income net of related tax effects (AASB 101.91(a)). If the tax effects of each component of other comprehensive income are not presented on the face of the statement, this information shall be presented in the notes (see Note 20.2).

Guidance Note: Consolidated Statement of Financial Position

The statement of financial position complies with AASB 101 *Presentation of Financial Statements*.

If the entity:

- i applies an accounting policy retrospectively
- ii makes a retrospective restatement of items in its financial statements for correction of material errors; or
- iii reclassifies items in the financial statements;

the entity shall present a statement of financial position as at the beginning of the earliest comparative period, ie an extra comparative statement of financial position at, for example, 1 January 2013 (AASB 101.10(f) and AASB 101.39).

Grant Thornton CLEARR Example Ltd has included a third Statement of Financial Position to reflect the Group's correction of a prior period error.

The statement of financial position includes a current / non-current distinction. When presentation based on liquidity is reliable and more relevant, the entity can choose to present the statement of financial position in order of liquidity (AASB 101.60). The entity will then not present a current / non-current distinction in the statement of financial position. However the disclosure requirements for amounts expected to be recovered or settled before or after twelve (12) months must still be applied (AASB 101.61).

These *Example Consolidated Financial Statements* use the terminology in AASB 101; however an entity may use other titles (eg balance sheet) for the primary financial statements (AASB 101.10).

Consolidated Statement of Financial Position

As at 31 December 2014

	Note	2014 \$'000	2013 \$'000	1-Jan-13 \$'000
AASB 101.57				
AASB 101.51(c-e)				
AASB 101.60, AASB 101.69				
AASB 101.54(k)				
AASB 101.54(m)				
AASB 101.54(m)				
AASB 101.54(l)				
AASB 101.55				
AASB 101.54(n)				
AASB 101.55				
		22,332	18,911	20,266
AASB 101.54(p)	9	-	449	-
AASB 101.55		22,332	19,360	20,266
AASB 101.60, AASB 101.69				
AASB 101.54(k)	20	-	-	4,765
AASB 101.54(m)	12	25,060	25,724	21,405
AASB 101.55	22	10,386	13,642	8,932
AASB 101.54(o), AASB 101.56	17	1,907	-	-
AASB 101.55	23	2,020	1,500	1,600
AASB 101.55		39,373	40,866	36,702
AASB 101.55		61,705	60,226	56,968
AASB 101.55		88,242	54,009	43,459

Note: This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Financial Position

As at 31 December 2014

	Note	2014 \$'000	2013 \$'000	1-Jan-13 \$'000
Equity				
Equity attributable to owners of the Parent:				
AASB 101.54(r) • share capital		33,415	15,050	15,050
AASB 101.54(r) • share option reserve		764	466	-
AASB 101.55 • other components of equity	24	2,440	(657)	2,505
AASB 101.54(r) • retained earnings		50,910	35,558	25,428
		87,529	50,417	42,983
AASB 101.54(q) Non-controlling interest		713	592	476
AASB 101.55 Total Equity		88,242	51,009	43,459

Note: This statement should be read in conjunction with the notes to the financial statements.

Guidance Note: Consolidated Statement of Changes in Equity

Entities may present the required reconciliations for each component of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements (AASB 101.106(d)(ii) and AASB 101.106A). These example financial statements present the reconciliations for each component of other comprehensive income in the notes to the financial statements (see Note 19.2). This reduces duplicated disclosures and presents a clearer picture of the overall changes in equity.

AASB 2 *Share-based Payment* requires an entity to recognise equity-settled share-based payment transactions as changes in equity but does not specify how this is presented, e.g. in a separate reserve within equity or within retained earnings. In our view, either approach would be allowed under Australian Accounting Standards. Share option reserve has been credited with an increase in equity in this example (see also Note 4.24).

Statement of Changes in Equity

For the year ended 31 December 2014

	Notes	Share Capital \$'000	Share Option Reserve \$'000	Other Components of Equity \$'000	Retained Earnings \$'000	Total Attributable to Owners of Parent \$'000	Non-Controlling Interest \$'000	Total Equity \$'000
AASB 101.51(d-e)								
AASB 101.106(d)		15,050	-	2,505	25,363	42,918	476	43,394
AASB 101.106(b)	3.1	-	-	-	65	65	-	65
AASB 101.106(d)		15,050	-	2,505	25,428	42,983	476	43,459
	22	-	466	-	-	466	-	466
AASB 101.106(d)(iii)		-	466	-	-	466	-	466
		-	-	-	13,115	13,115	116	13,231
	3.1	-	-	-	15	15	-	15
AASB 101.106(d)(i)		-	-	-	13,130	13,130	116	13,246
AASB 101.106A	24	-	-	(3,162)	-	(3,162)	-	(3,162)
		-	-	(3,162)	13,130	9,968	116	10,084
AASB 101.106(d)		15,050	466	(657)	38,558	53,417	592	54,009
AASB 101.106(d)		15,050	466	(657)	38,558	53,417	592	54,009
	25	-	-	-	(3,000)	(3,000)	-	(3,000)
	24	1,685	-	-	-	1,685	-	1,685

	Notes	Share Capital \$'000	Share Option Reserve \$'000	Other Components of Equity \$'000	Retained Earnings \$'000	Total Attributable to Owners of Parent \$'000	Non-Controlling Interest \$'000	Total Equity \$'000
AASB 101.51(d-e)								
	22	-	298	-	-	298	-	298
	24	16,680	-	-	-	16,680	-	16,680
AASB 101.106(d)(iii)		18,365	298	-	(3,000)	15,663	-	15,663
AASB 101.106(d)(i)		-	-	-	15,352	15,352	121	15,473
AASB 101.106(d)(ii)	24	-	-	3,097	-	3,097	-	3,097
		-	-	3,097	15,352	18,449	121	18,570
AASB 101.106(d)		33,415	764	2,440	50,910	87,529	713	88,242

Note: This statement should be read in conjunction with the notes to the financial statements.

Guidance Note: Consolidated Statement of Cash Flows

This format illustrates the direct method of determining operating cash flows (AASB 107.18(a)).

An entity may also determine the operating cash flows using the indirect method (AASB 107.18(b)).

Notes to the Consolidated Financial Statements⁶

1 Nature of operations

AASB 101.51(a)
AASB 101.51(b)

Grant Thornton CLEARR Example Ltd and subsidiaries' (the Group) principal activities include the development, consulting, sale and service of customised IT and telecommunication systems.

AASB 101.138(b)

These activities are grouped into the following service lines:

- **consulting** - focused on the design and sale of phone and intranet based in-house applications; customisation and integration of IT and telecommunications systems
- **service** - provides after-sale service and maintenance of IT and telecommunication systems; and
- **retail** - involved in the online sales of hardware and software products of the Group's business partners.

2 General information and statement of compliance

AAASB 1054.7-9
AASB 101.16
AAASB 1054.8(b)

The consolidated general purpose financial statements of the Group have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'). Grant Thornton CLEARR Example Ltd is a for-profit entity for the purpose of preparing the financial statements.

AASB 101.138(a)
AASB 101.138(c)

Grant Thornton CLEARR Example Ltd is the Group's Ultimate Parent Company. Grant Thornton CLEARR Example Ltd is a Public Company incorporated and domiciled in Australia. The address of its registered office and its principal place of business is 149a Great Place, 40237 Greatville, Australia.

AASB 101.51(c)
AASB 110.17

The consolidated financial statements for the year ended 31 December 2014 were approved and authorised for issue by the Board of Directors on 28 February 2015.

⁶ The example notes to the financial statements only include disclosures that are relevant to the fictitious entity, being Grant Thornton CLEARR Example Ltd. Australian Accounting Standards may require additional disclosures in other circumstances. The disclosures should be tailored in all cases to reflect the entity's specific facts and circumstances, based on a comprehensive and up to date disclosure checklist.

3 Changes in accounting policies

3.1 Correction of prior period error

AASB 108.29

One of the subsidiaries undertook a review of its leasing arrangements during the year and found that an equipment leasing contract had been incorrectly accounted for as a finance lease rather than as an operating lease. This error has been rectified by restating each of the affected financial statement line items for prior periods as follows:

Statement of Financial Position (Extract)	31 December 2013			31 December 2012		
	Previous Amount	Adjustment	Restated Amount	Previous Amount	Adjustment	Restated Amount
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Property, plant and equipment	21,407	(650)	20,397	21,421	(675)	20,746
Deferred tax asset	955	(54)	901	895	(43)	852
Current borrowings	(3,498)	119	(3,379)	(3,936)	118	(3,818)
Non-current borrowings	(21,930)	665	(21,265)	(22,070)	665	(21,405)
Net assets	53,929	80	54,009	43,394	65	43,459
Retained earnings	(35,478)	(80)	(35,558)	(25,363)	(65)	(25,428)
Total equity	(51,089)	(80)	(51,009)	(43,394)	(65)	(43,459)

Statement of Profit or Loss and Other Comprehensive Income (Extract)	31 December 2013		
	Previous Amount	Adjustment	Restated Amount
	\$'000	\$'000	\$'000
Changes in inventories	(5,637)	(14)	(5,623)
Finance costs	(1,914)	38	(1,876)
Profit before income tax	19,313	21	19,334
Income tax expense	(5,757)	(6)	(5,763)
Loss from discontinued operation	(325)	-	(325)
Profit for the period	13,231	15	13,246
Other comprehensive income	(3,162)	-	(3,162)
Total comprehensive income for the period	10,069	15	10,084
Total Comprehensive Income attributable to:			
• non-controlling interests	116	-	116
• owners of the parent	9,953	15	9,968
	10,069	15	10,084
Basic earnings per share (cents)	1.13	0.01	1.14
Diluted earnings per share (cents)	1.13	0.01	1.14

3.2 New and revised standards that are effective for these financial statements⁷

AASB 108.28

A number of new and revised standards and an interpretation became effective for the first time to annual periods beginning on or after 1 January 2014. Information on these new standards is presented below.

AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements

The Standard amends AASB 124 *Related Party Disclosures* to remove the individual Key Management Personnel ('KMP') disclosures required by Australian specific paragraphs. This amendment reflects the AASB's view that these disclosures are more in the nature of governance disclosures that are better dealt within the legislation, rather than by the accounting standards.

⁷ The discussion of the initial application of AASBs / IFRSs needs to be disclosed only in the first financial statements after the new or revised requirements have been adopted by the entity.

In mid-2013, the Australian government passed *Corporations and Related Legislation Amendment Regulation 2013 (No. 1)* and *Corporations and Australian Securities and Investments Commission Amendment Regulation 2013 (No. 1)* to insert these disclosures, with minor changes, into Corporations Regulations 2001. These disclosures are required to be included in remuneration reports for financial years commencing on or after 1 July 2013.

As a result of these amendments, the Group has transferred certain individual Key Management Personnel disclosures relating to shareholdings, options / rights holdings, loans and other transactions from the notes to the financial statements to the remuneration report.

AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities

AASB 2012-3 adds application guidance to AASB 132 to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of “currently has a legally enforceable right of set-off” and that some gross settlement systems may be considered equivalent to net settlement.

AASB 2012-3 is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as the amendments merely clarify the existing requirements in AASB 132.

AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets

These narrow-scope amendments address disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

When developing IFRS 13 *Fair Value Measurement*, the IASB decided to amend IAS 36 *Impairment of Assets* to require disclosures about the recoverable amount of impaired assets. The IASB noticed however that some of the amendments made in introducing those requirements resulted in the requirement being more broadly applicable than the IASB had intended. These amendments to IAS 36 therefore clarify the IASB’s original intention that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.

AASB 2013-3 makes the equivalent amendments to AASB 136 *Impairment of Assets* and is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as they are largely of the nature of clarification of existing requirements.

AASB 2013-5 Amendments to Australian Accounting Standards – Investment Entities

The amendments in AASB 2013-5 provide an exception to consolidation to investment entities and require them to measure unconsolidated subsidiaries at fair value through profit or loss in accordance with AASB 9 *Financial Instruments* (or AASB 139 *Financial Instruments: Recognition and Measurement* where AASB 9 has not yet been adopted). The amendments also introduce new disclosure requirements for investment entities that have subsidiaries.

These amendments apply to investment entities, whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. Examples of entities which might qualify as investment entities would include Australian superannuation entities, listed investment companies, pooled investment trusts and Federal, State and Territory fund management authorities.

AASB 2013-5 is applicable to annual reporting periods beginning on or after 1 January 2014.

This Standard has not had any impact on the Group as it does not meet the definition of an 'investment entity' in order to apply this consolidation exception.

AASB Interpretation 21 Levies

Interpretation 21 addresses how an entity should account for liabilities to pay levies imposed by governments, other than income taxes, in its financial statements (in particular, when the entity should recognise a liability to pay a levy).

Interpretation 21 is an interpretation of AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*. AASB 137 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The Interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. For example, if the activity that triggers the payment of the levy is the generation of revenue in the current period, and the calculation of that levy is based on the revenue that was generated in a previous period, the obligating event for that levy is the generation of revenue in the current period. The generation of revenue in the previous period is necessary, but not sufficient, to create a present obligation.

The Interpretation is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of this interpretation has not had any impact on the Group as it is not subject to any such levies addressed by the interpretation.

3.3 Accounting Standards issued but not yet effective and not been adopted early by the Group

AASB 108.30, 31

Refer to the latest Grant Thornton TA Alert on accounting standards issued but not yet effective, available on our website: http://www.grantthornton.com.au/Publications/Tools-and-resources/Technical-publications/Local_Alerts.asp.

4 Summary of accounting policies

4.1 Overall considerations

AASB 101.114(b)
AASB 101.117(b)

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

4.2 Basis of consolidation

AASB 101.117
AASB 10.6
AASB 10.B92
AASB 101.51(b),(c)
AASB 10.B86(c)

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 31 December 2014. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

AASB 10.B88

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

AASB 10.22
AASB 10.B94

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

4.3 Business combination

AASB 101.117(a)
AASB 101.117(b)

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of: (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree, and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (ie gain on a bargain purchase) is recognised in profit or loss immediately.

4.4 Investments in associates and joint arrangements

AASB 128.3

Associates are those entities over which the Group is able to exert significant influence but which are not subsidiaries.

AASB 11.15-16 A joint venture is an arrangement that the Group controls jointly with one or more other investors, and over which the Group has rights to a share of the arrangement's net assets rather than direct rights to underlying assets and obligations for underlying liabilities. A joint arrangement in which the Group has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

AASB 128.10 Investments in associates and joint ventures are accounted for using the equity method. Interests in joint operations are accounted for by recognising the Group's assets (including its share of any assets held jointly), its liabilities (including its share of any liabilities incurred jointly), its revenue from the sale of its share of the output arising from the joint operation, its share of the revenue from the sale of the output by the joint operation and its expenses (including its share of any expenses incurred jointly).

AASB 11.24 Any goodwill or fair value adjustment attributable to the Group's share in the associate or joint venture is not recognised separately and is included in the amount recognised as investment.

The carrying amount of the investment in associates and joint ventures is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate and joint venture, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

4.5 Foreign currency translation

Functional and presentation currency

AASB 121.53
AASB 101.51(d) The consolidated financial statements are presented in Australian dollars ("AUD"), which is also the functional currency of the Parent Company.

Foreign currency transactions and balances

AASB 101.117(a)
AASB 101.117(b) Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Foreign operations

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the AUD are translated into AUD upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

AASB 121.47,48 On consolidation, assets and liabilities have been translated into \$AUD at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into \$AUD at the closing rate. Income and expenses have been translated into AUD at the average rate⁸ over the reporting period. Exchange differences are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

4.6 Segment reporting

AASB 8.22(a) The Group has three operating segments: consulting, service and retain segments. In identifying its operating segments, management generally follows the Group's service lines, which represent the main products and services provided by the Group (see Note 1).

AASB 8.22(b) The activities undertaken by the consulting segment includes the sale, customisation and integration of IT and telecommunication systems. Maintenance of these systems is undertaken by the service segment. The retail segment includes the entire Group's internet-based selling activities of hardware and software products.

AASB 8.27(a) Each of these operating segments is managed separately as each of these service lines requires different technologies and other resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

AASB 8.27(b-d) The measurement policies the Group uses for segment reporting under AASB 8 are the same as those used in its financial statements, except that:

- post-employment benefit expenses
- expenses relating to share-based payments
- research costs relating to new business activities; and
- revenue, costs and fair value gains from investment property.

are not included in arriving at the operating profit of the operating segments. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment. In the financial periods under review, this primarily applies to the Group's headquarters and the Illustrative Research Lab in Greatville.

AASB 8.27(e) There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

4.7 Revenue

Revenue arises from the sale of goods and the rendering of services plus the Group's share of revenue of its joint ventures. It is measured by reference to the fair value of consideration received or receivable, excluding sales taxes, rebates, and trade discounts.

⁸ Note that the use of average rates is appropriate only if rates do not fluctuate significantly (AASB 121.40).

The Group often enters into sales transactions involving a range of the Group's products and services, for example for the delivery of hardware, software and related after-sales service. The Group applies the revenue recognition criteria set out below to each separately identifiable component of the sales transaction in order to reflect the substance of the transaction. The consideration received from these multiple-component transactions are allocated to the separately identifiable component in proportion to its relative fair value.

AASB 101.117(b)

Sale of goods (hardware or software)

Sale of goods is recognised when the Group has transferred to the buyer the significant risks and rewards of ownership, generally when the customer has taken undisputed delivery of the goods.

Revenue from the sale of goods with no significant service obligation is recognised on delivery. Where significant tailoring, modification or integration is required, revenue is recognised in the same way as construction contracts for telecommunication systems described below.

When goods are sold together with customer loyalty incentives, the consideration receivable is allocated between the sale of goods and sale of incentives based on their fair values. Revenue from sales of incentives is recognised when incentives are redeemed by customers in exchange for products supplied by the Group.

AASB 101.117(b)

Rendering of services

The Group generates revenues from after-sales service and maintenance, consulting, and construction contracts for telecommunication solutions. Consideration received for those services is initially deferred, included in other liabilities and is recognised as revenue in the period when the service is performed.

In recognising after-sales service and maintenance revenues, the Group considers the nature of the services and the customer's use of the related products, based on historical experience. Revenue from consulting services is recognised when the services are provided by reference to the contract's stage of completion at the reporting date in the same way as construction contracts for telecommunication systems described below.

The Group also earns rental income from operating leases of its investment properties (see Note 16). Rental income is recognised on a straight-line basis over the term of the lease.

Construction contracts for telecommunication solutions

AASB 101.117(b)

Construction contracts for telecommunication systems specify a fixed price for the development and installation of IT and telecommunication systems.

AASB 111.39(b)
AASB 118.35(a)

When the outcome can be assessed reliably, contract revenue and associated costs are recognised by reference to the stage of completion of the contract activity at the reporting date. Revenue is measured at the fair value of consideration received or receivable in relation to that activity.

When the Group cannot measure the outcome of a contract reliably, revenue is recognised only to the extent of contract costs that have been incurred and are recoverable. Contract costs are recognised in the period in which they are incurred.

In either situation, when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately in profit or loss.

AASB 101.117(a)
AASB 111.39(c)
AASB 101.122

A construction contract's stage of completion is assessed by management based on milestones (usually defined in the contract) for the activities to be carried out under the contract and other available relevant information at the reporting date. The maximum amount of revenue to be recognised for each milestone is determined by estimating relative contract fair values of each project phase (ie by comparing the Group's overall contract revenue with the expected profit for each corresponding milestone). Progress and related contract revenue in-between milestones is determined by comparing costs incurred to date with the total estimated costs for that particular milestone (a procedure sometimes referred to as the cost-to-cost method).

The gross amount due from customers for contract work is presented within trade and other receivables for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. The gross amount due to customers for contract work is presented within other liabilities for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

Interest and dividend income

AASB 118.30

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividends, other than those from investments in associates, are recognised at the time the right to receive payment is established.

4.8 Operating expenses

AASB 101.117(b)

Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin. Expenditure for warranties is recognised and charged against the associated provision when the related revenue is recognised.

4.9 Borrowing costs

AASB 101.117(b)

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs (see Note 6).

4.10 Profit or loss from discontinued operations

AASB 101.117(b)
AASB 5.32

A discontinued operation is a component of the entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

AASB 5.33

Profit or loss from discontinued operations, including prior year components of profit or loss, are presented in a single amount in the statement of profit or loss and other comprehensive income. This amount, which comprises the post-tax profit or loss of discontinued operations and the post-tax gain or loss resulting from the measurement and disposal of assets classified as held for sale (see also Note 4.21), is further analysed in Note 9.

AASB 5.34

The disclosures for discontinued operations in the prior year relate to all operations that have been discontinued by the reporting date for the latest period presented.

4.11 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. See Note 4.3 for information on how goodwill is initially determined. Goodwill is carried at cost less accumulated impairment losses. Refer to Note 4.15 for a description of impairment testing procedures.

4.12 Other intangible assets

Recognition of other intangible assets

Acquired intangible assets

AASB 138.118(a)
AASB 138.118(b)
AASB 101.117(b)

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and install the specific software. Brand names and customer lists acquired in a business combination that qualify for separate recognition are recognised as intangible assets at their fair values (see Note 4.3).

Internally developed software

AASB 138.57
AASB 101.117(b)

Expenditure on the research phase of projects to develop new customised software for IT and telecommunication systems is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided they meet the following recognition requirements:

- the development costs can be measured reliably
- the project is technically and commercially feasible
- the Group intends to and has sufficient resources to complete the project
- the Group has the ability to use or sell the software; and
- the software will generate probable future economic benefits.

Development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee (other than Directors) costs incurred on software development along with an appropriate portion of relevant overheads and borrowing costs.

Subsequent measurement

AASB 138.118(a)
AASB 138.118(b)

All intangible assets, including capitalised internally developed software, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in Note 4.15.

The following useful lives are applied:

- software: 3-5 years
- brand names: 15-20 years
- customer lists: 4-6 years.

Any capitalised internally developed software that is not yet complete is not amortised but is subject to impairment testing as described in Note 4.15.

AASB 138.118(d)

Amortisation has been included within depreciation, amortisation and impairment of non-financial assets.

AASB 101.117(b) Subsequent expenditures on the maintenance of computer software and brand names are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset, and is recognised in profit or loss within other income or other expenses.

4.13 Property, plant and equipment

AASB 116.73(a)
AASB 116.73(c)
AASB 101.117

Land

Land held for use in production or administration is stated at re-valued amounts. Re-valued amounts are fair market values based on appraisals prepared by external professional valuers once every two years or more frequently if market factors indicate a material change in fair value. Any revaluation surplus arising upon appraisal of land is recognised in other comprehensive income and credited to the revaluation reserve in equity. To the extent that any revaluation decrease or impairment loss (see Note 4.15) has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income. Downward revaluations of land are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

AASB 116.73(b) As no finite useful life for land can be determined, related carrying amounts are not depreciated.

Buildings, IT equipment and other equipment

AASB 116.73(a)
AASB 101.117(a)

Buildings, IT equipment and other equipment (comprising fittings and furniture) are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management. Buildings and IT equipment also include leasehold property held under a finance lease (see Note 4.14). Buildings, IT equipment and other equipment are subsequently measured using the cost model, cost less subsequent depreciation and impairment losses.

AASB 116.73(b)
AASB 116.73(c)

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of buildings, IT equipment and other equipment. The following useful lives are applied:

- buildings: 25-50 years
- IT equipment: 2-5 years
- other equipment: 3-12 years.

In the case of leasehold property, expected useful lives are determined by reference to comparable owned assets or over the term of the lease, if shorter.

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

4.14 Leased assets

Finance leases

AASB 101.117(a)
AASB 101.117(b)

The economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards of ownership of the leased asset. Where the Group is a lessee in this type of arrangement, the related asset is recognised at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognised as a finance lease liability. Leases of land and buildings are classified separately and are split into a land and a building element, in accordance with the relative fair values of the leasehold interests at the date the asset is recognised initially.

See Note 4.13 for the depreciation methods and useful lives for assets held under finance lease. The corresponding finance lease liability is reduced by lease payments net of finance charges. The interest element of lease payments represents a constant proportion of the outstanding capital balance and is charged to profit or loss, as finance costs over the period of the lease.

Operating leases

All other leases are treated as operating leases. Where the Group is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

4.15 Impairment testing of goodwill, other intangible assets and property, plant and equipment

AASB 101.117(b)

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

Cash-generating units to which goodwill has been allocated (determined by the Group's management as equivalent to its operating segments) are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

AASB 101.122
AASB 101.117(a)

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

4.16 Investment property

AASB 140.75(a) Investment properties are properties held to earn rentals and/or for capital appreciation, and are accounted for using the fair value model.

AASB 140.75(a)
AASB 140.75(d)
AASB 140.75(e) Investment properties are re-valued annually and are included in the statement of financial position at their open market value. These values are supported by market evidence and are determined by external professional valuers with sufficient experience with respect to both the location and the nature of the investment property.

AASB 101.117(b) Any gain or loss resulting from either a change in the fair value or the sale of an investment property is immediately recognised in profit or loss within change in fair value of investment property.

Rental income and operating expenses from investment property are reported within revenue and other expenses respectively, and are recognised as described in Notes 4.7 and 4.8.

4.17 Financial instruments

Recognition, Initial Measurement and Derecognition

AASB 7.21
AASB 101.117(b) Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

AASB 101.117(b) Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and Subsequent Measurement of Financial Assets

AASB 101.117(a) For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- loans and receivables
- financial assets at Fair Value Through Profit or Loss ('FVTPL')
- Held-To-Maturity ('HTM') investments; or
- Available-For-Sale ('AFS') financial assets.

AASB 7.B5(f) All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Loans and receivables

AASB 101.117(a)
AASB 101.117(b)

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

AASB 7.B5(f)

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

AASB 101.117(a)
AASB 101.117(b)
Also:
AASB 7.B5(a)

Financial assets at FVTPL

Financial assets at FVTPL include financial assets that are either classified as held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

AASB 7.B5(e)

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

AASB 101.117(a)
AASB 101.117(b)

HTM investments

HTM investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as HTM if the Group has the intention and ability to hold them until maturity. The Group currently holds listed bonds designated into this category.

AASB 7.B5(f)

HTM investments are measured subsequently at amortised cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognised in profit or loss.

AASB 101.117(a)
AASB 101.117(b)
AASB 7.B5(b)

AFS financial assets

AFS financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. The Group's AFS financial assets include listed securities and debentures, and the equity investment in XY Ltd.

The equity investment in XY Ltd is measured at cost less any impairment charges, as its fair value cannot currently be estimated reliably. Impairment charges are recognised in profit or loss.

AASB 101.117(a)
AASB 101.117(b)

All other AFS financial assets are measured at fair value. Gains and losses are recognised in other comprehensive income and reported within the AFS reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognised in profit or loss. When the asset is disposed of or is determined to be impaired the cumulative gain or loss recognised in other comprehensive income is reclassified from the equity reserve to profit or loss and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method and dividends are recognised in profit or loss within 'finance income' (see Note 4.7).

Reversals of impairment losses for AFS debt securities are recognised in profit or loss if the reversal can be objectively related to an event occurring after the impairment loss was recognised. For AFS equity investments impairment reversals are not recognised in profit loss and any subsequent increase in fair value is recognised in other comprehensive income.

AASB 101.117(b)

Classification and subsequent measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

AASB 101.117(a)

Financial liabilities are measured subsequently at amortised cost using the effective interest method, except for financial liabilities held for trading or designated at FVTPL, that are carried subsequently at fair value with gains or losses recognised in profit or loss. All derivative financial instruments that are not designated and effective as hedging instruments are accounted for at FVTPL.

AASB 101.117(a)
AASB 7.B5(a)

The Group has designated some financial liabilities at FVTPL to reduce significant measurement inconsistencies between investment properties in the United States and related US-dollar bank loans with fixed interest rates. These investment properties are measured using the fair value model (see Note 4.16), where changes in fair value of these assets are recognised in profit or loss. The fair value of loans used to finance these assets correlates significantly with the valuation of the investment properties held by the Group, because both measures are highly reactive to the market interest rate for thirty-year government bonds. The loans are managed and evaluated on a fair value basis through a quarterly management review in comparison with the property valuations. Therefore, the Group designates such fixed interest rate loans as at FVTPL if they are secured by specific investment property assets that are held by the Group. This accounting policy reduces significantly what would otherwise be an accounting mismatch.

AASB 101.117(b)

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Derivative financial instruments and hedge accounting

AASB 101.117(b)

Derivative financial instruments are accounted for at FVTPL except for derivatives designated as hedging instruments in cash flow hedge relationships, which requires a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet several strict conditions with respect to documentation, probability of occurrence of the hedged transaction and hedge effectiveness.

AASB 7.22(a)
AASB 7.22(c)

For the reporting periods under review, the Group has designated certain forward currency contracts as hedging instruments in cash flow hedge relationships. These arrangements have been entered into to mitigate currency exchange risk arising from certain legally binding sales and purchase orders denominated in foreign currency.

AASB 101.117(a) All derivative financial instruments used for hedge accounting are recognised initially at fair value and reported subsequently at fair value in the statement of financial position.

AASB 101.117(b) To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income. However, if a non-financial asset or liability is recognised as a result of the hedged transaction, the gains and losses previously recognised in other comprehensive income are included in the initial measurement of the hedged item.

If a forecast transaction is no longer expected to occur any related gain or loss recognised in other comprehensive income is transferred immediately to profit or loss. If the hedging relationship ceases to meet the effectiveness conditions, hedge accounting is discontinued and the related gain or loss is held in the equity reserve until the forecast transaction occurs.

4.18 Inventories

AASB 102.36(a)
AASB 101.117(a) Inventories are stated at the lower of cost and net realisable value. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. Costs of ordinarily interchangeable items are assigned using the first in, first out cost formula. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

4.19 Income taxes

AASB 101.117(a)
AASB 101.117(b) Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and / or liabilities comprise those obligations to, or claims from, the Australian Taxation Office ('ATO') and other fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

AASB 101.117(a) Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

AASB 101.122 Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

AASB 101.117(b) Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

UIG1052(16)(a) Grant Thornton CLEARR Example Ltd and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

4.20 Cash and cash equivalents

AASB 107.46 Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.21 Non-current assets and liabilities classified as held for sale and discontinued operations

AASB 101.117(a) When the Group intends to sell a non-current asset or a group of assets (a disposal group), and if sale within twelve (12) months is highly probable, the asset or disposal group is classified as 'held for sale' and presented separately in the statement of financial position. Liabilities are classified as 'held for sale' and presented as such in the statement of financial position if they are directly associated with a disposal group.

AASB 101.117(b) Assets classified as 'held for sale' are measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some 'held for sale' assets such as financial assets or deferred tax assets, continue to be measured in accordance with the Group's accounting policy for those assets. Once classified as 'held for sale', the assets are not subject to depreciation or amortisation.

Any profit or loss arising from the sale or re-measurement of discontinued operations is presented as part of a single line item, profit or loss from discontinued operations (see Note 4.10).

4.22 Equity, reserves and dividend payments

AASB 101.79(b) Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Other components of equity include the following:

- **revaluation reserve** – comprises gains and losses from the revaluation of land (see Note 4.13)
- **net defined benefit liability** – comprises the actuarial losses from changed in demographic and financial assumptions and the return on plan assets (see Note 4.23)
- **foreign currency translation reserve** – comprises foreign currency translation differences arising on the translation of financial statements of the Group's foreign entities into AUD (see Note 4.5)
- **AFS financial assets and cash-flow hedge reserves** – comprises gains and losses relating to these types of financial instruments (see Note 4.17).

Retained earnings include all current and prior period retained profits.

Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved in a general meeting prior to the reporting date.

All transactions with owners of the parent are recorded separately within equity.

4.23 Employee benefits

Short-term employee benefits

AASB 119.11

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

AASB 119.8, 155, 156

The Group's liabilities for annual leave and long service leave are included in other long term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

AASB 101.69(d)

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

Post-employment Benefit Plans

The Group provides post-employment benefits through various defined contribution and defined benefit plans.

Defined Contribution Plans

The Group pays fixed contributions into independent entities in relation to several state plans and insurance for individual employees. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that relevant employee services are received.

Defined Benefit Plans

Under the Group's Defined Benefit Plans, the amount of pension benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the Defined Benefit Plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The liability recognised in the statement of financial position for Defined Benefit Plans is the present value of the Defined Benefit Obligation ('DBO') at the reporting date less the fair value of plan assets.

AASB 101.117(a) Management estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth and mortality. Discount rates are determined by reference to market yields at the end of the reporting periods on government bonds that have terms to maturity approximating to the terms of the related pension liability.

AASB 119.57(d) Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised directly in other comprehensive income. They are included as a separate component of equity in the statement of financial position and in the statement of changes in equity.

AASB 119.103 Service cost on the net defined benefit liability is included in employee benefits expense. Net interest expense on the net defined benefit liability is included in finance costs.

4.24 Share-based employee remuneration

AASB 101.117(b) The Group operates equity-settled share-based remuneration plans for its employees. None of the Group's plans feature any options for a cash settlement.

AASB 101.117(a) All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

4.25 Provisions, contingent liabilities and contingent assets

AASB 101.117(b)

Provisions for product warranties, legal disputes, onerous contracts or other claims are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

AASB 101.117(a)

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

AASB 101.117(a)

No liability is recognised if an outflow of economic resources as a result of present obligation is not probable. Such situations are disclosed as contingent liabilities, unless the outflow of resources is remote in which case no liability is recognised.

4.26 Goods and Services Tax (GST)

Interpretation 1031

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

4.27 Rounding of amounts

ASIC Class Order 98/100

AASB 101.51(e)

The Parent Entity has applied the relief available to it under ASIC Class Order 98/100 and accordingly, amounts in the financial statements and directors' report have been rounded off to the nearest \$1,000, or in certain cases, the nearest dollar.

4.28 Significant management judgement in applying accounting policies

AASB 101.122

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Recognition of service and construction contract revenue

Determining when to recognise revenues from after-sales services requires an understanding of the customer's use of the related products, historical experience and knowledge of the market. Recognising construction contract revenue also requires significant judgment in determining milestones, actual work performed and the estimated costs to complete the work (see Note 4.7).

Capitalisation of internally developed software

Distinguishing the research and development phases of a new customised software project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired (see Note 4.12).

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions (see Note 4.19).

Control assessment

See Note 32.1.

Estimation uncertainty

AASB 101.125

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 4.15). In 2014, the Group recognised an impairment loss on goodwill (see Note 18) and internally generated software (see Note 19).

Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of certain software and IT equipment.

Inventories

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

Business combinations

Management uses valuation techniques in determining the fair values of the various elements of a business combination (see Note 4.3). Particularly, the fair value of contingent consideration is dependent on the outcome of many variables that affect future profitability (see Note 31.1).

Construction contract revenue

Recognised amounts of construction contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion. This includes the assessment of the profitability of on-going construction contracts and the order backlog. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation uncertainty (see Note 4.7).

Defined Benefit Liability (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Estimation uncertainties exist particularly with regard to the assumed medical cost trends. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses (as analysed in Note 22.3).

Fair value of financial instruments

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (see Note 35).

5 Segment reporting

AASB 8.22(a)

Management currently identifies the Group's three (3) service lines as its operating segments (see Note 4.6). These operating segments are monitored by the Group's chief operating decision maker and strategic decisions are made on the basis of adjusted segment operating results⁹.

AASB 8.16

In addition, two (2) minor operating segments are combined into a segment called 'other'. The main source of revenue for other segment is the sale and disposal of used IT equipment that the Group collects from its customers.

⁹ AASB 8 requires the amount of each operating segment item to be disclosed using the measures reported to the chief operating decision maker (ie based on internal management information). The disclosures in the example financial statements are therefore based on substantial assumptions (eg there is no measure of segment liabilities regularly reported to the chief operating decision maker), and so cannot be viewed as the only acceptable way of providing segment disclosures. It is therefore important to emphasise that segment reporting should be tailored on the basis of the entity's internal management reporting.

Segment information for the reporting period is as follows:

	Consulting 2014 \$'000	Service 2014 \$'000	Retail 2014 \$'000	Other 2014 \$'000	Total 2014 \$'000	
Revenue						
AASB 8.23(a)	From external customers	110,810	18,140	72,098	4,079	205,127
	Discontinued operations	-	-	9,803	-	9,803
AASB 8.23(b)	From other segments	231	-	-	-	231
	Segment revenues	111,041	18,140	81,901	4,079	215,161
	Changes in inventories	(4,694)	-	(3,129)	-	(7,823)
AASB 8.23(f)	Costs of material	(17,468)	(5,442)	(22,040)	(1,397)	(46,347)
	Employee benefits expense	(54,224)	(10,863)	(46,359)	(2,447)	(113,893)
AASB 8.23(e)	Depreciation and amortisation of non-financial assets	(3,388)	(555)	(2,205)	(125)	(6,273)
AASB 136.129(a)	Impairment of non-financial assets	(1,669)	-	-	-	(1,669)
	Other expenses	(9,446)	(30)	(1,333)	(10)	(10,819)
AASB 8.23	Segment operating profit	20,152	1,250	6,835	100	28,337
AASB 8.23	Segment assets 2013	68,103	11,149	44,311	2,507	126,070

	Consulting 2013 \$'000	Service 2013 \$'000	Retail 2013 \$'000	Other 2013 \$'000	Total 2013 \$'000	
Revenue						
	From external customers	109,302	17,832	59,310	4,121	190,565
	Discontinued operations	-	-	11,015	-	11,015
	From other segments	110	-	-	-	110
	Segment revenues	109,412	17,832	70,325	4,121	201,690
	Changes in inventories	(3,344)	-	(2,229)	-	(5,573)
	Costs of materials	(18,516)	(5,350)	(19,197)	(1,319)	(44,383)
	Employee benefits expense	(56,277)	(10,498)	(38,997)	(2,473)	(108,245)
	Depreciation and amortisation of non-financial assets	(3,585)	(587)	(2,332)	(132)	(6,636)
	Impairment of non-financial assets	(190)	-	-	-	(190)
	Other expenses	(9,203)	(100)	(1,761)	(20)	(11,084)
	Segment operating profit	18,297	1,297	5,809	177	25,580
	Segment assets 2013	51,615	8,450	33,583	1,900	95,458

No segment liabilities are disclosed because there is no measure of segment liabilities regularly reported to the chief operating decision maker.

The total presented for the Group's operating segments reconcile to the key financial figures as presented in its financial statements as follows:

	2014	2013
	\$'000	\$'000
AASB 8.28(a)	Revenues	
	Total reportable segment revenues	211,082
	Other segment revenues	197,569
	Rental income from investment property	3,679
	Discontinued operations	1,028
	Elimination of intersegment revenues	(9,803)
	Group revenues	(11,015)
	205,793	191,228
AASB 8.28(b)	Profit or loss	
	Total reportable segment operating profit	28,237
	Other segment profit	25,403
	Rental income from investment property	100
	Change in fair value of investment property	177
	Share-based payment expenses	1,066
	Post-employment benefit expenses	(298)
	Research and development costs	(466)
	Other income not allocated	(6,099)
	Other expenses not allocated	(6,373)
	Operating profit of discontinued operations	(1,690)
	Elimination of intersegment profits	427
	Group operating profit	(185)
	21,554	19,094
	Share of profits from equity accounted investments	391
	Finance costs	141
	Finance income	(1,490)
	Other financial items	793
	Group profit before tax	1,182
	22,392	19,334
AASB 8.28(c)	Assets	
	Total reportable segment assets	123,563
	Other segment assets	93,648
	Group headquarters	2,507
	Investment property	1,900
	Illustrative Research Lab	3,967
	Other assets	2,073
	Consolidation	12,662
	Group assets	2,665
	149,947	114,235

AASB 8.28 Unallocated operating income and expense mainly consist of research expenditure as well as post-employment benefits expenses. The Group's corporate assets, consisting of its headquarters, investment properties and research facility, are not allocated to any segment's assets.

The Group's revenues from external customers and its non-current assets (other than financial instruments, investments accounted for using the equity method, deferred tax assets and post-employment benefit assets) are divided into the following geographical areas:

	Revenue	Non-Current Assets	Revenue	Non-Current Assets
	2014	2014	2013	2013
	\$'000	\$'000	\$'000	\$'000
AASB 8.33(a) AASB 8.33(b)				
Australia (Domicile)	164,102	46,053	152,452	40,242
United Kingdom	20,513	5,757	19,057	5,030
USA	18,461	5,181	17,151	4,527
Other countries	1,651	575	1,540	503
Total	204,727	57,566	190,200	50,302

AASB 8.33(a)

Revenues from external customers in the Group's domicile, Australia, as well as its major markets, the United Kingdom and the USA, have been identified on the basis of the customer's geographical location. Non-current assets are allocated based on their physical location. The above table does not include discontinued operations (disposal groups), for which revenue and assets can be attributed to Australia.

AASB 8.34

During 2014, \$24,744,000 or 12% (2013: \$21,076,000 or 11%) of the Group's revenues depended on a single customer in the consulting segment.

AASB 8.32
AASB118.35(b)

An analysis of the Group's revenue for each major product and service category (excluding revenue from discontinued operations) is as follows:

	2014	2013
	\$'000	\$'000
AASB 8.32		
Sale of hardware	47,585	39,145
Sale of software	24,513	20,165
Other	3,679	3,756
AASB 118.35(b)(i)		
Sale of goods	75,777	63,066
After-sales service and maintenance	18,140	17,832
Consulting	59,837	60,116
AASB 111.39(a)		
Construction contracts for telecommunications solutions	50,973	49,186
AASB 140.75(f)		
Rental income	1,066	1,028
AASB 118.35(b)(ii)		
Rendering of services	130,016	128,162
Group revenue	205,793	191,228

6 Finance costs and finance income

Finance costs for the reporting periods consist of the following:

	2014 \$'000	2013 \$'000
AASB 720(b)	Interest expenses for borrowings at amortised cost:	
	• Subordinated shareholder loan	200
	• Other borrowings at amortised cost	595
	795	755
	Interest expenses for finance lease arrangements	
	220	230
AASB 7.20(b)	Total interest expenses for financial liabilities not at FVTPL	1,015
AASB 123.26(a)	Less: interest expenses capitalised into intangible assets	(80)
	935	907
AASB 119.141(b)	Defined Benefit Obligation interest expenses	
	505	549
	Unwinding of discount relating to contingent consideration liability	
	20	-
AASB 7.20(a)(i)	Loss on foreign currency financial liabilities designated at fair value through profit or loss	
AASB 7.20(a)	30	70
	Impairment of investment in XY Ltd (AFS)	
	-	350
	1,490	1,876

AASB 123.26(b) Interest expenses capitalised into intangible assets were capitalised at a rate of 4.4% per annum (2013: 4.5%).

AASB 7.B5(e) The loss on foreign currency financial liabilities designated at FVTPL takes account of interest payments on these loans.

AASB 7.20(e) An impairment loss was recognised in 2013 for the investment in XY Ltd, which is carried at cost less impairment charges as its fair value cannot be measured reliably (see Note 12.3).

Finance income for the reporting periods consists of the following:

	2014 \$'000	2013 \$'000
	Interest income from cash and cash equivalents	
	583	266
AASB 7.20(b)	Interest income on financial assets carried at amortised cost and AFS financial assets	
AASB 7.20(b)	169	181
AASB 118.35(b)(v)	Total interest income for financial assets not at FVTPL	752
AASB 118.35(b)(v)	Dividend income from XY Ltd (AFS)	40
AASB 7.20(a)(i)	22	21
AASB 7.20 (a)(ii)	Fair value gains on forward exchange contracts held for trading	130
	Gains on AFS financial assets reclassified from other comprehensive income	50
	994	793

7 Other financial items

Other financial items consist of the following:

	2014 \$'000	2013 \$'000
AASB 7.20(a)(i)	Gain / (loss) from financial assets at fair value through profit and loss - classified as held-for-trading	
AASB 121.52(a)	6	18
AASB 7.20(a)(iv)	Gain / (loss) from exchange differences on loans and receivables	
	937	1,164
	943	1,182

8 Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of Grant Thornton CLEARR at 30% (2013: 30%) and the reported tax expense in profit or loss are as follows:

	2014	2013
	\$'000	\$'000
AASB 112.81(c)(i)		
	22,392	19,334
AASB 112.85	30%	30%
	6,718	5,900
AASB 112.84	16	18
AASB 112.84		
	(18)	(4)
	(63)	(117)
AASB 112.84		
	240	57
	17	9
	6,910	5,763
AASB 112.79, AASB 112.80		
AASB 112.80(a)	5,798	5,164
AASB 112.80(c)	1,037	374
AASB 112.80	75	225
	6,910	5,763
AASB 112.81(ab)	(1,064)	(1,157)

Note 17 provides information on deferred tax assets and liabilities. Note 24.2 provides information on deferred income tax recognised directly in each component of other comprehensive income.

9 Assets and disposal groups classified as held for sale and discontinued operations

AASB 5.41(a)-(d)

In the middle of 2014, management decided to discontinue in-store sale of IT and telecommunications hardware. This decision was taken in line with the Group's strategy to focus on its online retail business. Consequently, assets and liabilities allocable to Highstreet Ltd and subsidiaries (included in the retail segment) were classified as a disposal group. Revenue and expenses, gains and losses relating to the discontinuation of this subgroup have been eliminated from profit or loss from the Group's continuing operations and are shown as a single line item on the face of the statement of profit or loss and other comprehensive income (see loss for the year from discontinued operations).

AASB 107.40(a)

On 30 September 2014, Highstreet Ltd and subsidiaries were sold for a total of \$3,117,000 in cash resulting in a loss of \$29,000 before tax primarily due to related selling costs (see Note 31.3).

Operating profit of Highstreet Ltd and subsidiaries' until the date of disposal and the profit or loss from re-measurement and disposal of assets and liabilities classified as held for sale is summarised as follows:

	2014	2013
	\$'000	\$'000
AASB 5.33(b)(i)		
Revenue	9,803	11,015
Costs of material	(3,540)	(3,633)
Employee benefits expense	(6,100)	(6,411)
Depreciation and amortisation	-	(765)
Other expenses	(90)	(100)
Operating profit	73	106
Finance costs	(56)	(60)
AASB 5.33(b)(ii), also AASB 112.81(h)		
Profit from discontinued operations before tax	17	46
Tax expense	(5)	(14)
Profit for year	12	32
AASB 5.33(b)(iii)		
Gain / (loss) on re-measurement and disposal		
• loss before tax on measurement to fair value less cost to sell	-	(510)
• loss before tax on disposal	(29)	-
AASB 5.33(b)(iv), AASB 112.81(h)		
• tax income / (expense)	8	153
Total gain / (loss)	(21)	(357)
Loss for the year from discontinued operations	(9)	(325)

AASB 5.41(b)-(d) Most of the assets and all of the liabilities have been disposed of in this transaction however the Group continues to own some former Highstreet storage facilities. Management expects to sell these remaining assets during 2015.

AASB 5.38 The carrying amounts of assets and liabilities in this disposal group are summarised as follows:

	2014	2013
	\$'000	\$'000
Non-current assets:		
• property, plant and equipment	103	2,578
• deferred tax	-	227
Current assets:		
• inventories	-	1,081
• cash and cash equivalents	-	22
Assets classified as held for sale	103	3,908
Current liabilities:		
• provisions	-	(245)
• trade and other payables	-	(190)
• current tax liabilities	-	(14)
Liabilities classified as held for sale	-	(449)

AASB 5.33(c) Cash flows generated by Highstreet Ltd and subsidiaries for the reporting periods under review until the disposal are as follows:

	2014	2013
	\$'000	\$'000
Operating activities	(22)	(811)
Investing activities	3,117	-
Cash flows from discontinued operations	3,095	811

Cash flows from investing activities relate solely to the proceeds from the sale of Highstreet Ltd.

10 Cash and cash equivalents

AASB 107.45

Cash and cash equivalents include the following components:

Finance Lease Liabilities	2014	2013
	\$'000	\$'000
Cash at bank and in hand:		
• \$AUD	24,292	7,827
• £GBP	2,087	674
• \$USD	1,392	449
Short term deposits (\$AUD)	6,958	2,247
Cash and cash equivalents	34,729	11,197

AASB 107.48
AASB 110.19

Following the acquisition of Goodtech some bank deposits of the acquiree were temporarily not available for general use by the Group because of legal restrictions. The amount of cash and cash equivalents inaccessible to the Group as at 31 December 2014 amounts to \$500,000 (2013: \$Nil). All restrictions on bank deposits were removed prior to approval of these consolidated financial statements on 28 February 2015.

11 Trade and other receivables

Trade and other receivables consist of the following:

AASB 101.77
AASB 101.78(b)

	2014	2013
	\$'000	\$'000
Trade receivables, gross	31,265	23,889
Allowance credit losses	(432)	(560)
Trade receivables	30,833	23,329
Receivables due from ABC Ltd	112	112
Financial assets	30,945	23,441
Social security and other taxes	1,012	676
Construction contracts for telecommunication solutions	1,374	974
Prepayments	298	315
Non-financial assets	2,684	2,965
	33,629	25,406

AASB102.36(b)

AASB 7.25
AASB 7.29

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

AASB 101.60

The receivable due from ABC associates relates to the remaining consideration due on the sale of a former subsidiary in 2012. The carrying amount of the receivable is considered a reasonable approximation of fair value as this financial asset (which is measured at amortised cost) is expected to be paid within six months, such that the time value of money is not significant.

AASB 7.37(b)

All of the Group's trade and other receivables have been reviewed for indicators of impairment. Certain trade receivables were found to be impaired and an allowance for credit losses of \$72,000 (2013: \$514,000) has been recorded accordingly within other expenses. The impaired trade receivables are mostly due from customers in the business-to-business market that are experiencing financial difficulties.

AASB 7.16 The movement in the allowance for credit losses can be reconciled as follows:

Reconciliation of Allowance Credit Losses	2014 \$'000	2013 \$'000
Balance at 1 January	560	112
Amounts written off (uncollectable)	(200)	(66)
Impairment loss	72	514
Impairment loss reversed	-	-
Balance 31 December	432	560

AASB 7.16

An analysis of unimpaired trade receivables that are past due is given in Note 34.3.

11.1 Construction contracts

AASB 111.39(a) Revenue of \$50,973,000 (2013: \$49,186,000) relating to construction contract for telecommunications solutions has been included in revenue for the current reporting period.

AASB 111.43
AASB 111.44 The amounts recognised in the statement of financial position relate to construction contracts in progress at the end of the reporting period. The amounts are calculated as the net amounts of costs incurred plus recognised profits, less recognised losses and progress billings. The carrying amounts of assets and liabilities are analysed as follows:

Reconciliation of Allowance Credit Losses	2014 \$'000	2013 \$'000
Aggregate amounts of costs incurred and recognised profits and losses for all contracts in progress	3,421	3,121
Less: Progress billing	(2,335)	(2,354)
	1,086	767
Recognised as:		
• due from customers for construction contract work, recognised in trade and other receivables	1,374	974
Due to customers for construction contract work, recognised in other liabilities	288	207

AASB 111.40(a)

AASB 111.42(a)

AASB 111.42(b)

AASB 111.40(b) Advances paid from customers for construction contracts related to work not yet performed have been recognised in other liabilities (see Note 23) and amount to \$225,000 (2013: \$220,000).

AASB 111.40(c) Retentions on construction contracts included within trade and other receivables amount to \$10,000 (2013: \$Nil). Retentions will be received upon acceptance by the customer of the work performed.

12 Financial assets and liabilities

12.1 Categories of financial assets and liabilities

AASB 7.25 Note 4.17 provides a description of each category of financial assets and financial liabilities and the related accounting policies.

The carrying amounts of financial assets and financial liabilities in each category are as follows:

	Note	AFS \$'000	Held for Trading (FVTPL) \$'000	Derivatives used for Hedging \$'000	HTM \$'000	Loans and Receivables \$'000	Total \$'000
			<i>(Carried at fair value)</i>		<i>(Carried at amortised cost)</i>		
31 December 2014							
Financial assets							
AASB 7.8(b)	14.2	-	-	-	2,814	-	2,814
AASB 7.8(d)	14.3	951	-	-	-	-	951
		951	-	-	2,814	-	3,765
AASB 7.8(a)(ii)	14.4	-	655	-	-	-	655
AASB 7.8(a)(ii)	14.5	-	115	467	-	-	582
AASB 7.8(c)	17	-	-	-	-	30,945	30,945
AASB 7.8(c)	18	-	-	-	-	34,729	34,729
		951	770	467	2,814	65,674	70,676

	Note	Derivatives used for Hedging \$'000	Designated at FVTPL \$'000	Other Liabilities at FVTPL \$'000	Other Liabilities \$'000	Total \$'000
			<i>(Carried at fair value)</i>		<i>(Carried at amortised cost)</i>	
31 December 2014						
Financial liabilities						
AASB 7.8(e)(i)	14.6	-	7,700	-	17,360	25,060
AASB 7.8(e)(i), AASB 7.8(f)	14.6	-	250	-	5,077	5,327
AASB 7.8(f)	23	-	-	-	8,497	8,497
AASB 7.7	14.5	-	-	-	-	-
AASB 7.8(e)(ii)	24	-	-	620	-	-
		-	7,950	620	30,934	39,504

	Note	AFS \$'000	Held for Trading (FVTPL) \$'000	Derivatives used for Hedging \$'000	HTM \$'000	Loans and Receivables \$'000	Total \$'000
			<i>(Carried at fair value)</i>		<i>(Carried at amortised cost)</i>		
(Restated)							
31 December 2013							
Financial assets							
AASB 7.8(b)	14.2	-	-	-	2,992	-	2,992
AASB 7.8(d)	14.3	888	-	-	-	-	888
		888	-	-	2,992	-	3,880
AASB 7.8(a)(ii)	14.4	-	649	-	-	-	649
AASB 7.8(a)(ii)	14.5	-	212	-	-	-	212
AASB 7.8(c)	17	-	-	-	-	23,441	23,441
AASB 7.8(c)	18	-	-	-	-	11,197	11,197
		888	861	-	2,992	34,638	39,379

(a) Includes an equity investment carried at cost less impairment charges because fair value cannot be determined reliably. See Note 12.3.
(b) These amounts only represent trade receivables that are financial assets. See Note 11.

	Note	Derivatives used for Hedging \$'000	Designated at FVTPL \$'000	Other Liabilities \$'000	Total \$'000
31 December 2013					
		<i>(Carried at fair value)</i>		<i>(Carried at amortised cost)</i>	
Financial liabilities					
AASB 7.8(e)(i)	14.6	-	7,965	17,759	25,724
AASB 7.8(e)(i), AASB 7.8(f)	14.6	-	255	3,630	3,885
AASB 7.8(f)	23	-	-	6,550	6,550
AASB 7.7	14.5	160	-	-	160
		160	8,220	27,939	36,319

AASB 7.33 A description of the Group's financial instrument risks, including risk management objectives and policies is given in Note 34.

The methods used to measure financial assets and liabilities reported at fair value are described in Note 35.1.

12.2 HTM investments

AASB 7.7 HTM investments comprise public traded zero coupon and US straight bonds with fixed interest rates between 5.5% and 6.2%. They mature in 2016 and 2017. The carrying amounts (measured at amortised cost) and fair values of these bonds are as follows:

	2014 \$'000	2013 \$'000
Carrying amount at amortised cost:		
• zero coupon bonds	1,110	1,189
• US straight bonds	1,704	1,803
	2,814	2,992
Fair value:		
• zero coupon bonds	1,190	1,186
• US straight bonds	1,705	1,809
	2,895	2,995

AASB 7.8(b)

AASB 7.25

AASB 13.97

Fair values of these bonds have been estimated by reference to quoted bid prices in active markets at the reporting date and are categorised within Level 1 of the fair value hierarchy. The fair value of the U.S. straight bonds also reflects the US-dollar spot rate as at the reporting date.

12.3 AFS financial assets

The details and carrying amounts of AFS financial assets are as follows:

	2014 \$'000	2013 \$'000
AASB 7.25	421	343
AASB 7.25	97	112
	518	455
AASB 7.8(d)	433	433
	951	888

The equity securities and debentures are denominated in \$AUD and are publicly traded in Australia.

AASB 7.30(a)-(d)

The investment in XY Ltd represents a 15% equity interest in an unlisted Company, one of the Group's suppliers. XY Ltd has been undertaking a major restructuring process since 2013, which has triggered possible litigation by third parties. Due to these uncertainties, the fair value of the Group's investment in this entity cannot be reliably measured. Therefore, it has been stated at cost less impairment charges. In 2013, an impairment charge of \$350,000 was recognised within finance cost. The Group plans to continue to hold its investment in XY Ltd while it secures other supply lines.

12.4 Financial assets held for trading

AASB 7.B5(a)(i)

Financial assets held for trading consists of various investments in money market funds (presented as other short-term financial assets) that are held by the Group for short-term trading and certain derivative financial investments (see Note 12.5). All of these money market funds are publicly traded on stock exchanges in Australia.

12.5 Derivative financial instruments

The Group's derivative financial instruments are measured at fair value and are summarised below:

	2014 \$'000	2013 \$'000
AASB 7.22(b)		
	467	-
	115	212
	582	212
AASB 7.22(b)		
	-	(160)
	-	(160)
	582	52

AASB 7.22(a)
AASB 7.22(b)
AASB 7.55(c)

The Group uses forward foreign exchange contracts to mitigate exchange rate exposure arising from forecast sales in US Dollars and other currencies. All US-Dollar forward exchange contracts have been designated as hedging instruments in cash flow hedges in accordance with AASB 139.

Other forward exchange contracts are considered by management to be part of economic hedge arrangements but have not been formally designated.

AASB 7.23(a)
AASB 7.23(b)

The Group's US-Dollar forward contracts relate to cash flows that have been forecasted for September – December 2015. All forecast transactions for which hedge accounting has been used are expected to occur.

AASB 7.23(c)

During 2014 a gain of \$367,000 (2013: loss of \$47,000) was recognised in other comprehensive income. The cumulative gain recorded in equity is \$467,000 (2013: cumulative loss of \$160,000).

AASB 7.23(d)
AASB 7.23(e)

During 2014 a loss of \$260,000 (2013: net gain of \$425,000) was reclassified from equity into profit or loss within revenue.

Borrowings at amortised cost

AASB 116.74(a)
AASB 7.29
AASB 7.31
AASB 13.93(d)
AASB 13.97

Other bank borrowings are secured by land and buildings owned by the Group (see Note 15). Current interest rates are variable and average 4.0 % (2012: 4.1%). The carrying amount of the other bank borrowings is considered to be a reasonable approximation of the fair value.

The Group's non-convertible bond with a fixed interest rate of 5.0% matures on 20 May 2017 and is therefore classified as non-current. The estimated fair value of the non-convertible bond is categorised within Level 2 of the fair value hierarchy. The fair value estimate has been determined from the perspective of a market participant that holds these non-convertible bonds as assets at 31 December 2014. The \$8,259 is estimated using a present value technique, by discounting the contractual cash flows using implied yields of non-convertible bonds of pan entity with a similar standing and marketability.

The most significant input being the discount rate that reflects the credit risk of counterparties.

AASB 124.17
AASB 13.93(d)
AASB 13.97

The subordinated shareholder loan was provided by Grant Thornton CLEARR's main shareholder, LOM Investment Trust, in 2011. It is perpetual and carries a fixed coupon of 4.0%. It is repayable only upon liquidation of Grant Thornton CLEARR. The estimated fair value of the subordinated shareholder loan is categorised within Level 3 of the fair value hierarchy. The fair value estimate has been determined using a present value technique. The \$4,975 is estimated by discounting the contractual cash flows at 4.1%. The discount rate has been determined using the interest rate that the entity would pay to unrelated party, at the reporting date, adjusted to reflect the subordination feature.

The most significant input is the discount rate of 4.1%.

12.7 Other financial instruments

AASB 7.29

The carrying amount of the following financial assets and liabilities is considered a reasonable approximation of fair value:

- trade and other receivables
- cash and cash equivalents; and
- trade and other payables.

13 Inventories

Inventories consist of the following:

AASB 101.77
AASB 101.78(c)
AASB102.36(b)

	2014 \$'000	2013 \$'000
Raw materials and consumables	7,737	7,907
Merchandise	10,651	9,319
	18,298	17,226

AASB 102.36(d)
AASB 102.36(e)

In 2014, a total of \$35,265,000 of inventories was included in profit and loss as an expense (2013: \$32,907,000). This includes an amount of \$361,000 (2013: \$389,000) resulting from write down of inventories.

14 Investments accounted for using the equity method

	2014 \$000	2013 \$000
Investment in joint venture	483	222
Investment in associate	377	245
	860	467

14.1 Investment in joint venture

AASB 12.21(a)

The Group has one material joint venture, Halftime Ltd (Halftime):

Name of the Joint Venture	Country of Incorporation & Principal Place of Business	Principal Activity	Proportion of Ownership Interests Held by the Group	
			31-Dec-14	31-Dec-13
Halftime Ltd	United Kingdom	Online sales of hardware and software products	50%	50%

AASB 12.21(b)(i)

The investment in Halftime is accounted for using the equity method in accordance with AASB 128.

Summarised financial information for Halftime is set out below:

AASB 12.21(b)(ii)
AASB 12.B12-B13

	2014 \$000	2013 \$000
Current assets (a)	528	380
Non-current assets	838	500
Total assets	1,366	880
Current liabilities (b)	(160)	(138)
Non-current liabilities (c)	(240)	(298)
Total liabilities	(400)	(436)
a. Includes cash and cash equivalents	60	80
b. Includes financial liabilities (excluding trade and other payables and provisions)	(80)	-
c. Includes financial liabilities (excluding trade and other payables and provisions)	(100)	-

	2014 \$000	2013 \$000
Revenue	1,200	730
Profit for the year	522	258
Other comprehensive income for the year	-	-
Total comprehensive income for the year	522	258
Depreciation and amortisation	30	20
Interest income	1	-
Interest expenses	4	-
Tax expense	68	58

AASB 12.B14

A reconciliation of the above summarised financial information to the carrying amount of the investment in Halftime is set out below:

	2014 \$000	2013 \$000
Total net assets of Halftime	966	444
Proportion of ownership interests held by the Group	50%	50%
Carrying amount of the investment in Halftime	483	222

AASB 12.B12(a) No dividends were received from Halftime during the years 2014 and 2013.

AASB 12.21(b)(iii) Halftime is a Private Company; therefore no quoted market prices are available for its shares.

14.2 Investments in associates

AASB 12.21(c)
AASB 12.B16 The Group has a 45% equity interest in Equipe and a 30% equity interest in Shopmore Ltd. Neither associate is individually material to the Group.

Summarised aggregated financial information of the Group's share in these associates:

	2014 \$'000	2013 \$'000
Profit from continuing operations	130	12
Other comprehensive income	2	-
Total comprehensive income	132	12
Aggregate carrying amount of the Group's interests in associates	377	245

15 Property, plant and equipment

Details of the Group's property, plant and equipment and their carrying amount are as follows:

	Land \$'000	Buildings \$'000	IT Equipment \$'000	Other Equipment \$'000	Total \$'000
Gross carrying amount					
AASB 116.73(d) Balance 1 January 2014	7,697	19,362	5,579	2,319	34,957
AASB 116.73(e)(i) Additions	-	76	-	-	76
AASB 116.73(e)(iii) Acquisition through business combination	730	1,221	2,306	365	4,622
AASB 116.73(e)(ii) Disposals	-	(401)	-	-	(401)
AASB 116.73(e)(iv) Revaluation increase	303	-	-	-	303
AASB 116.73(e)(viii) Net exchange differences	(21)	(81)	(79)	(54)	(235)
AASB 116.73(d) Balance 31 December 2014	8,709	20,177	7,806	2,630	39,322
Depreciation and impairment					
AASB 116.73(d) Balance 1 January 2014	-	(12,159)	(1,503)	(898)	(14,560)
AASB 116.73(e)(ii) Disposals	-	315	-	-	315
AASB 116.73(e)(viii) Net exchange differences	-	(54)	(53)	(36)	(143)
AASB 116.73(e)(vii) Depreciation	-	(1,315)	(890)	(530)	(2,735)
AASB 116.73(d) Balance 31 December 2014	-	(13,213)	(2,446)	(1,464)	(17,123)
Carrying amount 31 December 2014	8,709	6,964	5,360	1,166	22,199

	Land \$'000	Buildings \$'000	IT Equipment \$'000	Other Equipment \$'000	Total \$'000
Gross carrying amount					
AASB 116.73(d)	7,697	23,067	4,316	966	36,046
AASB 116.73(e)(i)	-	1,001	1,390	890	3,281
AASB 116.73(e)(iii)	-	-	2,310	838	3,148
AASB 116.73(e)(ii)	-	(4,598)	(2,422)	(348)	(7,368)
AASB 116.73(e)(viii)	-	(108)	(15)	(12)	(135)
AASB 116.73(d)	7,697	19,362	5,579	2,334	34,972
Depreciation and impairment					
AASB 116.73(d)	-	(12,944)	(1,805)	(551)	(15,300)
AASB 116.73(e)(viii)	-	(72)	(10)	(8)	(90)
AASB 116.73(e)(ii)	-	3,200	990	200	4,390
AASB 116.73(e)(vii)	-	(2,343)	(678)	(554)	(3,575)
AASB 116.73(d)	-	(12,159)	(1,503)	(913)	(14,575)
	7,697	7,203	4,076	1,421	20,397

AASB 136.126(a)
AASB 136.126(b)

All depreciation and impairment charges are included within depreciation, amortisation and impairment of non-financial assets.

AASB 116.74(a)

Land and buildings have been pledged as security for the Group's other bank borrowings (see Note 12.6).

AASB 116.74(c)

The Group has a contractual commitment to acquire IT equipment of \$1,304,000 payable in 2015. There were no other material contractual commitments to acquire property, plant and equipment at 31 December 2014 (2013: None).

AASB 116.77(e)
AASB 116.77(f)

If the cost model had been used, the carrying amounts of the re-valued land, including the fair value adjustment upon acquisition of Goodtech, would be \$7,421,000 (2013: \$6,712,000). The re-valued amounts include a revaluation surplus of \$1,288,000 before tax (2013: \$985,000).

16 Investment property

Investment property includes real estate properties in Australia and in the United States, which are owned to earn rentals and capital appreciation.

AASB 140.75(d)

The fair values of investment properties were estimated using observable data on recent transactions and rental yields for similar properties. Changes to the carrying amounts are as follows:

	\$'000
AASB 140.76	Carrying amount 1 January 2013
	12,102
AASB 140.76(e)	Net exchange differences
	25
AASB 140.76(d)	Net gain / (loss) from fair value adjustments
	150
AASB 140.76	Carrying amount 31 December 2013
	12,277
AASB 140.76(b)	Additions through business combinations
	75
AASB 140.76(e)	Net exchange differences
	22
AASB 140.76(d)	Net gain / (loss) from fair value adjustments
	288
AASB 140.76	Carrying amount 31 December 2014
	12,662

AASB 140.75(g) Investment properties valued at \$8,327,000 are pledged as security for related borrowings.

AASB 140.75(f)
AASB 117.56(b) Investment properties are leased out on operating leases. Rental income amounts to \$1,066,000 (2013: \$1,028,000) included within revenue. Direct operating expenses of \$213,000 (2013: \$206,000) were reported within other expenses, of which \$18,000 (2013: \$12,000) was incurred on vacant properties that did not generate rental income.

AASB 117.56(c)
AASB 117.56(a) The lease contracts are all non-cancellable for eight years from the commencement of the lease. Future minimum lease rentals are as follows:

	Minimum Lease Payments Due			
	Within 1 year \$'000	1-5 years \$'000	After 5 years \$'000	Total \$'000
AASB 117.56(a) 31 December 2014	1,075	5,375	2,090	8,540
31 December 2013	1,030	5,150	1,978	8,158

17 Deferred tax assets and liabilities

AASB 112.81(g) Deferred taxes arising from temporary differences and unused tax losses can be summarised as follows:

Deferred Tax Liabilities / (Assets)	1-Jan-14 \$'000	Recognised in OCI \$'000	Recognised in Business Combination \$'000	Recognised in Profit & Loss \$'000	31-Dec-14 \$'000
Non-current assets					
Other intangible assets	847	(63)	444	30	1,258
Property, plant and equipment	2,130	(22)	188	406	2,702
Other long term financial assets	(95)	-	-	19	(76)
Investment property	1,914	-	-	93	2,007
Current assets					
Trade and other receivables	(168)	-	-	38	(130)
Non-current liabilities					
Pension and other employee obligations	-	-	-	-	-
Current liabilities					
Provisions	(1,003)	-	-	639	(364)
Pension and other employee obligations	(4,451)	1,149	-	(188)	(3,490)
Unused tax losses	(75)	-	-	75	-
	(901)	1,064	632	1,112	1,907

Deferred Tax Liabilities / (Assets)	1-Jan-13 \$'000	Recognised in OCI \$'000	Included in Disposal Group \$'000	Recognised in Business Combination \$'000	Recognised in Profit & Loss \$'000	31-Dec-13 \$'000
Non-current assets						
Other intangible assets	409	(27)	-	210	255	847
Property, plant and equipment	1,528	(68)	-	225	445	2,130
Other long term financial assets	-	-	-	-	(95)	(95)
Investment property	1,861	-	-	-	53	1,914
Current assets						
Trade and other receivables	(34)	-	-	-	(134)	(168)
Non-current liabilities						
Pension and other employee obligations	-	-	-	-	-	-
Current liabilities						
Provisions	(1,320)	-	74	-	243	(1,003)
Pension and other employee obligations	(2,996)	(1,062)	-	-	(393)	(4,451)
Unused tax losses	(300)	-	-	-	225	(75)
	(852)	(1,157)	74	435	599	(901)

The amounts recognised in other comprehensive income relate to revaluation of land, exchange differences on translating foreign operations and the re-measurement of net defined benefit liability. See Note 24.2 for the amount of the income tax relating to these components of other comprehensive income.

AASB 112.81(f)

A deferred tax liability of \$1,000 (2013: \$2,000) associated with an investment in a domestic subsidiary has not been recognised, as the Group controls the timing of the reversal and it is probable that the temporary difference will not reverse in the foreseeable future. The tax value is equivalent to a temporary difference of \$3,000 (2013: \$7,000).

AASB 112.81(e)

All deferred tax assets (including tax losses and other tax credits) have been recognised in the statement of financial position.

18 Goodwill

AASB 3.B67(d)

The movements in the net carrying amount of goodwill are as follows:

AASB 3.B67(d)

AASB 3.B67(d)(i)

AASB 3.B67(d)(ii)

AASB 3.B67(d)(vi)

AASB 3.B67(d)(viii)

AASB 3.B67(d)(i)

AASB 3.B67(d)(v)

AASB 3.B67(d)(vi)

AASB 3.B67(d)(viii)

	2014 \$'000	2013 \$'000
Gross carrying amount		
Balance 1 January	3,727	1,234
Acquired through business combination	2,438	2,569
Net exchange difference	(135)	(76)
Balance 31 December	6,030	3,727
Accumulated impairment		
Balance 1 January	(190)	-
Impairment loss recognised	(799)	(190)
Net exchange difference	-	-
Balance 31 December	(989)	(190)
Carrying amount at 31 December	5,041	3,537

18.1 Impairment testing

AASB 136.134

For the purpose of annual impairment testing goodwill is allocated to the following cash-generating units, which are the units expected to benefit from the synergies of the business combinations in which the goodwill arises.

AASB 136.134(a)

	2014 \$'000	2013 \$'000
Retail	4,796	2,493
Consulting	245	1,044
Goodwill allocation at 31 December	5,041	3,537

AASB 136.134(c)
AASB 136.134(d)

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations, covering a detailed three-year forecast, followed by an extrapolation of expected cash flows for the units' remaining useful lives using the growth rates determined by management. The present value of the expected cash flows of each segment is determined by applying a suitable discount rate.

AASB 136.134(d)(iv)

AASB 136.134(d)(v)

	Growth Rates		Discount Rates	
	2014	2013	2014	2013
Retail	3.0%	3.0%	9.3%	9.5%
Consulting	0.1%	0.5%	10.9%	10.1%

18.2 Growth rates

The growth rates reflect the long-term average growth rates for the product lines and industries of the segments (all publicly available). The growth rate for online retailing exceeds the overall long-term average growth rates for Australia because this sector is expected to continue to grow at above-average rates for the foreseeable future.

18.3 Discount rates

The discount rates reflect appropriate adjustments relating to market risk and specific risk factors of each unit.

18.4 Cash flow assumptions

AASB 136.134(d)(i)
AASB 136.134(d)(ii)

Retail segment

Management's key assumptions include stable profit margins, based on past experience in this market. The Group's management believes that this is the best available input for forecasting this mature market. Cash flow projections reflect stable profit margins achieved immediately before the budget period. No expected efficiency improvements have been taken into account and prices and wages reflect publicly available forecasts of inflation for the industry.

AASB 136.130(a)
AASB 136.130(d)
AASB 136.134(d)(i)
AASB 136.134(d)(ii)

Consulting

The forecast was adjusted in 2013 for the decline in consulting services related to conventional telecommunication solutions. The market shifted considerably towards internet and intranet based solutions during 2013 and continued in 2014. As a result, management expects lower growth and moderately declining profit margins for this segment.

AASB 136.126(a)
AASB 136.129(a)
AASB 136.130(b)
and (d)(i)

Impairment testing, taking into account these latest developments, resulted in the further reduction of goodwill in 2014 to its recoverable amount. See Note 19 for the related impairment of other intangible assets.

The related goodwill impairment loss of \$799,000 in 2014 (2013: \$190,000) was included within impairment of non-financial assets

AASB 3.B64(m)

Apart from the considerations described in determining the value-in-use of the cash-generating units described above, management is not currently aware of any other probable changes that would necessitate changes in its key estimates. However, the estimate of recoverable amount for the consulting unit is particularly sensitive to the discount rate. If the discount rate used is increased by 1%, a further impairment loss of \$300,000 would have to be recognised, of which \$245,000 would be written off against goodwill and \$55,000 against property, plant and equipment.

19 Other intangible assets

Details of the Group's other intangible assets and their carrying amounts are as follows:

	Acquired Software Licenses \$'000	Internally Developed Software \$'000	Brand Names \$'000	Customer Lists \$'000	Total \$'000
AASB 138.118	Gross carrying amount				
	13,608	14,794	760	374	29,536
AASB 138.118(e)(i)	440	-	-	-	440
	-	3,306	-	-	3,306
	3,653	-	215	1,387	5,255
AASB 138.118(e)(ii)	(1,159)	-	-	-	(1,159)
AASB 138.118(e)(vii)	(73)	(54)	-	-	(127)
	16,469	18,046	975	1,761	37,251
	Amortisation and impairment				
	(6,063)	(9,381)	(162)	(89)	(15,695)
AASB 138.118(e)(vi)	(1,978)	(1,315)	(125)	(110)	(3,528)
AASB 138.118(e)(iv)	-	(870)	-	-	(870)
AASB 138.118(e)(ii)	350	-	-	-	350
AASB 138.118(e)(vii)	(48)	(36)	-	-	(84)
	(7,739)	(11,602)	(287)	(199)	(19,827)
	8,730	6,444	688	1,562	17,424

	Acquired Software Licenses \$'000	Internally Developed Software \$'000	Brand Names \$'000	Customer Lists \$'000	Total \$'000
AASB 138.118	Gross carrying amount				
	8,672	14,600	-	-	23,272
AASB 138.118(e)(i)	3,097	-	-	-	3,097
	-	216	-	-	216
	1,859	-	768	378	3,005
AASB 138.118(e)(vii)	(20)	(22)	(8)	(4)	(54)
	13,608	14,794	760	374	29,536
	Amortisation and impairment				
	(4,442)	(8,166)	-	-	(12,608)
AASB 138.118(e)(vi)	(1,607)	(1,201)	(156)	(87)	(3,051)
AASB 138.118(e)(vii)	(14)	(14)	(6)	(2)	(36)
	(6,063)	(9,381)	(162)	(89)	(15,695)
	7,545	5,413	598	285	13,841

AASB 138.126

Additions to internally developed software include capitalised borrowing costs of \$80,000 (2013: \$78,000). In addition, research and development costs of \$1,690,000 (2013: \$1,015,000) were recognised as other expenses.

AASB 136.130(b)
AASB 136.130(c)(i)
AASB 136.130(c)(ii)
AASB 136.130(a)
AASB 136.130(e)
AASB 136.130(g)

An impairment loss of \$870,000 (2013: \$Nil) was recognised for internally developed software used to provide certain after-sales and maintenance services within the consulting unit. The recoverable amount of the asset is its value-in-use, determined based on management's expectation that the market will shift considerably towards other alternative software products and will significantly reduce future revenues and profits in the next two to three years (see Note 18 for the growth and discount rates used). Should the shift in the market to other software products occur more rapidly, the carrying amount of the software of \$100,000 (2013: \$970,000) would be reduced to \$Nil.

AASB 138.122(e)

During the year, the Group entered into an agreement to acquire enterprise resource planning software, to support the planning and administration of the Group's operations. Minimum contractual commitments resulting from this agreement are \$97,000 payable during 2015. No other material contractual commitments at 31 December 2014 (2013: None).

20 Trade and other payables

Trade and other payables consist of the following:

Trade and Other Payables	2014	2013
	\$'000	\$'000
Current:		
• trade payables	7,843	6,472
• other payables	654	78
Total Trade and Other Payables	8,497	6,550

AASB 7.25
AASB 7.27(a)
AASB 7.27(b)
AASB 7.29

All amounts are short-term. The carrying values of trade payables and other payables are considered to be a reasonable approximation of fair value.

21 Provisions

AASB 101.69

All provisions are considered current. The carrying amounts and movements in the provisions account are as follows:

	Restructuring	Other	Total
	\$'000	\$'000	\$'000
Carrying amount 1 January 2014	2,110	1,235	3,345
Additional provisions	-	1,570	1,570
Amount utilised	(876)	(2,211)	(3,087)
Reversals	(510)	(103)	(613)
Carrying amount 31 December 2014	724	491	1,215

AASB 137.84(a)
AASB 137.84(b)
AASB 137.84(c)
AASB 137.84(d)
AASB 137.84(a)

Provisions recognised at acquisition date in a business combination are included in additions (see Note 31.1). Provisions classified as held for sale are included within amount utilised (see Note 9).

AASB 137.85(a)
AASB 137.85(b)
AASB 137.85(c)
AASB 101.60

The provision for restructuring relates to the Phoenix program, which was initiated in early 2012 and carried out predominantly in 2013 and 2014. The Group's management expects to settle the remaining termination remuneration for former employees and legal fees relating to the restructuring program in 2015. The Group is not eligible for any reimbursement by third parties in this regard.

AASB 101.125(a)
AASB 101.125(b)

The restructuring provision as at 31 December 2014 was reduced due to the outcome of several lawsuits brought against the Group during 2014 by former employees. Out of court settlements based on the outcome of earlier settlements are expected for most of the remaining claims.

AASB 137.85(a)
AASB 137.85(b)
AASB 137.85(c)

Other provisions relate to various legal and other claims by customers, such as for example warranties for which customers are covered for the cost of repairs.

AASB 101.61

Usually, these claims are settled between three and eighteen months from initiation, depending on the procedures used for negotiating the claims. As the timing of settlement of these claims is to a large extent dependent on the pace of negotiation with various counterparties and legal authorities, the Group cannot reliably estimate the amounts that will eventually be paid in settlement after more than 12 months from the reporting date. Therefore, the amount is classified as current.

AASB 101.125
AASB 137.92

The majority of the other provisions recognised at 31 December 2014 related to claims initiated in 2013 that were settled during 2014. Management, on the advice of counsel, does not expect the outcome of any of the remaining cases will give rise to any significant loss beyond the amounts recognised at 31 December 2014. None of the provisions will be discussed here in further detail so as to not seriously prejudice the Group's position in the related disputes.

22 Employee remuneration

22.1 Employee benefits expense

Expenses recognised for employee benefits are analysed below:

AASB 119.142

AASB 2.51(a)

AASB 119.46

Employee Benefits – Expense	2014 \$'000	2013 \$'000
Wages, salaries	96,483	91,168
Social security costs	11,229	10,608
Share-based payments	298	466
Pensions - Defined Benefit Plans	1,308	3,030
Pensions - Defined Contribution Plans	4,491	4,243
Employee benefits expense	113,809	109,515

22.2 Share-based employee remuneration

As at 31 December 2014 the Group maintained two share-based payment schemes for employee remuneration, the Star Program and the Stay Program. Both programs will be settled in equity.

AASB 2.45(a)

The Star Program is part of the remuneration package of the Group's Senior Management. Options under this programme will vest if certain conditions, as defined in the program, are met. It is based on the performance of Grant Thornton CLEARR's shares compared to other companies in the Australian Securities Exchange within a specified period.

In addition, participants in this program have to be employed until the end of the agreed vesting period. Upon vesting, each option allows the holder to purchase one ordinary share at a discount of 20-25% of the market price determined at grant date.

AASB 2.45(a) The Stay Program is part of the remuneration package of the Group's research and development and sales personnel. Options under this program will vest if the participant remains employed for the agreed vesting period. The maximum term of the options granted under the Stay Program ends on 4 January 2017. Upon vesting, each option allows the holder to purchase one ordinary share at a discount of 15-20% of the market price determined at grant date.

AASB 2.45 (b) Share options and weighted average exercise prices are as follows for the reporting periods presented:

	Star Program		Stay Program	
	Number of Shares	Weighted Average Exercise Price (\$)	Number of Shares	Weighted Average Exercise Price (\$)
Outstanding at 1 January 2013	300,000	6.24	95,250	5.81
Granted	-	-	-	-
Forfeited	(513)	6.24	(1,012)	5.81
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding at 31 December 2013	299,487	6.24	94,238	5.81
Granted	100,000	7.81	-	-
Forfeited	(312)	6.24	(3,489)	5.81
Exercised	(270,000)	6.24	-	-
Outstanding at 31 December 2014	129,175	7.45	90,749	5.81
Exercisable at 31 December 2013	-	-	-	-
Exercisable at 31 December 2014	29,175	6.24	-	-

AASB 2.45(c) The weighted average share price at the date of exercise was \$11.19 (no options were exercised in 2013).

AASB 2.47(a)(i) The fair values of options granted were determined using a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The performance condition related to the Star Program, being a market condition, has been incorporated into the measurement by means of actuarial modelling.

The following principal assumptions were used in the valuation:

Valuation Assumptions	Star Program		Stay Program
Grant date	1 Jan 2011	1 Feb 2014	5 Jan 2010
Vesting period ends	31 Dec 2013	31 Jan 2017	31 Jan 2015
Share price at date of grant	8.00	10.01	7.00
Volatility	50%	50%	50%
Option life	5 years	5 years	7 years
Dividend yield	1%	1%	1%
Risk free investment rate	4%	4%	4%
Fair value at grant date	4.00	6.70	5.30
Exercise price at date of grant	6.24	7.81	5.81
Exercisable from	1 Jan 2014	1 Feb 2017	1 Feb 2015
Exercisable to	31 Dec 2015	31 Dec 2018	4 Jan 2017
Weighted average remaining contractual life	1.0 years	4.0 years	2.0 years

AASB 2.45(d)

AASB 2.47(a)(ii)
AASB 2.47(a)(iii)

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time. No special features inherent to the options granted were incorporated into measurement of fair value.

AASB 2.51

In total, \$298,000 (2013: \$466,000) of employee remuneration expense (all of which related to equity-settled share-based payment transactions) has been included in profit or loss and credited to share option reserve.

22.3 Employee benefits

The liabilities recognised for employee benefits consist of the following amounts:¹⁰

Employee Benefits - Liabilities	2014 \$'000	2013 \$'000
Non-current		
• defined Benefit Plans (net)	10,386	13,642
Current:		
• defined Benefit Plans	1,246	1,193
• Accrued annual leave	221	303
Current pension and other employee obligations	1,467	1,496

AASB 101.69

The current portion of these liabilities represents the Group's obligations to its current and former employees that are expected to be settled during 2015.

Defined Benefit Plan

AASB 119.139(a)

The Group has set up a partly funded pension scheme for mid to senior management, mainly in Australia, the UK and the US. The scheme is available to certain senior workers after completing five years' service.

According to the plan, a certain percentage of the current salary is converted into a pension component each year until retirement. Pensions under this scheme are paid out when a beneficiary has reached the age of 65. The pensionable salary is limited to \$100,000 for a year. Eligible employees are required to contribute a stated percentage of pensionable salary.

In Australia and the UK, the pension payments are linked to the Consumer Price Index ('CPI'), although certain limitations apply.

AASB 119.139(a)

The plan assets are managed by a pension fund that is legally separated from the Group. The Board of Trustees of the pension fund is required by its articles of association to act in the best interest of the fund and it is responsible for setting the investment policies. The Group has no representation on the Board of the fund.

The plan exposes the Group to actuarial risks such as interest rate risk, investment risk, longevity risk and inflation risk.

¹⁰ In the Statement of Financial Position the current and non-current portion of the Defined Benefit Obligation are presented separately to comply with AASB 101.60. However, paragraph 118 of AASB 119 *Employee Benefits* does not specify whether this disaggregation is needed. Therefore, an entity is also allowed to present the obligation as non-current in its entirety.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of government bonds. The estimated term of the bonds is consistent with the estimated term of the Defined Benefit Obligation and it is denominated in \$AUD. A decrease in market yield on government bonds will increase the Group's defined benefit liability, although it is expected that this would be offset partially by an increase in the fair value of certain of the plan assets.

Investment risk

The plan assets at 31 December 2014 are predominantly real estate, equity and debt instruments. The fair value of the plan assets is exposed to the real estate market (in Australia and the US). The equity instruments are significantly weighted towards the finance and pharmaceuticals sectors in Australia.

Longevity risk

The Group is required to provide benefits for life for the members of the defined benefit liability. Increase in the life expectancy of the members, particularly in Australia and in the UK where the pension payments are linked to CPI, will increase the defined benefit liability.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Group's liability. A portion of the plan assets are inflation-linked debt securities which will mitigate some of the effects of inflation.

A reconciliation of the Group's Defined Benefit Obligation ('DBO') and plan assets to the amounts presented in the statement of financial position for each of the reporting periods is presented below:

	2014	2013
	\$'000	\$'000
Defined Benefit Obligations	53,874	47,410
Fair value of planned assets	(42,242)	(32,575)
	11,632	14,835
Classified as:		
• current liability	1,246	1,193
• non-current liability	10,386	13,642

AASB 119.140

Defined Benefit Obligation ('DBO')

The details of the Group's DBO are as follows:

	2014	2013	
	\$'000	\$'000	
AASB 119.140(a)(ii)	Defined Benefit Obligation 1 January	47,410	38,889
AASB 119.141(a)	Current service cost	1,308	1,530
AASB 119.141(b)	Interest cost	2,488	2,267
AASB 119.141(f)	Contributions by plan participants	658	650
AASB 119.141(c)(ii)	Re-measurement - actuarial losses from changes in demographic assumptions	916	1,091
AASB 119.141(c)(iii)	Re-measurement - actuarial losses from changes in financial assumptions	2,345	2,670
AASB 119.141(g)	Benefits paid	(1,251)	(1,187)
AASB 119.141(d)	Past service costs	-	1,500
AASB 119.141(a)(ii)	Defined Benefit Obligation 31 December	53,874	47,410
AASB 119.138(e)	Thereof:		
	• unfunded	-	-
	• partly or wholly funded	53,874	47,410

Plan assets

The reconciliation of the balance of the assets held for the Group's Defined Benefit Plan is presented below:

	2014	2013	
	\$'000	\$'000	
AASB 119.140(a)(i)	Fair value of plan assets 1 January	32,575	29,901
AASB 119.141(b)	Interest income	1,983	1,718
AASB 119.141(c)(i)	Return on plan assets (excluding amounts included in net interest)	7,091	220
AASB 119.141(f)	Contributions by the Group	1,186	1,273
AASB 119.141(f)	Contributions by beneficiaries	658	650
AASB 119.141(g)	Benefits paid	(1,251)	(1,187)
AASB 119.140(a)(i)	Fair value of plan assets 31 December	42,242	32,575

The actual return on plan assets was \$9,074 in 2014 (2013: \$1,938).

Plan assets do not comprise any of the Group's own financial instruments or any assets used by Group companies. Plan assets can be broken down into the following major categories of investments:

	Total Plan Assets		
	2014	2013	
	\$'000	\$'000	
AASB 119.142(a)	Cash and cash equivalents	3,442	2,075
AASB 119.142(b)	Equity instruments:		
	• financial institutions	9,800	7,600
	• pharmaceuticals	8,100	4,300
	• oil and gas industry	1,600	1,700
	• manufacturing industry	1,500	1,200
	Equity Instruments Total	21,000	14,800
AASB 119.142(c)	Debt instruments:		
	• Australian government bonds	4,800	5,800
	• corporate bonds (rated AA and above)	3,100	5,600
	Debt Instruments Total	7,900	11,400

	Total Plan Assets	
	2014 \$'000	2013 \$'000
Real estate:		
• Australia	6,700	2,500
• United States	3,200	1,800
Real Estate Total	9,900	4,300
Total	42,242	32,575

AASB 119.142

All equity and debt instruments have quoted prices in active markets (Level 1). Fair values of real estate investments do not have quoted prices and have been determined based on professional appraisals that would be classified as Level 3 of the fair value hierarchy as defined in AASB 13 *Fair Value Measurement*.

AASB 119.138(a)

The Defined Benefit Obligation and plan assets are composed by geographical locations as follows:

	Australia 2014 \$'000	UK 2014 \$'000	US 2014 \$'000	Others 2014 \$'000	Total 2014 \$'000
Defined Benefit Obligation	24,482	17,321	11,529	542	53,874
Fair value of plan assets	(18,586)	(13,057)	(10,427)	(172)	(42,242)
	5,896	4,264	1,102	370	11,632

	Australia 2013 \$'000	UK 2013 \$'000	US 2013 \$'000	Others 2013 \$'000	Total 2013 \$'000
Defined Benefit Obligation	21,594	15,063	10,256	497	47,410
Fair value of plan assets	(14,123)	(9,748)	(8,553)	(151)	(32,575)
	7,471	5,315	1,703	346	14,835

The significant actuarial assumptions used for the valuation are as follows:¹¹

	2014	2013
Discount rate at 31 December	5.3%	5.5%
Salary growth rate	3.0%	3.2%
Average life expectancies:		
• male, 45 years of age at reporting date	84.5	84.5
• female, 45 years of age at reporting date	87.5	87.5
• male, 65 years of age at reporting date	82.5	82.5
• female, 65 years of age at reporting date	84.5	84.5

AASB 101.125(a)
AASB 101.125(b)

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. Other assumptions are based on management's historical experience.

AASB 119.67

The present value of the DBO was measured using the projected unit credit method.

¹¹ For the purposes of these Example Financial Statements, it is assumed that the significant actuarial assumptions for the different geographical locations are the same. In practice, it is likely that there will be differences in the significant actuarial assumptions in different geographical locations, which will require their disclosure.

AASB 119.120

Defined Benefit Plan expenses

Amounts recognised in profit or loss related to the Group's Defined Benefit Plans are as follows:

AASB 119.120(a)

AASB 119.120(a)

AASB 119.120(b)

	2014	2013
	\$'000	\$'000
Current service cost	1,308	1,530
Past service cost	-	1,500
Net interest expense	505	549
Total expenses recognised in profit or loss	1,813	3,579

AASB 119.134

The current service cost and the past service cost are included in employee benefits expense. The net interest expense is included in finance costs.

AASB 119.120

Amounts recognised in other comprehensive income related to the Group's defined benefit plans are as follows:

AASB 119.127(a)

AASB 119.127(a)

AASB 119.127(b)

	2014	2013
	\$'000	\$'000
Actuarial losses from changes in demographic assumptions	(916)	(1,091)
Actuarial losses from changes in financial assumptions	(2,345)	(2,670)
Return on plan assets (excluding amounts included in net interest)	7,091	220
Total income / (expenses) recognised in other comprehensive income	3,830	(3,541)

AASB 119.122

All the expenses summarised above were included within items that will not be reclassified subsequently to profit or loss in the statement of other comprehensive income.

Other Defined Benefit Plan information

AASB 117.147(a)

Employees of the Group are required to contribute a fixed 5% of the pensionable salary. The remaining contribution is partly funded by the Group's subsidiaries. The funding requirements are based on the pension fund's actuarial measurement framework as set out in the funding policies.

AASB 119.147(b)

Based on historical data, the Group expects contributions of \$2,500,000 to be paid for 2015.

AASB 119.147(c)

The weighted average duration of the defined benefit obligation at 31 December 2014 is 23.3 years (2013: 23.2 years).

AASB 119.144

AASB 119.173(b)

AASB 119.145(a)

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the average life expectancy. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability at 31 December 2014.

Changes in the Significant Actuarial Assumptions		
Discount rate	Increase to 6.3%	Decrease to 4.3%
Increase / (decrease) in the defined benefit liability	(2,000)	2,100
Salary growth rate	Increase to 4.0%	Decrease to 2%
Increase / (decrease) in the defined benefit liability	950	(780)
Average life expectancies of males	Increase of one year	Decrease of one year
Increase / (decrease) in the defined benefit liability	1,140	(930)
Average life expectancies of females	Increase of one year	Decrease of one year
Increase / (decrease) in the defined benefit liability	1,280	(1,090)

AASB 119.145(b)

The present value of the defined benefit obligation calculated with the same method (project unit credit) as the defined benefit obligation recognised in the statement of financial position. The sensitivity analyses are based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

23 Other liabilities

Other liabilities consist of the following:

Other Liabilities	2014 \$'000	2013 \$'000
Due to customers for construction contract work	288	207
Advances received for construction contract work	225	220
Deferred service income	2,123	2,291
Other	22	657
Deferred gain	100	100
Other Liabilities - Current	2,758	3,475
Contingent consideration for the acquisition of Goodtech	620	-
Deferred gain	1,400	1,500
Other Liabilities - Non-Current	2,020	1,500

The deferred gain relates to a sale and leaseback of an office and production building in 2005. The excess of proceeds received over fair value was deferred and is being amortised over the lease term of fifteen (15) years. In 2014, deferred income of \$100,000 (2013: \$100,000) was recognised in profit or loss relating to this transaction. The subsequent leasing agreement is treated as an operating lease (see Note 33.2). The non-current part of the deferred gain will be amortised between 2015 and the end of the lease term.

AASB 101.69
AASB 101.61

All amounts recognised relating to deferred service income are considered current as the timing of service commitments is not at the discretion of the Group. Assuming an average remaining term of service on service contracts at 31 December 2014 of 32 months (2013: 38 months) and constant service activity over the remaining term, the Group expects to amortise \$796,000 of deferred service income during 2014 (2013: \$723,000), and \$1,327,000 after that time (2013: \$1,568,000).

The amounts recognised in respect of construction contracts will generally be utilised within the next reporting period (see Note 11.1).

24 Equity

24.1 Share capital

AASB 101.79(a)(iii)
AASB 101.79(a)(v)

The share capital of Grant Thornton CLEARR consists only of fully paid ordinary shares; the shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Grant Thornton CLEARR.

AASB 101.79(a)(iv)

AASB 101.79(a)(i)

	2014	2013	2014	2013
	Shares	Shares	\$'000	\$'000
Shares issued and fully paid:				
• beginning of the year	12,000,000	12,000,000	15,050	15,050
• issued under share-based payments	270,000	-	1,685	-
• share issue	1,500,000	-	16,680	-
Total contributed equity at 31 December	13,770,000	12,000,000	33,415	15,050

Additional shares were issued during 2014 relating to share-based payments (see Note 22.2 for details on the Group's share-based employee remuneration schemes).

The Group issued 1,500,000 shares on 30 September 2014, corresponding to 12.5% of total shares issued. Each share has the same right to receive dividend and the repayment of capital and represents one vote at the shareholders' meeting of Grant Thornton CLEARR.

AASB 101.79(a)(vii)

The authorised shares that have not yet been issued have been authorised solely for use in the Group's share-based remuneration programs (see Note 22.2).

24.2 Other components of equity

The details of other reserves are as follows:

AASB 101.106(d)(i)

AASB 101.106A

AASB 119.120(c)

AASB 7.23(c)

AASB 7.23(d)

AASB 7.20(a)(ii)

AASB 121.52(b)

AASB 101.91(b)

AASB 101.90

	Foreign Currency Translation Reserve	Revaluation Reserve	AFS Financial Assets Reserve	Cash Flow Hedges Reserve	Actuarial Adjustments On Defined Benefit Plans ¹²	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2013	(113)	689	-	312	1,617	2,505
OCI for the year (all attributable to the Parent):						
Re-measurement of net defined benefit liability	-	-	-	-	(3,541)	(3,541)
Cash flow hedges:						
• current year gains	-	-	-	(47)		(47)
• reclassification to profit or loss	-	-	-	(425)		(425)
AFS financial assets:						
• current year gains	-	-	35	-		35
Exchange differences on translating foreign operations	(341)	-	-	-		(341)
Before tax	(341)	-	35	(472)	(3,541)	(4,319)
Tax benefit	95	-	-	-	1,062	1,157
Net of tax	(246)	-	35	(472)	(2,479)	(3,162)
Balance at 31 December 2013	(359)	689	35	(160)	(862)	(657)

¹² The revised version of AASB 119 *Employee Benefits* does not mandate where to present re-measurements in equity. Accordingly, while it is preferable to recognise re-measurements directly in retained earnings, we believe it is also acceptable to recognise such re-measurements in a separate component of equity as illustrated in this set of Example Financial Statements.

	Foreign Currency Translation Reserve	Revaluation Reserve	AFS Financial Assets Reserve	Cash Flow Hedges Reserve	Actuarial Adjustments on Defined Benefit Plans ¹³	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
AASB 101.106(d)(i)						
AASB 101.106A	Balance at 1 January 2014	(359)	689	35	(160)	(862)
	OCI for the year (all attributable to the Parent):					
AASB 119.120(c)	Re-measurement of net defined benefit liability	-	-	-	3,830	3,830
	Cash flow hedges:					
AASB 7.23(c)	• current year gains	-	-	-	367	367
AASB 7.23(d)	• reclassification to profit or loss	-	-	-	260	260
AASB 7.20(a)(ii)	AFS financial assets:					
	• current year gains	-	-	113	-	113
	• reclassification to profit or loss	-	-	(50)	-	(50)
	Revaluation of land	-	303	-	-	303
AASB 121.52(b)	Exchange differences on translating foreign operations	(664)	-	-	-	(664)
	Equity accounted investments	-	-	-	5	5
	• reclassification to profit or loss	-	-	-	(3)	(3)
AASB 101.91(b)	Before tax	(664)	303	63	629	3,830
AASB 101.90	Tax benefit / (expense)	176	(91)	-	-	(1,149)
	Net of tax	(488)	212	63	629	2,681
	Balance at 31 December 2014	(847)	901	98	469	1,819
						2,440

25 Earnings per share and dividends

25.1 Earnings per share

AASB 133.70(a) Both the basic and diluted earnings per share have been calculated using the profit attributable to shareholders of the Parent Company (Grant Thornton CLEARR) as the numerator (i.e. no adjustments to profit were necessary in 2013 or 2014).

AASB 133.70(b) The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

	2014	2013
Amounts in thousand shares:		
• weighted average number of shares used in basic earnings per share	12,520	12,000
• shares deemed to be issued for no consideration in respect of share based payments	17	21
Weighted average number of shares used in diluted earnings per share	12,537	12,021

¹³ The revised version of AASB 119 *Employee Benefits* does not mandate where to present re-measurements in equity. Accordingly, while it is preferable to recognise re-measurements directly in retained earnings, we believe it is also acceptable to recognise such re-measurements in a separate component of equity as illustrated in this set of Example Financial Statements.

25.2 Dividends

Dividends Paid and Proposed

AASB 101.107

	2014 \$'000	2013 \$'000
Dividends declared during the year		
Fully franked interim dividend (\$0.25 per share)	3,000	-
Remuneration for audit and review of financial statements	3,000	-

The tax rates applicable to the franking credits attached to the interim dividend and to be attached to the final dividend is 30% (2013: 30%).

AASB 101.137(a)
AASB 112.81(i)

Also during 2014, the Directors proposed the payment of a dividend of \$6,885,000 (\$0.50 per share). As the distribution of dividends by Grant Thornton CLEARR requires approval at the shareholders' meeting, no liability in this respect is recognised in the 2014 consolidated financial statements. No income tax consequences are expected to arise as a result of this transaction at the level of Grant Thornton CLEARR.

25.3 Franking credits

AASB 1054.13

	Parent	
	2014 \$'000	2013 \$'000
The amount of the franking credits available for subsequent reporting periods are:		
• balance at the end of the reporting period	2,450	3,523
• franking credits that will arise from the payment of the amount of provision for income tax	408	294
• franking debits that will arise from the payment of dividends recognised as a liability at the end of the reporting period	-	-
• franking credits that will arise from the receipt of dividends recognised as receivables at the end of reporting period	-	-
	2,858	3,817

26 Reconciliation of cash flows from operating activities

AASB 1054.16

Reconciliation of Cash Flows From Operating Activities	2014 \$'000	2013 \$'000
Cash flows from operating activities		
Profit for the period	15,473	13,246
Adjustments for:		
• Depreciation, amortisation and impairment	7,942	6,826
• FV gains on financial assets / derivatives	(219)	373
• Defined benefits plan adjustment	465	707
• Changes in fair value of investment property	(310)	(175)
• Share of profit of equity accounted investments	(60)	(12)
• Bad debt expense	72	864
• Foreign exchange differences	(937)	(1,164)
• Acquisition costs included in investing	223	76
• Return on plan assets	(2,445)	(2,417)
• Net interest and dividends received included in investing and financing	221	439
• Tax expense included in investing	244	140
Net changes in working capital:		
• Change in inventories	7,823	6,764
• Change in trade and other receivables	(281)	(573)
• Change in other assets	(496)	547
• Change in trade and other payables	(2,841)	(2,856)
• Change in other employee obligations	(82)	23
• Change in deferred tax	1,215	971
• Change in provisions	(40)	(2,825)
Net cash from operating activities	25,967	20,954

AASB 107.43

In 2014, the Group acquired Goodtech (see Note 31.1). The consideration transferred included a contingent payment arrangement amounting to \$600,000 as of the acquisition date. The initial recognition of this liability and the subsequent unwinding of the discount of \$20,000 (2014: \$Nil) are non-cash transactions excluded from the statement of cash flows.

27 Auditor remuneration

CA 300(11Ba) / (11Ca)

AASB 1054.10a

AASB 112.85

AASB 1054.10b

	2014 \$	2013 \$
Audit and review of financial statements		
• Auditors of Grant Thornton CLEARR - Grant Thornton Australia	220,000	196,000
• overseas Grant Thornton network firms	95,000	78,000
Remuneration for audit and review of financial statements	315,000	274,000
Other services		
Auditors of Grant Thornton CLEARR - Grant Thornton Australia:		
• taxation compliance	25,700	24,900
Overseas Grant Thornton network firms:		
• due diligence services	73,590	85,450
Total other service remuneration	99,290	110,350
Total auditor's remuneration	414,290	384,350

28 Related party transactions

AASB 124.18(g)

The Group's related parties include its associates and joint venture, key management, post-employment benefit plans for the Group's employees and others as described below. In addition, Grant Thornton CLEARR has a subordinated loan from its main shareholder, the LOM Investment Trust (see Note 12.6 for information on terms and conditions), on which interest of \$200,000 (2013: \$200,000) is paid.

AASB 124.17(b)(i)
AASB 124.17(b)(ii)

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

28.1 Transactions with associates

AASB 124.16(d)
AASB 124.17
AASB 124.17(a)
AASB 124.17(b)

In order to meet peak demands by its customers, the Group has some of its consulting services carried out by professionals of its associate, Equipe Consultants S.A. During 2014, Equipe Consultants S.A. provided services valued at \$568,000 (2013: \$590,000). The outstanding balance of \$20,000 (2013: \$22,000) due to Equipe Consultants S.A. is included in trade payables.

28.2 Transactions with joint ventures

AASB 124.18(e)
AASB 124.17(a)

During 2014, Halftime Ltd provided services valued at \$10,000 (2013: \$3,000). There is no outstanding balance as at 31 December 2014 (2013: Nil).

28.3 Transactions with key management personnel

AASB 124.18(f)

Key management of the Group are the executive members of Grant Thornton CLEARR's Board of Directors and members of the Executive Council. Key Management Personnel remuneration includes the following expenses:

AASB 124.17(a)

AASB 124.17(c)

AASB 124.17(b)

AASB 124.17(d)

AASB 124.17(e)

	2014 \$	2013 \$
Short term employee benefits:		
• salaries including bonuses	2,320,000	2,115,000
• social security costs	70,000	34,000
• company car allowance	220,000	190,000
Total short term employee benefits	2,610,000	2,339,000
Long service leave	100,000	95,000
Total other long-term benefits	100,000	95,000
Post-employment benefits:		
• defined benefit pension plans	312,000	299,000
• defined contribution pension plans	25,000	12,000
Total post-employment benefits	337,000	311,000
Termination benefits	100,000	-
Share-based payments	103,000	175,000
Total remuneration	3,250,000	2,920,000

AASB 124.17

During 2014, certain Key Management Personnel exercised share options with total exercise price of \$1,685,000 (2013: \$Nil) granted in the Group's Star Program.

AASB 124.17(a) & (b)
AASB 124.18(a) & (b)

The Group allows its employees to take up limited short-term loans to fund merchandise and other purchases through the Group's business contacts. This facility is also available to the Group's Key Management Personnel. The table below explains the Group's loans to Key Management Personnel during 2014 and 2013 financial years:

	2014	2013
	\$	\$
Beginning of the year	1,000	3,000
Loans advanced	40,000	38,000
Loan repayment received	40,000	40,000
Interest charged	-	-
Interest received	-	-
End of year	1,000	1,000

AASB 124.18(c)
AASB 124.18(d)

The Group does not have an allowance account for receivables relating to outstanding loans and has not recognised any expense for impaired receivables during 2014 or 2013 financial years.

AASB 124.18(b)(i)

The loans to key management personnel are generally for a period of two years and are repayable on quarterly instalments. These loans are unsecured and interest free.

AASB 124.18

During 2014, the Group used the legal services of one Company Director and the law firm over which he exercises significant influence. The amounts billed related to this legal service amounted to \$21,000 (2013: \$Nil), based on normal market rates and was fully paid as of the reporting date.

28.4 Transactions with defined benefit plan

AASB 124.9(g)

The defined benefit plan is a related party. The defined benefit plan does not hold shares in Grant Thornton CLEARR. The Group's only transaction with the defined benefit plan relates to contributions paid to the plan (see Note 22.3).

29 Contingent liabilities

AASB 101.14(d)(i)
AASB 137.89

Various warranty and legal claims were brought against the Group during the year. Unless recognised as a provision (see Note 21), management considers these claims to be unjustified and the probability that they will require settlement at the Group's expense to be remote. This evaluation is consistent with external independent legal advice.

AASB 137.92

Further information on these contingencies is omitted so as not to seriously prejudice the Group's position in the related disputes.

30 Capital commitments

AASB 116.74c
AASB 140.75h
AASB 138.122e

	2014	2013
	\$'000	\$'000
Property, plant and equipment	1,304	190
Investment property	-	-
Intangible assets	97	-
	1,401	190

Capital commitments relate to items of plant and IT equipment where funds have been committed but the assets not yet received.

31 Acquisitions and disposals

31.1 Acquisition of Goodtech Ltd

AASB 3.B64(a-d)

On 30 March 2014, the Group acquired 100% of the equity instruments of Goodtech Ltd (Goodtech), a Brisbane based business, thereby obtaining control. The acquisition was made to enhance the Group's position in the on-line retail market for computer and telecommunications hardware in Australia. Goodtech is a significant business in the Group's targeted market.

The details of the business combination are as follows:

AASB 3.B64(f)(i)

AASB 3.B64(f)(iii)

AASB 107.40(a)

AASB 3.B64(j), AASB 107.40(d)

	\$'000
Fair value of consideration transferred	
Amount settled in cash	16,058
Fair value of contingent consideration	600
Total	16,658
Recognised amounts of identifiable net assets	
Property, plant and equipment	4,622
Intangible assets	5,255
Investments accounted for using the equity method	345
Investment property	75
Total non-current assets	10,297
Inventories	8,995
Trade and other receivables	7,792
Cash and cash equivalents	567
Total current assets	17,354
Borrowings	(3,478)
Deferred tax liabilities	(632)
Total non-current liabilities	(4,110)
Provisions	(1,320)
Other liabilities	(2,312)
Trade and other payables	(5,689)
Total non-current liabilities	(9,321)
Identifiable net assets	14,220
Goodwill on acquisition	2,438
Consideration transferred settled in cash	16,058
Cash and cash equivalents acquired	(567)
Net cash outflow on acquisition	15,491
Acquisition costs charged to expenses	223
Net cash paid relating to the acquisition	15,714

AASB 107.40(b)

AASB 107.40(c)

AASB 107.42

Consideration transferred

AASB 3.B64(f)(i)

The acquisition of Goodtech was settled in cash of \$16,058,000.

AASB 3.B64(g)(i-iii)

AASB 3.B67(b)(i-iii)

The purchase agreement included an additional consideration of \$1,310,000, payable only if the average profits of Goodtech for 2014 and 2015 exceed a target level agreed by both parties. The additional consideration will be paid on 1 April 2016. The \$600,000 fair value of the contingent consideration liability initially recognised represents the present value of the Group's probability-weighted estimate of the cash outflow. It reflects management's estimate of a 50% probability that the targets will be achieved and is discounted using an interest rate of 4.4%.¹⁴

¹⁴ The determination of the acquisition-date fair value of the contingent consideration should consider the expected outcome of the contingency. This example illustrates one possible approach in estimating the fair value of contingent consideration.

As at 31 December 2014, there have been no changes in the estimate of the probable cash outflow but the liability has increased to \$620,000 due to the unwinding of the discount.

AASB 3.B64(m)

Acquisition-related costs amounting to \$223,000 are not included as part of consideration transferred and have been recognised as an expense in the consolidated statement of profit or loss and other comprehensive income, as part of other expenses

Identifiable net assets

AASB 3.B64(h)(i-iii)

The fair value of the trade and other receivables acquired as part of the business combination amounted to \$7,792,000, with a gross contractual amount of \$7,867,000. As of the acquisition date, the Group's best estimate of the contractual cash flow not expected to be collected amounted to \$75,000.

Goodwill

AASB 3.67(e)
AASB 136.133
AASB 3.B64(k)

Goodwill of \$2,438,000 is primarily related to growth expectations, expected future profitability, the substantial skill and expertise of Goodtech's workforce and expected cost synergies. Goodwill has been allocated to cash-generating units at 31 December 2014. The goodwill that arose from this business combination is not expected to be deductible for tax purposes.

Goodtech's contribution to the group results

AASB 3.B64 (q)(i-iii)

Goodtech incurred a loss of \$20,000 for the nine months from 30 March 2014 to the reporting date, primarily due to integration costs. If Goodtech had been acquired on 1 January 2014, revenue of the Group for 2014 would have been \$212 million, and profit for the year would have increased by \$350,000.

31.2 Acquisition of Good Buy Inc.

AASB 3.B64(i)

On 30 June 2013, the Group acquired 100% of the equity instruments of Good Buy Inc. (Good Buy), a Delaware (USA) based business, thereby obtaining control. The acquisition of Good Buy was made to enhance the Group's position as an on-line retailer for computer and telecommunication hardware in the US market.

The details of the business combination are as follows:

	\$'000
AASB 3.B64(f)	Fair value of consideration transferred
AASB 3.B64(f)(i)	Amount settled in cash
AASB 107.40(a/d)	Recognised amounts of identifiable net assets:
AASB 3.B64(i)	• property, plant and equipment
AASB 107.40(d)	• intangible assets
	Total non-current assets
	Inventories
	Trade and other receivables
AASB 107.40(c)	Cash and cash equivalents
	Total current assets
	Deferred tax liabilities
	Non-current liabilities
	Provisions and contingent liabilities
	Other liabilities
	Trade and other payables
	Total current liabilities
	Net identifiable assets and liabilities
	Goodwill on acquisition
AASB 107.40(d)	Consideration transferred settled in cash
AASB 107.40(c)	Cash and cash equivalents acquired
AASB 107.42	Net cash outflow on acquisition
	Acquisition costs charged to expenses
	Net cash paid relating to the acquisition

Consideration transferred

AASB 3.B64(f)(i) The acquisition of Good Buy was settled in cash amounting to \$12,420,000.

AASB 3.B64(m) Acquisition related costs amounting to \$76,000 are not included as part of consideration transferred and have been recognised as an expense in the consolidated statement of profit or loss and other comprehensive income, as part of 'other expenses'.

Identifiable net assets

AASB 3.B64(h)(i-iii) The fair value of the trade and other receivables acquired as part of the business combination amounted to \$5,200,000, with a gross contractual amount of \$5,350,000. As of the acquisition date, the Group's best estimate of the contractual cash flow not expected to be collected amounted to \$150,000.

Goodwill

AASB 3.67
AASB 136.133
AASB 3.B64(e) Goodwill of \$2,569,000 is primarily related to the sales force and the sales know-how of key personnel of Good Buy. Goodwill has been allocated to the retail segment and is not expected to be deductible for tax purposes.

Good Buy's contribution to the Group results

AASB 3.B64(q(ii)) Good Buy contributed \$400,000 to the consolidated profit for the 6 months from 30 June 2013 to 31 December 2013. If Good Buy had been acquired on 1 January 2013, revenue of the Group for 2013 would have been \$196 million. However, due to a lack of IFRS-specific data prior to the acquisition of Good Buy, pro-forma profit or loss of the combined entity for the complete 2013 reporting period cannot be determined reliably.

31.3 Disposal of Highstreet Ltd

See Note 32.3 below.

32 Interests in subsidiaries

32.1 Composition of the Group

Set out below details of the subsidiaries held directly by the Group:

AASB 12.10(a)(i)

Name of the Subsidiary	Country of Incorporation & Principal Place of Business	Principal Activity	Group Proportion of Ownership Interests	
			31-Dec-14	31-Dec-13
Goodtech Ltd	Australia	Online retailer of computer and telecommunications hardware	100%	-
Good Buy Inc.	United States	Online retailer of computer and telecommunications hardware	100%	100%
Tech Squad Ltd	Australia	Design and sale of phone and intranet applications	80%	80%
Data Corp	United Kingdom	Online sales of hardware and software products	100%	100%
Highstreet Ltd	United Kingdom	Design and sale of phone and intranet applications	-	100%

Significant Judgements and Assumptions

The Group holds 45% of the ordinary shares and voting rights in Equipe Consultants S.A. ('Equipe').

AASB 12.9

Two (2) other investors each hold 15%. The remaining 25% is held by several other unrelated investors, none of whom own more than 2% individually. There are no arrangements for the other shareholders to consult one another or act collectively and past experience indicates that few of the other owners actually exercise their voting rights at all. The Group has appointed four of Equipe's Board of Directors out of a total of eleven.

AASB 10.B41-B46

Management has reassessed its involvement in Equipe in accordance with AASB 10's revised control definition and guidance. It has concluded that it has significant influence but not outright control. In making its judgement, management considered the Group's voting rights, the relative size and dispersion of the voting rights held by other shareholders and the extent of recent participation by those shareholders in general meetings. Recent experience demonstrates that sufficient of the smaller shareholders participate such that they, along with the two other main shareholders, prevent the Group from having the practical ability to direct the relevant activities of Equipe unilaterally.

32.2 Subsidiary with material non-controlling interests

AASB 12.12

The Group includes one (1) subsidiary, Tech Squad Ltd, with material Non-Controlling Interests ('NCI'):

Name	Proportion of Ownership Interests & Voting Rights Held by the NCI		Profit Allocated to NCI		Accumulated NCI	
	31-Dec-14	31-Dec-13	31-Dec-14	31-Dec-13	31-Dec-14	31-Dec-13
Tech Squad Ltd	20%	20%	121	116	713	592

AASB 12.B10(a)

No dividends were paid to the NCI during the years 2014 and 2013.

AASB 12.12(g)
AASB 12.B10(b)

Summarised financial information for Tech Squad Ltd, before intragroup eliminations, is set out below:

	2014	2013
	\$000	\$000
Current assets	3,924	3,452
Non-current assets	5,019	5,182
Total assets	8,943	8,634
Current liabilities	(1,561)	(2,268)
Non-current liabilities	(3,806)	(3,402)
Total liabilities	(5,367)	(5,670)
Equity attributable to owners of the Parent	2,863	2,372
Non-controlling interests	713	592

	2014	2013
	\$000	\$000
Revenue	7,658	7,116
Profit for the year attributable to owners of the Parent	479	464
Profit for the year attributable to NCI	121	116
Profit for the year	600	580
Other Comprehensive Income for the year (All attributable to owners of the Parent)	6	4
Total comprehensive income for the year attributable to owners of the Parent	485	468
Total comprehensive income for the year attributable to NCI	121	116
Total comprehensive income for the year	606	584

	2014	2013
	\$000	\$000
Net cash from operating activities	957	779
Net cash used in investing activities	(531)	(673)
Net cash from / (used in) financing activities	446	(61)
Net cash inflow	872	45

32.3 Losing control over a subsidiary during the reporting period

On 30 September 2014, the Group disposed of its 100% equity interest in its subsidiary, Highstreet Ltd (Highstreet). The subsidiary was classified as held for sale in the 2013 financial statements (see Note 9).

AASB 107.40(b)
AASB 107.40(d)

The consideration was received in 2014. At the date of disposal, the carrying amounts of Highstreet's net assets were as follows:

	\$'000
Property, plant and equipment	2,475
Total non-current assets	2,475
Inventories	1,121
Cash and cash equivalents	-
Total current assets	1,121
Provisions	(232)
Borrowings	(8)
Trade and other payables	(210)
Total current liabilities	(450)
Total net assets	3,146
Total consideration received in cash	3,117
Cash and cash equivalents disposed of	-
Net cash received	3,117
Loss on disposal	(29)

AASB 107.40(c)

AASB 107.40(a)

AASB 107.42

AASB 10.25

AASB 12.19(b)

The loss on disposal is included in the loss for the year from discontinued operations in the consolidated statement of profit or loss. See Note 9.

32.4 Interests in unconsolidated structured entities

AASB 12.24

The Group has no interests in unconsolidated structured entities.

33 Leases

33.1 Finance leases as lessee

AASB 117.31(a)

The Group's main warehouse and related facilities and certain IT equipment are held under finance lease arrangements. As of 31 December 2014, the net carrying amount of the warehouse and related facilities held under finance lease arrangements (included as part of buildings) is \$3,362,000 (2013: \$3,723,000); and the net carrying amount of the IT equipment held under finance lease arrangements (included as part of IT equipment) is \$231,000 (2013: \$480,000) (see Note 15).

The Group's finance lease liabilities, which are secured by the related assets held under finance leases, are classified as follows:

Finance Lease Liabilities	2014	2013
	\$'000	\$'000
Current:		
• finance lease liabilities	512	506
Non-current:		
• finance lease liabilities	4,060	4,459

Future minimum finance lease payments at the end of each reporting period under review were as follows:

	Minimum Lease Payments Due			
	Within 1 year \$'000	1-5 years \$'000	After 5 years \$'000	Total \$'000
31 December 2014				
AASB 117.31(b) Lease payments	727	1,415	3,539	5,681
Finance charges	(215)	(330)	(528)	(1,073)
Net present values	512	1,085	3,011	4,608
31 December 2013				
AASB 117.31(b) Lease payments	726	1,432	4,072	6,230
Finance charges	(220)	(336)	(560)	(1,116)
Net present values	506	1,096	3,512	5,114

AASB 117.31(e) The lease agreement for the main warehouse includes fixed lease payments and a purchase option at the end of the ten (10) year lease term. The agreement is non-cancellable but does not contain any further restrictions.

33.2 Operating leases as lessee

The Group leases an office and production building under an operating lease. The future minimum lease payments are as follows:

	Minimum Lease Payments Due			
	Within 1 year \$'000	1-5 years \$'000	After 5 years \$'000	Total \$'000
AASB 117.35(a) 31 December 2014	4,211	12,567	25,678	42,456
31 December 2013	3,431	12,100	24,342	39,873

AASB 117.35(c)
AASB 117.35(b) Lease expense during the period amounted to \$3,568,000 (2013: \$3,398,000) representing the minimum lease payments.

AASB 117.35(d) The rental contract has a non-cancellable term of 15 years. The building was subject to a sale and lease back transaction in 2005. A related gain was included in other liabilities (see Note 23) and is being amortised over the remaining lease term.

33.3 Operating leases as lessor

The Group leases out investment properties on operating leases (see Note 16).

34 Financial instrument risk

34.1 Risk management objectives and policies

AASB 101.114(d)(ii)
AASB 7.33 The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 12.1. The main types of risks are market risk, credit risk and liquidity risk.

AASB 7.IG15 The Group's risk management is coordinated at its headquarters, in close cooperation with the Board of Directors, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

34.2 Market risk analysis

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

Foreign Currency Sensitivity

AASB 7.33(a)

Most of the Group's transactions are carried out in AUD. Exposures to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US dollars (USD) and Pound Sterling (GBP). The Group also holds an investment in a USD bond. Further, the Group has a USD loan designated at fair value through profit or loss, which has been used to fund the purchase of investment property in the United States.

AASB 7.33(b)
AASB 7.IG15
AASB 7.33(c)

To mitigate the Group's exposure to foreign currency risk, non-AUD cash flows are monitored and forward exchange contracts are entered into in accordance with the Group's risk management policies. Generally, the Group's risk management procedures distinguish short-term foreign currency cash flows (due within six months) from longer-term cash flows (due after six months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken. Forward exchange contracts are mainly entered into for significant long-term foreign currency exposures that are not expected to be offset by other currency transactions.

The Group does not enter into forward exchange contracts to mitigate the exposure to foreign currency risk on the Group's \$USD loan used to fund the purchase of US investment property. The loan is designated at fair value through profit and loss to significantly reduce measurement inconsistencies between investment properties and the related loan. The \$USD fair value of the loan and the related properties are both translated into \$AUD at the prevailing spot exchange rate. Accordingly foreign currency fluctuations on the investment property are largely mitigated by offsetting movements on the related loan.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into \$AUD at the closing rate:

AASB 7.34(a)
AASB 7.34(c)

	Short Term Exposure			Long Term Exposure		
	USD \$'000	GBP \$'000	Other \$'000	USD \$'000	GBP \$'000	Other \$'000
31 December 2014:						
• financial assets	4,518	3,629	308	1,363	-	-
• financial liabilities	710	1,658	-	-	-	-
Total Exposure	3,808	1,971	308	1,363	-	-
31 December 2013:						
• financial assets	2,920	1,840	233	1,442	-	-
• financial liabilities	586	1,368	-	-	-	-
Total Exposure	2,334	472	233	1,442	-	-

AASB 7.40(a)
AASB 7.40(b)
AASB 7.IG36

The following table illustrates the sensitivity of profit and equity in regards to the Group's financial assets and financial liabilities and the \$USD / \$AUD exchange rate and £GBP / \$AUD exchange rate 'all other things being equal'. It assumes a +/- 10% change of the \$AUD / \$USD exchange rate for the year ended at 31 December 2014 (2013: 10%). A +/- 5% change is considered for the \$AUD/£GBP exchange rate (2013: 5%). Both of these percentages have been determined based on the average market volatility in exchange rates in the previous twelve (12) months. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

If the \$AUD had strengthened against the \$USD by 10% (2013: 10%) and £GBP by 5% (2013: 5%) respectively then this would have had the following impact:

	Profit for the Year			Equity		
	USD \$'000	GBP £'000	Total \$'000	USD \$'000	GBP £'000	Total \$'000
31 December 2014	(97)	(99)	(196)	(47)	(99)	(146)
31 December 2013	(53)	(24)	(77)	(3)	(24)	(27)

If the AUD had weakened against the USD by 10% (2013: 10%) and GBP by 5% (2013: 5%) respectively then this would have had the following impact:

	Profit for the Year			Equity		
	USD \$'000	GBP £'000	Total \$'000	USD \$'000	GBP £'000	Total \$'000
31 December 2014	97	97	194	37	97	134
31 December 2013	53	20	73	13	20	33

AASB 7.42

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

Interest rate sensitivity

AASB 7.33(a)
AASB 7.33(b)

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. Longer-term borrowings are therefore usually at fixed rates. At 31 December 2014, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. Other borrowings are at fixed interest rates. The Group's investments in bonds all pay fixed interest rates. The exposure to interest rates for the Group's money market funds is considered immaterial.

AASB 7.40(b)
AASB 7.IG36

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% (2013: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	Profit for the Year \$'000		Equity \$'000	
	+1%	-1%	+1%	-1%
31 December 2014	36	(36)	26	(16)
31 December 2013	32	(32)	23	(14)

Other price risk sensitivity

AASB 7.33(a) The Group is exposed to other price risk in respect of its listed equity securities, the investment in XY Ltd and debentures (see Note 12.3).

AASB 7.40(a)
AASB 7.40(b) For the listed equity securities, an average volatility of 20% has been observed during 2014 (2013: 18%). This volatility figure is considered to be a suitable basis for estimating how profit or loss and equity would have been affected by changes in market risk that were reasonably possible at the reporting date. If the quoted stock price for these securities increased or decreased by that amount, other comprehensive income and equity would have changed by \$85,000 (2013: \$62,000). The listed securities are classified as AFS, therefore no effect on profit or loss would have occurred.

AASB 7.40(b) The Group's sensitivity to price risk in regards to its investment in XY Ltd cannot be reliably determined due to numerous uncertainties regarding the future development of this Company (see Note 12.3 for further information).

AASB 7.33(b) The investments in listed equity securities and in XY Ltd are considered long-term, strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilised in the Group's favour.

AASB 7.40(a)
AASB 7.40(b) The average volatility of the listed debentures was 15% in 2014 (2013: 13%). If the market price had increased or decreased by this amount, other comprehensive income and equity would have increased / decreased by \$15,000 (2013: \$15,000). As none of the debentures classified as AFS were sold during any of the periods under review, no effect on profit or loss would have occurred (unless any decline in fair value to below cost is considered to result from impairment of the asset).

34.3 Credit risk analysis

AASB 7.33(a)
AASB 7.36(a) Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, investment in bonds etc. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

AASB 7.34(a)

	2014	2013
	\$'000	\$'000
Classes of financial assets		
Carrying amounts:		
• bonds	2,814	2,992
• listed debentures	518	455
• money market funds	655	649
• derivative financial instruments	582	212
• cash and cash equivalents	34,729	11,197
• trade and other receivables	30,945	23,441
	70,243	38,946

AASB 7.33(b) The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

AASB 7.36(c) The Group's management considers that all of the above financial assets that are not impaired or past due for each of the 31 December reporting dates under review are of good credit quality.

AASB 7.37(a)
AASB 7.IG28 At 31 December, the Group has certain trade receivables that have not been settled by the contractual due date but are not considered to be impaired. The amounts at 31 December analysed by the length of time past due, are:

	2014	2013
	\$'000	\$'000
Not more three (3) months	671	602
More than three (3) months but not more than six (6) months	90	88
More than six (6) months but not more than one (1) year	55	15
More than one (1) year	2	1
Total	818	706

AASB 7.36(c)
AASB 7.IG23 In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

AASB 7.36(c) The credit risk for cash and cash equivalents, money market funds, debentures and derivative financial instruments is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

AASB 7.36(a)
AASB 7.36(c)
AASB 7.IG23(a)
AASB 7.20(e) No impairment loss has been recorded in relation to the bonds (HTM investments, see Note 12.2) which have been graded AA by Standard & Poors and bonds are not past due. The carrying amounts disclosed above are the Group's maximum possible credit risk exposure in relation to these instruments.

34.4 Liquidity risk analysis

AASB 7.33(a)
AASB 7.33(b)
AASB 7.39(c) Liquidity risk is the risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

AASB 7.39(c)
AASB 7.B11F

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

AASB 7.B11E

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources and trade receivables (see Note 12) significantly exceed the current cash outflow requirements. Cash flows from trade and other receivables are all contractually due within six (6) months.

As at 31 December 2014, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

AASB 7.39(a)
AASB 7.B11

	Current		Non-Current	
	Within 6 months \$'000	6 - 12 months \$'000	1 - 5 years \$'000	5+ years \$'000
31 December 2014				
US-Dollar loans	280	280	1,761	8,215
Other bank borrowings	4,565	-	-	-
Non-convertible bond	208	208	8,888	-
Finance lease obligations	364	364	1,415	3,539
Trade and other payables	8,547	-	-	-
Total	13,964	852	12,064	11,754

This compares to the maturity of the Group's non-derivative financial liabilities in the previous reporting periods as follows:

AASB 7.39(a)
AASB 7.B11

	Current		Non-Current	
	Within 6 months \$'000	6 - 12 months \$'000	1 - 5 years \$'000	5+ years \$'000
31 December 2013				
US-Dollar loans	289	289	1,781	8,508
Other bank borrowings	3,124	-	-	-
Non-convertible bond	208	208	9,303	-
Finance lease obligations	363	363	1,432	4,072
Trade and other payables	6,590	-	-	-
Total	10,574	860	12,516	12,580

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date. The subordinated shareholder loan amounting to \$5,000,000 throughout all reporting periods is not included as this is only repayable upon liquidation of Grant Thornton CLEAR. Annual interest payments amount to \$200,000.

In assessing and managing liquidity risks of its derivative financial instruments, the Group considers both contractual inflows and outflows. As at 31 December 2014, the contractual cash flows of the Group's derivative financial assets and liabilities are as follows:

AASB 7.39(b)
AASB 7.B11

31 December 2014	Current	
	Within 6 months \$'000	6 - 12 months \$'000
Gross settled forward contracts:		
• cash outflow	(212)	(6,978)
• cash inflow	300	7,509
Total	88	531

AASB 7.34(a)

This compares to the contractual cash flows of the Group's derivative financial assets and liabilities in the previous reporting periods as follows:

AASB 7.39(b)
AASB 7.B11

31 December 2013	Current	
	Within 6 months \$'000	6 - 12 months \$'000
Gross settled forward contracts:		
• cash outflow	(190)	(7,100)
• cash inflow	203	7,050
Total	13	(50)

Derivative financial instruments reflect forward exchange contracts (see Note 12.4) that will be settled on a gross basis.

35 Fair value measurement

35.1 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- **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 or indirectly
- **level 3:** unobservable inputs for the asset or liability

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis at 31 December 2014 and 31 December 2013:

AASB 13.93(a)-(b)
AASB 13.94

31 December 2014	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Listed securities and debentures	518	-	-	518
Money market funds	655	-	-	655
US-dollar forward contracts - cash flow hedge	-	467	-	467
Other forward exchange contracts - held-for-trading	-	115	-	115
Total assets	1,173	582	-	1,755
Financial liabilities				
US-dollar loans	-	(7,950)	-	(7,950)
Contingent consideration	-	-	(620)	(620)
Total liabilities	-	(7,950)	(620)	(8,570)
Net fair value	1,173	(7,368)	(620)	(6,815)

AASB 13.93(a)-(b)
AASB 13.94

31 December 2013	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Listed securities and debentures	455	-	-	455
Money market funds	649	-	-	649
Other forward exchange contracts - held-for-trading	-	212	-	212
Total assets	1,104	-	-	1,316
Financial liabilities				
US-dollar forward contracts - cash flow hedge	-	(160)	-	(160)
US-dollar loans	-	(8,220)	-	(8,220)
Total liabilities	-	(8,380)	-	(8,380)
Net fair value	1,104	(8,168)	-	(7,064)

AASB 13.93(c)

There were no transfers between Level 1 and Level 2 in 2014 or 2013.

Measurement of fair value of financial instruments

AASB 13.93(d)
AASB 13.93(g)

The Group's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. The finance team reports directly to the Chief Financial Officer (CFO) and to the Audit Committee. Valuation processes and fair value changes are discussed among the Audit Committee and the valuation team at least every year, in line with the Group's reporting dates.

The valuation techniques used for instruments categorised in Levels 2 and 3 are described below:

Foreign currency forward contracts (Level 2)

The Group's foreign currency forward contracts are not traded in active markets. These have been fair valued using observable forward exchange rates and interest rates corresponding to the maturity of the contract. The effects of non-observable inputs are not significant for foreign currency forward contracts.

US-Dollar loans (Level 2)

The fair values of the US-dollar loans are estimated using a discounted cash flow approach, which discounts the contractual cash flows using discount rates derived from observable market interest rates of similar loans with similar risk. The interest rate used for this calculation is 3.9%.

Contingent consideration (Level 3)

The fair value of contingent consideration related to the acquisition of Goodtech (see Note 31.1) is estimated using a present value technique. The \$620,000 fair value is estimated by probability-weighting the estimated future cash outflows, adjusting for risk and discounting at 4.4%. The probability-weighted cash outflows before discounting are \$655,000 and reflect the management's estimate of a 50% probability that the contract's target level will be achieved. The discount rate used is 4.4%, based on the Group's estimated incremental borrowing rate for unsecured liabilities at the reporting date, and therefore reflects the Group's credit position. The effects on the fair value of risk and uncertainty in the future cash flows are dealt with by adjusting the estimated cash flows rather than adjusting the discount rate.

The following table provides information about the sensitivity of the fair value measurement to changes in the most significant inputs:

Significant Unobservable Input	Estimate of the Input	Sensitivity of the Fair Value Measurement to Input
Probability of meeting target	50%	An increase to 60% (decrease to 40%) would increase (decrease) fair value by \$125,000.

Level 3 Fair Value Measurements

The reconciliation of the carrying amounts of financial instruments classified within Level 3 is as follows:

	Contingent Consideration	
	2014 \$'000	2013 \$'000
Balance at 1 January 2014	-	-
Acquired through business combination	(600)	-
Losses recognised in profit or loss under:		
• finance costs	(20)	-
Balance at 31 December 2014	(620)	-
Total amount included in profit or loss for unrealised losses on Level 3 instruments under finance costs	(20)	-

Financial instruments measured at amortised cost for which the fair value is disclosed
See Notes 12.2 and 12.6.

35.2 Fair value measurement of non-financial instruments

The following table shows the Levels within the hierarchy of non-financial assets measured at fair value on a recurring basis at 31 December 2014:

31 December 2014	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Property, plant and equipment				
• land held for production in Australia	-	-	7,979	7,979
• Goodtech land	-	-	730	730
Investment property				
• office building in Australia	-	-	4,552	4,552
• Goodtech investment property	-	-	75	75
• office building in the US	-	-	8,035	8,035

AASB 13.93(a)-(b)
AASB 13.94

31 December 2013	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Property, plant and equipment				
• land held for production in Australia	-	-	7,697	7,697
• Goodtech land	-	-	-	-
Investment property				
• office building in Australia	-	-	4,366	4,366
• office building in the US	-	-	7,911	7,911

AASB 13.93(a)-(b)
AASB 13.94

Fair value of the Group's main property assets is estimated based on appraisals performed by independent, professionally-qualified property valuers. The significant inputs and assumptions are developed in close consultation with management. The valuation processes and fair value changes are reviewed by the Board of Directors and Audit Committee at each reporting date.

Further information is set out below.

Land held for production in Australia (Level 3)

The appraisal was carried out using a market approach that reflects observed prices for recent market transactions for similar properties and incorporates adjustments for factors specific to the land in question, including plot size, location, encumbrances and current use. In 2014, a negative adjustment of 7.5% was incorporated for these factors. The land was re-valued on 23 November 2014. The land was previously re-valued in November 2012.

AASB 13.93(d)
AASB 140.75(e)

AASB 13.93(d)
AASB 13.93(g)
AASB 116.77(a)
AASB 116.77(b)

AASB 13.93(h)

The significant unobservable input is the adjustment for factors specific to the land in question. The extent and direction of this adjustment depends on the number and characteristics of the observable market transactions in similar properties that are used as the starting point for valuation. Although this input is a subjective judgement, management considers that the overall valuation would not be materially affected by reasonably possible alternative assumptions.

AASB 13.93(d)

Land with a fair value of \$730,000, recognised upon the acquisition of Goodtech in March 2014 (see Note 31.1), was not re-valued at the reporting date. Management determined that the effect of changes in fair values between the acquisition and reporting date is immaterial.

Office buildings in Australia and the US (Level 3)

AASB 13.93(d)

The fair values of the office buildings are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. When actual rent differs materially from the estimated rents, adjustments have been made to the estimated rental value. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, the terms of in-place leases and expectations for rentals from future leases over the remaining economic life of the buildings. The office buildings are re-valued annually on 31 December.

AASB 13.93(h)

The most significant inputs, all of which are unobservable, are the estimated rental value, assumptions about vacancy levels, and the discount rate. The estimated fair value increases if the estimated rental increases, vacancy levels decline or if discount rate (market yields) decline. The overall valuations are sensitive to all three assumptions. Management considers the range of reasonably possible alternative assumptions is greatest for rental values and vacancy levels and that there is also an interrelationship between these inputs. The inputs used in the valuations at 31 December 2014 were:

	Australia	US
Rental value	AUD \$108/sqm	USD \$65/sqm
Vacancy levels	9.0%	11.0%
Discount rate (market yield)	4.4%	3.7%

AASB 13.93(h)

An investment property with a fair value of \$75,000, recognised upon the acquisition of Goodtech (see Note 31.1) in March 2014, was not re-valued at the reporting date. Management determined that the effect of changes in fair values between the acquisition and reporting date is immaterial.

The reconciliation of the carrying amounts of non-financial assets classified within Level 3 is as follows:

AASB 7.39(a)
AASB 7.B11

AASB 13.93(e)

AASB 13.93(e)(i)

AASB 13.93(e)(ii)

AASB 13.93(e)(iii)

AASB 13.93(f)

	PP&E	Investment Properties	
	Land Held for Production \$'000	Australia \$'000	US \$'000
1 January 2014	7,697	4,366	7,911
Gains recognised in profit or loss:			
• increase in fair value of investment property	-	186	124
Gains recognised in other comprehensive income:			
• revaluation of land	303	-	-
• exchange differences on translating foreign operations	(21)	-	-
Acquired in business combination	730	75	-
Balance at 31 December 2014	8,709	4,627	8,035
Total amount included in profit or loss for unrealised gains on Level 3 assets	-	186	124

	PP&E	Investment Properties	
	Land Held for Production \$'000	Australia \$'000	US \$'000
AASB 7.39(a) AASB 7.B11			
AASB 13.93(e)	1 January 2013	7,697	4,293
AASB 13.93(e)(i)	Gains recognised in profit or loss:		
	• increase in fair value of investment property	-	73
AASB 13.93(e)(ii)	Gains recognised in other comprehensive income:		
	• revaluation of land	-	-
	• exchange differences on translating foreign operations	-	-
	Balance at 31 December 2013	7,697	4,366
AASB 13.93(f)	Total amount included in profit or loss for unrealised gains on Level 3 assets	-	73
			102

36 Capital management policies and procedures

AASB 101.134 The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders

by pricing products and services commensurately with the level of risk.

AASB 101.135(a)(i) The Group monitors capital on the basis of the carrying amount of equity plus its subordinated loan, less cash and cash equivalents as presented on the face of the statement of financial position and cash flow hedges recognised in other comprehensive income.

AASB 101.135(a)(ii) The Group's goal in capital management is to maintain a capital-to-overall financing ratio of 1:6 to 1:4. This is in line with the Group's covenants resulting from the subordinated loan it has taken out from its main shareholder in 2011.

AASB 101.135(a)(iii) Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The amounts managed as capital by the Group for the reporting periods under review are summarised as follows:

AASB 101.135(b)

	2014	2013
	\$'000	\$'000
Total equity	88,242	54,009
Subordinated loan	5,000	5,000
Cash flow hedges	(469)	160
Cash and cash equivalents	(34,729)	(11,197)
Capital	58,004	47,972
Total equity	88,242	54,009
Borrowings	25,815	24,644
Overall financing	114,057	78,653
Capital-to-overall financing ratio	0.51	0.61

AASB 101.135(d)

The Group has honoured its covenant obligations, including maintaining capital ratios, since the subordinated loan was taken out in 2011. The ratio reduction during 2014 is primarily a result of financing the acquisition of Goodtech (see Note 31.1).

37 Parent Entity information

Information relating to Grant Thornton CLEARR ('the Parent Entity'):

	2014	2013
	\$'000	\$'000
Statement of financial position		
Current assets	56,816	40,220
Total assets	96,751	96,153
Current liabilities	5,942	11,784
Total liabilities	41,355	54,015
Net assets	55,396	42,138
Issued capital	13,770	12,000
Retained earnings	40,480	29,314
Asset revaluation reserve	800	689
Available for sale reserve	98	35
Cash flow hedge reserve	248	100
Total equity	55,396	42,138
Statement of profit or loss and other comprehensive income		
Profit for the year	11,166	9,457
Other comprehensive income	322	258
Total comprehensive income	11,488	9,715

The Parent Entity has capital commitments of \$1.1m to purchase plant and IT equipment (2013: \$Nil). Refer Note 30 for further details of the commitment.

The Parent Entity has not entered into a deed of cross guarantee nor are there any contingent liabilities at the year end.

38 Post-reporting date events

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

Directors' Declaration

- CA 295(4) 1 In the opinion of the Directors of Grant Thornton CLEARR Example Ltd:
- a The consolidated financial statements and notes of Grant Thornton CLEARR Example Ltd are in accordance with the *Corporations Act 2001*, including
- CA 295(4)(d)(ii) i Giving a true and fair view of its financial position as at 31 December 2014 and of its performance for the financial year ended on that date; and
- CA 295(4)(d)(i) ii Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- CA 295(4)(c) b There are reasonable grounds to believe that Grant Thornton CLEARR Example Ltd will be able to pay its debts as and when they become due and payable.
- CA 295(4)(e)
ASIC PN22 2 The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 31 December 2014.
- CA 295(4)(ca) 3 Note 2 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.
- CA 295(5)(a) Signed in accordance with a resolution of the Directors:
- CA 295(5)(c) _____
Director
Blake Smith
- CA 295(5)(b) Dated the 28th day of February 2015

Independent Auditor's Report

An independent auditor's report will be prepared by the entity's auditor in accordance with Australian Auditing Standards. This publication does not include an illustrative report as the wording of the report may differ between entities.

ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 28 February 2015.

Substantial Shareholders

The number of substantial shareholders and their associates are set out below:

Shareholder	Number of Shares
AB Limited:	3,128,000
CD Limited:	2,500,000
EF Limited:	1,670,000

Voting Rights

Ordinary Shares: On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options: No voting rights.

Distribution of Equity Security Holders		
Holding	Ordinary Shares	
	Shares	Options
1 - 1,000	100	-
1,001 - 5,000	62	18
5,001 - 10,000	25	20
10,001 - 100,000	14	1
1000,000 and over	9	-
	210	39

There were seventeen (17) holders of less than a marketable parcel of ordinary shares.

Twenty (20) Largest Shareholders	Ordinary Shares	
	Number of Shares Held	Percentage (%) of Issued Shares
AB Limited	3,128,000	22.72
CD Limited	2,500,000	18.16
EF Limited	1,670,000	12.13
GH Limited	575,000	4.18
IJ Limited	450,000	3.27
KL Limited	395,000	2.87
M Limited	257,000	1.87
N Limited	214,600	1.56
O Limited	197,700	1.44
P Limited	76,500	0.56
Q Limited	73,000	0.53
R Limited	70,540	0.51
S Limited	62,000	0.45
T Limited	60,500	0.44
U Limited	54,000	0.39
V Limited	52,100	0.38
W Limited	49,800	0.36
X Limited	43,150	0.31
Y Limited	25,400	0.18
Z Limited	18,700	0.14
	9,972,990	72.43

Unissued equity securities

Number of Options issued under the Star or Stay Program: 219,924.

Securities Exchange

The Company is listed on the Australian Securities Exchange.

Appendix A: Organising the Statement of Profit or Loss by Function of Expenses

AASB 101.99

AASB 101.99 allows a ‘statement of profit or loss’ format analysing expenses using a classification based on either the Nature of Expenses (‘NOE’) or based on the Function of Expenses (‘FOE’) within the entity. This depends on management’s assessment of which format provides information that is reliable and more relevant.

The NOE format is illustrated in the main body of the example consolidated financial statements. The FOE format is illustrated in this appendix. The example shows the ‘Statement of Profit or Loss’ separately, i.e. other comprehensive income shall be shown in addition to the statement of profit or loss in a statement of comprehensive income (see the example in Appendix B).

If the entity shows the statement of profit or loss and other comprehensive income in one statement (see the main body of the Example Financial Statements), the FOE format included in this Appendix may replace the NOE format that is part of the Statement of Profit or Loss and Other Comprehensive Income.

The FOE or NOE formats do not affect the presentation requirements for other comprehensive income, only the ‘Statement of Profit or Loss’ is affected.

AASB 101.104

Presenting the Statement of Profit or Loss in the FOE format requires additional considerations:

- additional disclosures on the nature of certain expenses are required, including employee benefit expenses and depreciation, amortisation and impairment of non-financial assets
- the disclosures of the specific line items in the Statement of Profit or Loss where certain transactions or amounts are recognised (for example, see Note 18, note 19 and note 22 of the Example Financial Statements) should reflect the actual line items presented in the FOE Statement of Profit or Loss

In addition, when an entity includes the analysis of profit or loss from discontinued operation in the Notes to the Financial Statements (see Note 9); such information should be presented in the same format as the main Statement of Profit or Loss. This will facilitate a better understanding of the financial effects of the discontinued operations.

Appendix B: Statement of Profit or Loss and Other Comprehensive Income Presented in Two Statements

The main body in these example consolidated financial statements presents the statement of profit or loss and other comprehensive income of one statement (see guidance note to the consolidated statement of profit or loss and other comprehensive income).

In this appendix, the alternative of presenting the ‘statement of profit or loss and other comprehensive income’ as two statements is presented (using the nature of expense method).

Disclosure requirements, however, remain unchanged (see guidance note to the consolidated statement of profit or loss and other comprehensive income).

In general, the notes to the financial statements will need to be tailored so that they refer to the statement of profit or loss and other comprehensive income and not the statement of profit or loss, where appropriate. For example, tailoring is necessary to reflect that discontinued operations are shown as a separate line item in the statement of profit or loss and other comprehensive income (see Note 4.10). However, it should be noted that the term profit or loss continues to apply.

The illustrative two statements of profit or loss and other comprehensive income are shown on the next two pages.

Consolidated Statement of Profit or Loss

For the year ended 31 December 2014

	Notes	2014 \$'000	2013 \$'000
AASB 101.51, AASB 101.51(c-e)			
AASB 101.82(a)	5	205,793	191,228
AASB 101.85		427	641
AASB 101.85		(7,923)	(5,623)
AASB 101.85		(42,434)	(40,485)
AASB 101.85	22	(113,809)	(108,515)
AASB 101.85	16	310	175
AASB 101.85		(7,932)	(6,051)
AASB 101.85		(12,878)	(11,276)
		21,554	19,094
AASB 101.82(c)	14	391	141
AASB 101.82(b)	6	(1,490)	(1,876)
AASB 101.85	6	994	793
AASB 101.85	7	943	1,182
		Profit before tax	22,392
AASB 101.82(d)	8	(6,910)	(5,763)
		Profit for the year from continuing operations	15,482
AASB 101.82(e)	9	(9)	(325)
AASB 101.82(f)		Profit for the year	15,473
		Profit for the year attributable to:	
AASB 101.83(a)(i)		121	116
AASB 101.83(a)(ii)		15,352	13,130
		15,473	13,246

	Notes	2014 \$	2013 \$
AASB 133.67A	25		
AASB 133.66			
AASB 133.68		1.22	1.14
AASB 133.66		(0.00)	(0.03)
AASB 133.68A		1.22	1.11
AASB 133.66			
AASB 133.68		1.22	1.14
AASB 133.66		(0.00)	(0.03)
AASB 133.66		1.22	1.11

Appendix C: Statement of Cash Flows Presented Using the Indirect Method

As permitted by AASB 107 *Statement of Cash Flows* paragraph 18, an entity may report cash flows from operating activities using either:

- a the direct method, whereby major classes of gross cash receipts and gross cash payments are disclosed; or
- b the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

Entities are encouraged to report cash flows from operating activities using the direct method. The direct method provides information which may be useful in estimating future cash flows and which is not available under the indirect method.

The main body in these example consolidated financial statements presents the Statement of Cash Flows using the direct method.

In this Appendix, the alternative of using the indirect method is presented.

Appendix D: Additional Disclosures for Mining Exploration Companies

The Example Consolidated Financial Statements for Grant Thornton CLEARR Example Ltd is based upon an IT entity and therefore does not include specific disclosures relating to companies within the resource mining industry. As resource mining is widespread within Australia, we thought that providing the additional disclosures specific to companies within this industry would be useful for financial preparers.

We have identified common areas in the following pages that we consider our clients would be concerned with.

Interests in joint arrangements

Joint operation

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

Where the Group's activities are conducted through joint operations, the Group recognises its assets (including its share of any assets held jointly), its liabilities (including its share of any liabilities incurred jointly), its share of the revenue from the sale of the output by the joint operation and its expenses (including its share of any expenses incurred jointly).

Joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Where the Group's activities are conducted through a joint venture, the Group recognises its interests in the joint venture using the equity method.

Under the equity method, the investment in the joint venture is carried in the statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The profit or loss reflects the Group's share of the results of operations of the joint venture. Where there has been a change recognised directly in other comprehensive income or equity of the joint venture, the Group recognises its share of any changes and discloses this, when applicable, in the statement of profit or loss and other comprehensive income or the statement of changes in equity, as appropriate. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The share of the joint venture's net profit / (loss) is shown on the face of profit or loss. This is the profit / (loss) attributable to venturers in the joint venture.

The financial statements of the joint venture are prepared for the same reporting period as the venturer. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Mineral exploration, evaluation and development expenditure

Exploration and evaluation costs

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are transferred to mine properties and amortised over the life of the area according to the rate of depletion of the economically recoverable reserves (refer to 'mine properties' below).

A regular review for impairment is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

Mine properties

Mine properties represent the accumulation of all exploration, evaluation and development expenditure incurred in respect of areas of interest in which mining has commenced or in the process of commencing. When further development expenditure is incurred in respect of mine property after the commencement of production, such expenditure is carried forward as part of the mine property only when substantial future economic benefits are thereby established, otherwise such expenditure is classified as part of the cost of production.

Amortisation is provided on a unit of production basis (other than restoration and rehabilitation expenditure detailed below) which results in a write off of the cost proportional to the depletion of the proven and probable mineral reserves.

The net carrying value of each area of interest is reviewed regularly and to the extent to which this value exceeds its recoverable amount, the excess is either fully provided against or written off in the financial year in which this is determined.

The Group provides for environmental restoration and rehabilitation at site which includes any costs to dismantle and remove certain items of plant and equipment. The cost of an item includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs when an item is acquired or as a consequence of having used the item during that period. This asset is depreciated on the basis of the current estimate of the useful life of the asset.

In accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* an entity is also required to recognise as a provision the best estimate of the present value of expenditure required to settle the obligation. The present value of estimated future cash flows is measured using a current market discount rate.

Inventories

Gold bullion, base metal concentrate, metal in circuit and ore stockpiles are physically measured or estimated and valued at the lower of cost or net realisable value. Net realisable value is the estimated selling price (in the ordinary course of business), less estimated costs of completion and costs of selling final product.

Cost is determined using the weighted average method and comprises direct purchase costs and an appropriate portion of fixed and variable overhead costs, including depreciation and amortisation, incurred in converting materials into finished goods. The cost of production is allocated to joint products using a ratio of spot prices by volume at each month end. Separately identifiable costs of conversion of each metal are specifically allocated.

Materials and supplies are valued at the lower of cost or net realisable value. Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any provision for obsolescence.

Rehabilitation provision

In accordance with the Group's environmental policy and applicable legal requirements, a provision for site restoration in respect of contaminated land, is recognised when the land is contaminated.

The provision represents the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date, based on current legal requirements and technology. Future restoration costs are reviewed annually and any changes are reflected in the present value of the restoration provision at the end of the reporting period.

The amount of the provision for future restoration costs is capitalised and is depreciated in accordance with the policy set out in Note X. The unwinding of the effect of discounting on the provision is recognised as a finance cost.

Revenue recognition

The following criteria are also applicable to other specific revenue transactions:

Gold bullion sales

Revenue from gold bullion sales is brought to account when the significant risks and rewards of ownership have transferred to the buyer and selling prices are known or can be reasonably estimated.

Base metal concentrate sales

Contract terms for the Group's sale of base metal concentrate (metal in concentrate) allow for a price adjustment based on final assay results of the metal in concentrate by the customer to determine the final content. Recognition of sales revenue for these commodities is based on the most recently determined estimate of metal in concentrate (based on initial assay results) and the spot price at the date of shipment, with a subsequent adjustment made upon final determination and presented as part of "Other Income".

The terms of metal in concentrate sales contracts with third parties contain provisional pricing arrangements whereby the selling price for metal in concentrate is based on prevailing spot prices on a specified future date after shipment to the customer (the "quotation period"). Adjustments to the sales price occur, based on movements in quoted market prices up to the date of final settlement. The period between provisional invoicing and final settlement can be between one (1) and six (6) months.

The provisionally priced sales of metal in concentrate contain an embedded derivative, which is required to be separated from the host contract for accounting purposes. The host contract is the sale of metals in concentrate and the embedded derivative is the forward contract for which the provisional sale is subsequently adjusted.

Accordingly the embedded derivative, which does not qualify for hedge accounting, is recognised at fair value, with subsequent changes in the fair value recognised in profit or loss each period until final settlement, and presented as “Other Income”. Changes in fair value over the quotation period and up until final settlement are estimated by reference to forward market prices for gold and copper.

Stripping costs

Costs associated with stripping activity, which is the process of removing mine waste materials to gain access to the mineral deposits underneath, during the production phase of surface mining are accounted for as either inventory or a non-current asset (non-current asset is also referred to as a ‘stripping activity asset’).

To the extent that the benefit from the stripping activity is realised in the form of inventory produced, the Group accounts for the costs of that stripping activity in accordance with the principles of AASB 102 *Inventories*. To the extent the benefit is improved access to ore, the Group recognises these costs as a non-current asset provided that:

- it is probable that the future economic benefit (improved access to the ore body) associated with the stripping activity will flow to the Group
- the Group can identify the component of the ore body for which access has been improved; and
- the costs relating to the stripping activity associated with that component can be measured reliably

Stripping activity assets are initially measured at cost, being the accumulation of costs directly incurred to perform the stripping activity that improves access to the identified component of ore plus an allocation of directly attributable overhead costs. In addition, stripping activity assets are accounted for as an addition to, or as an enhancement to, an existing asset. Accordingly, the nature of the existing asset determines:

- whether the Group classifies the stripping activity asset as tangible or intangible; and
- the basis on which the stripping activity asset is measured subsequent to initial recognition

In circumstances where the costs of the stripping activity asset and the inventory produced are not separately identifiable, the Group allocates the production stripping costs between the inventory produced and the stripping activity asset by using an allocation basis that is based on volume of waste extracted compared with expected volume, for a given volume of ore production.

Significant management judgements in applying Accounting Policies

Estimation uncertainty

Additional example disclosures relating specifically to the mining industry that you may consider including within these notes are as follows:

Mine rehabilitation provision

The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Group recognises management's best estimate for asset retirement obligations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

Ore reserve and resource estimates

The Group estimates its ore reserves and mineral resources based on information compiled by Competent Persons (as defined in the 2004 Edition of *The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources* (the JORC Code)). Reserves determined in this way are taken into account in the calculation of depreciation, amortisation, impairment, deferred mining costs, rehabilitation and environmental expenditure.

In estimating the remaining life of the mine for the purposes of amortisation and depreciation calculations, due regard is given, not only to remaining recoverable metals contained in proved and probable ore reserves, but also to limitations which could arise from the potential for changes in technology, demand, and other issues which are inherently difficult to estimate over a lengthy time frame.

Where a change in estimated recoverable metals contained in proved and probable ore reserves is made, depreciation and amortisation is accounted for prospectively.

The determination of ore reserves and remaining mine life affects the carrying value of a number of the Group's assets and liabilities including deferred mining costs and the provision for rehabilitation.

Units-of-production depreciation

Estimated recoverable reserves are used in determining the depreciation and / or amortisation of mine specific assets. This results in a depreciation / amortisation charge proportional to the depletion of the anticipated remaining life of mine production. Each item's life, which is assessed annually, has regard to both its physical life limitations and to present assessments of economically recoverable reserves of the mine property at which the asset is located. These calculations require the use of estimates and assumptions, including the amount of recoverable reserves and estimates of future capital expenditure.

Exploration and evaluation expenditure

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of a Joint Ore Reserves Committee (JORC) resource is itself an estimation process that requires varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure.

The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available.

Inventories

Costs incurred in or benefits of the productive process are accumulated as stockpiles, gold in process, ore on leach pads and product inventory. Net realisable value tests are performed at least annually and represent the estimated future sales price of the product based on prevailing spot metals prices at the reporting date, less estimated costs to complete production and bring the product to sale.

Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number of contained gold ounces based on assay data, and the estimated recovery percentage based on the expected processing method. Stockpile tonnages are verified by periodic surveys.

The metallurgical balancing process is constantly monitored and the recovery estimates are refined based on reconciliations with actual results over time.

Interests in joint ventures

Refer to Note 14.1 of Grant Thornton CLEARR Example Ltd.

Exploration and evaluation assets

	\$'000s
Cost as 1 January 2013	
Additions	
Exploration expenditure written off	
Transfer to mine properties	
Cost as at 31 December 2013	
Additions	
Exploration expenditure written off	
Transfer to mine properties	
Cost as at 31 December 2014	

	\$'000s
Provision for impairment as at 1 January 2013	
Impairment charge for the year	
Reversal of previously booked impairments	
Provision for impairment as at 31 December 2013	
Impairment charge for the year	
Reversal of previously booked impairments	
Provision for impairment as at 31 December 2014	

	\$'000s
Net book value as at 31 December 2013	
Net book value as at 31 December 2014	

Exploration and evaluation expenditure immediately expensed to 'other expenses' in profit or loss amount to \$XX million (2013: \$XX million).

Mine properties

	Mines \$'000s	Deferred Stripping \$'000s	Total \$'000s
Cost as at 1 January 2013			
Additions			
Transferred from exploration and evaluation assets			
Change in rehabilitation provision			
Disposals			
Cost as at 31 December 2013			
Additions			
Transferred from exploration and evaluation assets			
Change in rehabilitation provision			
Disposals			
Cost as at 31 December 2014			

	Mines \$'000s	Deferred Stripping \$'000s	Total \$'000s
Depletion and impairment as at 1 January 2014			
Charge for the year			
Provision for impairment			
Disposals			
Depletion and impairment as at 31 December 2013			
Charge for the year			
Provision for impairment			
Disposals			
Depletion and impairment as at 31 December 2014			

	Mines \$'000s	Deferred Stripping \$'000s	Total \$'000s
Net book value as at 31 December 2013			

Net book value as at 31 December 2014			
--	--	--	--

Inventories

	2014 \$'000s	2013 \$'000s
At cost:		
• gold bullion		
• base metals concentrate		
• metal in circuit		
• ore stockpiles		
• materials and supplies		
Total inventories		

Provisions

	Rehabilitation \$'000s	Other \$'000s	Total \$'000s
At 1 January 2014			
Arising during the year			
Write-back of unused provisions			
Disposals			
Unwinding of discount			
Utilisation			
At 31 December 2014			

Comprising:

	Rehabilitation \$'000s	Other \$'000s	Total \$'000s
Current 2014			
Non-Current 2014			

	Rehabilitation \$'000s	Other \$'000s	Total \$'000s
Current 2013			
Non-Current 2013			

Rehabilitation provision

The Group makes full provision for the future cost of rehabilitating mine sites and related production facilities on a discounted basis at the time of developing the mines and installing and using those facilities.

Appendix E: Summary of Directors' Report Requirements

The content of a Directors' Report is dictated by the requirements in *Corporations Act 2001* (and *Corporations Regulations 2001*) and may vary depending on the type of each entity.

We have summarised these requirements for most common types of entities in the following pages.

Description	Listed Public Companies	Listed Registered Schemes	Unlisted Registered Schemes	Companies Limited By Guarantee	Unlisted Public Companies (Other than Limited by Guarantee)	Other Disclosing Entities	Proprietary Companies ¹⁵
CA 298(1AA)(c)	✓		✓	✓	✓	✓	✓
CA 298(1AB)(b) CA 298(1A)	✓		✓		✓	✓	✓
CA 299(1)(a)	✓		✓		✓	✓	✓
CA 299(1)(b)	✓		✓		✓	✓	✓
CA 299(1)(c)	✓		✓		✓	✓	✓
CA 299(1)(d)	✓		✓		✓	✓	✓
CA 299(1)(e)	✓		✓		✓	✓	✓
CA 299(1)(f)	✓		✓		✓	✓	✓
CA 299(3)	✓		✓		✓	✓	✓
CA 299A(1)	✓	✓					
CA 299A(3)	✓	✓					
CA 300(1)(a)	✓		✓		✓	✓	✓
CA 300(1)(b)	✓		✓		✓	✓	✓
CA 300(1)(c), CA 300B(3)(a)	✓		✓	✓	✓	✓	✓
CA 300(1)(ca)	✓		✓		✓	✓	✓
CA 300(1)(d),(3),(5)	✓	✓	✓		✓	✓	✓
CA 300(1)(e),(3),(6)	✓	✓	✓		✓	✓	✓
CA 300(1)(f),(3),(7)	✓	✓	✓		✓	✓	✓
CA 300(1)(g),(8),(9)	✓	✓	✓		✓	✓	✓
CA 300(10)(a), CA 300B(3)(b)	✓			✓	✓		
CA 300(10)(b),(c), CA 300B(3)(c)	✓			✓	✓		
CA 300(10)(d)	✓				✓		

¹⁵ Directors' report is not required for a small proprietary company where it prepares financial statements to satisfy a shareholder direction (section 293) and that direction specifies that a Directors' Report is not required.

¹⁶ The requirements in section 300(10) of *Corporations Act 2001* do not apply to wholly-owned subsidiaries of Australian companies.

Description	Listed Public Companies	Listed Registered Schemes	Unlisted Registered Schemes	Companies Limited By Guarantee	Unlisted Public Companies (Other than Limited by Guarantee)	Other Disclosing Entities	Proprietary Companies ¹⁵
CA 300(11)(a)-(d)	✓						
CA 300(12)		✓					
CA 300(11)(e)	✓						
CA 300(11A)	✓						
CA 300(2A),(11B),(11C),(11D)	✓						
CA 300A, Reg 2M.3.03	✓					✓	
CA 300(13)(a)			✓				
CA 300(13)(b)		✓	✓				
CA 300(13)(c)		✓	✓				
CA 300(13)(d)		✓	✓				
CA 300(13)(e)		✓	✓				
CA 300(13)(f)		✓	✓				
CA 300(14),(15)	✓				✓		✓
CA 300B(1)(a)				✓			
CA 300B(1)(b)				✓			
CA 300B(1)(c),(d)				✓			
CA 300B(1)(e)				✓			
CA 300B(3)(d)				✓			
CA 300B(3)(e)				✓			
ASIC Class Order 98/0100	✓	✓	✓	✓	✓	✓	✓

¹⁷ Other disclosing entities need to include the Remuneration Report related disclosures only if such entities are companies.



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