

# **Wellcom Group Limited**

A.C.N. 114 312 542

**Financial report for the year ended 30 June 2017**

# Annual financial report for the financial year ended 30 June 2017

1.	Corporate Governance Statement	2
2.	Directors' Report	3
3.	Auditor's Independence Declaration	14
4.	Independent Auditor's Report	15
5.	Directors' Declaration	19
6.	Consolidated Statement of Profit or Loss	20
7.	Consolidated Statement of Comprehensive Income	21
8.	Consolidated Statement of Financial Position	22
9.	Consolidated Statement of Changes in Equity	23
10.	Consolidated Statement of Cash Flows	24
11.	Notes to the Consolidated Financial Statements	25

# Corporate Governance Statement

Wellcom Group Limited ('the Company') and the Board of directors are committed to achieving the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders. The Company and its controlled entities together are referred to as the Group in this statement.

A description of the Group's main corporate governance practices is set out on the Company's website [www.wellcomworldwide.com](http://www.wellcomworldwide.com). All these practices, unless otherwise stated, were in place for the entire year and comply with the ASX Corporate Governance Principles and Recommendations.

# Directors' Report

The directors of Wellcom Group Limited ('the Company') submit herewith the annual financial report of the consolidated entity ('the Group'), consisting of the Company and the entities it controlled at the end of or during the year ended 30 June 2017.

## DIRECTORS

The names and details of the directors of the Company during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

### **W.W. Sidwell** (Executive Chairman)

Wayne William Sidwell was the founder and managing director of the original Wellcom business, established in 2000 and acquired by the Company from Well.com Pty Ltd in 2005. Wayne currently serves on the Company's Remuneration Committee and was formerly a member of the Company's Audit Committee. Wayne has more than 45 years experience in the pre-media industry and serves on the Board of a number of private companies.

### **C.A. Anzarut** (Non-executive Director)

Charles Arthur Anzarut combines his work as a practicing solicitor with his role as a non-executive director of the Company. Charles joined Wellcom Group Limited upon its inception in May 2005 and presently serves on both the Audit and Remuneration Committees. Charles holds the qualifications of LL.B and MBA and has acted as a commercial lawyer for over 25 years.

### **K.B. Smith** (Non-executive Director)

Kerry Brian Smith joined Wellcom Group Limited in March 2006 and acts as chairman of the Company's Audit committee. He is also a member of the company's Remuneration Committee. Kerry is a graduate of the University of Sydney with a Bachelor of Economics and has been a member of the Institute of Chartered Accountants in Australia for over 35 years. He was Managing Director of Schroders Australia from 1996 to 2000, served on the Audit Committee from 1992 to 2000, and chaired the Risk Committee from 1996 to 2000. He was also formerly a director of SMS Management & Technology Limited and a member of its Audit Committee.

### **J.A. Kendall** (Non-executive Director)

Janette Anne Kendall was appointed as Director on the 27 January 2016. She was also appointed to the Company's Audit Committee on the 17 February 2016. Janette holds a Bachelor of Business - Marketing, is a Fellow of the Australian Institute of Company Directors, and has over 30 years Marketing and Operational experience. Janette has held various senior management roles in her career, including Senior Vice President of Marketing Galaxy Entertainment Group in Macau, China; Executive General Manager of Marketing at Crown Melbourne; and Managing Director of Clemenger Digital and Clemenger Proximity. Janette's previous Board experience includes directorships with Australian United Retailers Limited, the Melbourne International Arts Festival and Clemenger BBDO Melbourne. She is currently a director of Nine Entertainment Co. Holdings Limited, Costa Group Holdings Limited and the Melbourne Theatre Company.

## COMPANY SECRETARY

### **A.S. Lumsden** (Company Secretary)

Andrew Stuart Lumsden was appointed as Company Secretary and Chief Financial Officer of the Group on 25 January 2013. Andrew was also appointed to the position of Global Chief Operating Officer on 1 July 2014. He holds a Masters in Accountancy and Finance, and is a Chartered Accountant and an Associate of the Governance Institute of Australia.

## Interests in the shares of the company

As at the date of this report, the interests of the directors in the shares of the Company were:

	<b>Number of Shares</b>
W.W. Sidwell	18,262,140 *
C.A. Anzarut	20,000 *
K.B. Smith	20,000 *
J.A. Kendall	5,000 *

\* All interests in Company securities held by the above directors were ordinary shares.

Dividends paid to shareholders during the financial year were as follows:

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
Final dividend for the year ended 30 June 2016 of 13.5 cents per fully paid ordinary share paid on 16 September 2016 (2015: 12 cents)	<b>5,291</b>	4,703
Interim dividend for the half year ended 31 December 2016 of 9.5 cents per fully paid ordinary share paid on 17 March 2017 (2016: 9 cents)	<b>3,723</b>	3,527
	<b>9,014</b>	8,230

In addition to the above dividends, since the end of the financial year, the directors have recommended to pay a final dividend for the year ended 30 June 2017 of 13.5 cents per fully paid ordinary share. The dividend was declared on 22 August 2017, with a record date of 1 September 2017, to be paid on 15 September 2017 out of retained profits at 30 June 2017. The dividend will be fully franked.

## PRINCIPAL ACTIVITIES

During the year the principal activities of the Group were:

The provision of advertising and marketing content production and content management services in Australia, the United Kingdom, New Zealand, Asia and the United States of America encompassing the following services:

- Advertising and Marketing Content Production Services;
- Design, Artwork and Retouching;
- Content Management Services;
- Digital Photography;
- Television Production;
- Digital Print; and
- Computer to Plate (CTP) Production.

## OPERATING AND FINANCIAL REVIEW

### Operating results for the year

The Group recorded statutory revenue of \$145,174k (2016: \$156,237k), representing a decrease of 7% over the previous financial year, with net revenue (excluding print management pass through costs) of \$98,694k (2016: \$103,375k) representing a decrease of 5% over the same period. The decrease in net revenues followed a strengthening of the Australian Dollar against overseas currencies, with net sales on a constant currency basis being consistent with the prior year. The Group has been successful in replacing the client losses of Dick Smith Holdings, Masters Home Improvement, and Stream Solutions (Westpac Bank) with significant new business wins including Pernod Ricard (US), J.C.Penney (US), Sigma Pharmaceuticals (Australia), Havas Worldwide (UK), and complemented by a full year contribution from Telstra (Australia).

Operating margins within the Group increased to 19.2% on a net revenue basis (2016: 19.0%), with strong margin improvement in both the Australasian and US markets.

EBITDA from continuing operations decreased by 2% to \$18,729k (2016: \$19,077k) with EBIT from continuing operations decreasing by 3% to \$15,965k (2016: \$16,443k), and NPAT from continuing operations decreasing 4% to \$10,627k (2016: \$11,104k).

The effective tax rate for the Group was 33% (2016: 32%).

### Shareholders' returns

The shareholder returns presented below are based on results from continuing operations.

	<u>2017</u>	<u>2016</u>
Basic earnings per share (cents)	27.12	28.33
Return on net assets (%)	16.11	16.97
Dividend payout ratio (%)	84.82	79.41

### Liquidity and financial condition

The Group generated \$10,107k in cash from operating activities for the year ended 30 June 2017 (2016: \$13,593k) following a strong improvement in cash conversion in the second half of the year. Net assets increased \$534k to \$65,962k (2016: \$65,428k). As at 30 June 2017 the Group has cash equivalents in excess of interest bearing liabilities by \$6,684k (2016: \$7,505k). This, in combination with \$8,081k of unused bank facilities (2016: \$8,132k), provides significant capital to pursue complementary acquisitions as they arise.

### SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There have been no significant changes in the state of affairs during the year and up to the date of this report, with the exception of those matters previously outlined under the heading of Operating and Financial Review above.

### MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

The directors' of Wellcom Group Limited declared a final dividend on ordinary shares in respect of the 2017 financial year on 22 August 2017. The total amount of the dividend is \$5,291k which represents a fully franked dividend of 13.5 cents per share. The dividend has not been provided for in the 30 June 2017 financial statements.

No other matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect:

- (a) the Group's operations in future financial years, or
- (b) the results of those operations in future financial years, or
- (c) the Group's state of affairs in future financial years.

### LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Group's strong client base is expected to provide the basis for growth in the next financial year.

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this annual financial report because the directors believe it would be likely to result in unreasonable prejudice to the Group.

### ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group's operations are not subject to significant environmental regulations under the laws of the Commonwealth or State.

### PROCEEDINGS ON 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.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001* .

## SHARE OPTIONS

There were no options for securities in the Company exercised during the financial year and there were no unissued shares in the Company, under options, at the date of this report.

## INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, Wellcom Group Limited paid a premium of \$43,050 (2016: \$35,000) to insure the directors, officers and senior management of the Company and its controlled entities.

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 entities in the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from 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 or to cause detriment to the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal cost and those relating to other liabilities.

## DIRECTORS' MEETINGS

The number of meetings of directors held during the year ended 30 June 2017, together with the number of meetings attended by each director during that period were as follows:

	Directors Meetings		Committee Meetings			
			Audit		Remuneration	
	Held	Attended	Held	Attended	Held	Attended
W.W. Sidwell	10	10	N/A	N/A	1	1
C.A. Anzarut	10	10	2	2	1	1
K.B. Smith	10	10	2	2	1	1
J.A. Kendall	10	10	2	2	N/A	N/A

## REMUNERATION REPORT (AUDITED)

This report outlines the remuneration arrangements in place for directors and other key management personnel of the Group in accordance with the requirements of the *Corporations Act 2001* and its regulations. The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001* .

### Remuneration philosophy

The performance of the Group depends upon the quality of its directors, executives and other key management personnel. Motivation and retention of skilled directors and other key management personnel is essential for the Group to achieve success and the resulting shareholder returns.

The Group's objective in its remuneration framework is to ensure director, executive and management rewards are reflective of performance, are competitive and appropriate for delivered results and are commensurate to the achievement of the Group's strategic objectives and return to shareholders.

The Board is responsible for determining and reviewing compensation arrangements for all executive and non-executive directors and the senior management team. The Board has appointed a Remuneration Committee to oversee the Company's remuneration framework and ensure the following criteria are satisfied:

- competitiveness to attract and ensure retention of high calibre executives and directors;
- reasonableness, fairness and consideration of market guidelines;
- appropriateness of performance criteria linked to variable executive remuneration;
- established relationship between executive rewards, alignment to the Group's business strategy and performance and increased shareholders' value; and
- transparency and shareholders' approval of compensation arrangements.

The Corporate Governance Statement provides further information on the role of the Remuneration Committee.

### **Remuneration structure**

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

#### **Non-executive director remuneration**

##### ***Objective***

The Board seeks to set non-executive remuneration at a level that fairly compensates the individual director for their time and contribution to the affairs of the Group whilst incurring a cost that is acceptable to shareholders. The remuneration paid to directors is reviewed annually.

##### ***Structure***

The ASX Listing Rules require the aggregate remuneration of non-executive directors be determined from time to time by a general meeting. During the financial year, each non-executive director received a set fee for being a director of the Company. The non-executive directors do not receive retirement benefits other than superannuation, nor do they participate in any incentive programs. Details of the remuneration of non-executive directors for the year ended 30 June 2017 and 30 June 2016 are set out in Table 1 and 2 respectively.

#### **Executive director and key executive remuneration**

##### ***Objective***

The Board seeks to set remuneration for key management personnel at a level commensurate with their position within the Group and the inherent responsibilities therein. Remuneration is reviewed annually by the Remuneration Committee which reports to the Board. The Remuneration Committee conducts a review of Group-wide data, business unit and individual performance, relevant comparative market and internal remuneration and the level of shareholder returns generated.

##### ***Structure***

The Group has entered into employment contracts with all key management personnel of Wellcom Group Limited and other entities within the Group.

Key management personnel are given the opportunity to receive their fixed remuneration in a variety of forms including cash, superannuation contributions and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Group. All remuneration paid to key management personnel is valued at the cost to the Group and expensed.

Short-term and long-term incentives are designed to align the targets of the business units with the targets of those executives in charge of meeting those targets. Payments are granted to executives based on specific annual targets and key performance indicators ('KPI') being achieved. KPI includes profit contribution, customer satisfaction and leadership contribution and management. Performance in relation to the KPI is assessed annually, with bonuses being awarded depending on the achievement of the KPI. Following the assessment, the KPI are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the Group's goals and shareholders' wealth, before the KPI are set for the following year. In determining whether or not a financial KPI has been achieved, the Company bases the assessment on audited figures.

The key management personnel of the Group were the non-executive and executive directors together with the following additional executives:

- S. Rees**, Chief Executive Officer of Australia and New Zealand (Retired 1 March 2017)
- A. Lumsden**, Company Secretary, Chief Financial Officer and Global Chief Operating Officer
- M. Bettridge**, Managing Director, Asia and Global Business Development Officer
- A. Sidwell**, Chief Executive Officer of Australia and New Zealand (Appointed 1 March 2017)
- C. Grawe**, Global Creative Services Director (Ceased to be key management personnel 30 June 2016)
- D. Stokes**, Managing Director, UK (Appointed 1 March 2017).
- D. Bridges**, Managing Director, US



Details of the remuneration of key management personnel of the Group for the year ended 30 June 2017 are set out in the table below (Table 1).

Name	Short-term employee benefits			Post employment benefits	Long-term benefits	Total	Risk %
	Cash salary \$	Bonus \$	Non-cash benefits \$	Super-annuation \$	Long service leave \$		
<i>Non-executive directors</i>							
C.A. Anzarut	77,626	-	-	17,374	-	95,000	-
K.B. Smith	60,274	-	-	34,726	-	95,000	-
J.A. Kendall	86,758	-	-	8,242	-	95,000	-
<b>Sub-total non-executive directors</b>	<b>224,658</b>	-	-	<b>60,342</b>	-	<b>285,000</b>	-
<i>Executive chairman</i>							
W.W. Sidwell	451,906	-	-	28,146	8,257	488,309	-
<i>Other key management personnel</i>							
S. Rees (Until 1 March 2017)	280,308	-	-	13,077	7,979	301,364	-
A. Lumsden	350,436	-	-	19,616	6,631	376,683	-
M. Bettridge	321,080	-	19,356	19,616	6,485	366,537	-
A. Sidwell	242,363	-	6,191	18,329	26,740	293,623	-
D. Stokes* (From 1 March 2017)	100,823	-	-	5,041	-	105,864	-
D. Bridges**	563,593	132,538	-	-	-	696,131	19.0
<b>Total key management personnel compensation</b>	<b>2,535,167</b>	<b>132,538</b>	<b>25,547</b>	<b>164,167</b>	<b>56,092</b>	<b>2,913,511</b>	<b>4.5</b>

\* Paid in UK Sterling and translated at the average exchange rate for the year ended 30 June 2017.

\*\* Paid in US Dollars and translated at the average exchange rate for the year ended 30 June 2017.

Details of the remuneration of key management personnel for the Group for the year ended 30 June 2016 are set out in the table below (Table 2).

Table 2  Name	Short-term employee benefits			Post employment benefits	Long-term benefits	Total \$	Risk %
	Cash salary \$	Bonus \$	Non-cash benefits \$	Super-annuation \$	Long service leave \$		
<i>Non-executive directors</i>							
C.A. Anzarut	77,626	-	-	17,374	-	95,000	-
K.B. Smith	60,502	-	-	34,498	-	95,000	-
J.A. Kendall (From 27 January 2016)	37,373	-	-	3,550	-	40,923	-
<b>Sub-total non-executive directors</b>	175,501	-	-	55,422	-	230,923	-
<i>Executive chairman</i>							
W.W. Sidwell	452,162	-	-	27,838	8,208	488,208	-
<i>Other key management personnel</i>							
S. Rees	420,692	170,000	-	19,308	11,995	621,995	27.3
A. Lumsden	330,692	170,000	-	19,308	27,834	547,834	31.0
M. Bettridge	315,017	170,000	22,342	19,308	11,524	538,191	31.6
A. Sidwell*	399,918	100,000	-	4,894	-	504,812	19.8
C. Grawe*	283,883	61,292	2,045	12,108	-	359,328	17.1
D. Bridges**	457,022	66,700	24,715	-	-	548,437	12.2
<b>Total key management personnel compensation</b>	2,834,887	737,992	49,102	158,186	59,561	3,839,728	19.2

\* Paid in UK Sterling and translated at the average exchange rate for the year ended 30 June 2016.

\*\* Paid in US Dollars and translated at the average exchange rate for the year ended 30 June 2016.

### Employment contracts

All key management personnel are employed under contract by Wellcom Group Limited or its wholly-owned subsidiaries. The current employment contracts are for indefinite terms.

- All executives receive fixed remuneration inclusive of superannuation and other benefits, including motor vehicle benefits.
- Either the executive or the Company may terminate their contracts by giving 6 months written notice. Where such notice is provided by either the executive or the Company, the Company may request the executive refrain from performing their duties for the duration of the notice period and provide payment in lieu of the notice period.
- The Company may terminate the contract without notice if serious misconduct has occurred.

## Management Incentive Scheme

Details of the management incentive plan initiated by the Board for key management personnel for the years ended 30 June 2017 and 30 June 2016 are included below. The management incentive scheme represents the only portion of KMP remuneration that relates to performance.

*Year ended 30 June 2017*

### *Key management personnel*

All key management personnel, other than the directors, shall be entitled to the following:

- an amount not exceeding 50% of their total remuneration package. This is calculated on the achievement of several performance criteria including: (1) the overall financial performance of the Group; (2) the financial performance of individual responsibility centres; and (3) performance based on quantitative and qualitative measures not connected to individual profit centres.
- the incentive shall be paid by way of either cash or shares, the method of payment is at the entire discretion of the Board.
- any incentive payments due shall only be paid following the release of the full year's results for the Group to the ASX in relation to that financial year.

The following management incentives were approved by the Board in relation to the year ended 30 June 2017:

	<b>Remuneration</b>				<b>Total</b>
	<b>package</b>	<b>Performance</b>	<b>Performance</b>	<b>Performance</b>	<b>incentive</b>
	<b>1 July 2017</b>	<b>criteria 1</b>	<b>criteria 2</b>	<b>criteria 3</b>	<b>paid/ payable</b>
	\$	\$	\$	\$	\$
<b>Key management personnel</b>					
A. Lumsden	<b>370,000</b>	-	-	-	-
M. Bettridge	<b>360,000</b>	-	-	-	-
A. Sidwell	<b>290,000</b>	-	-	-	-
D. Stokes *	<b>302,470</b>	-	-	-	-
D. Bridges **	<b>677,780</b>	-	-	<b>132,538</b>	<b>132,538</b>
	<b>2,000,250</b>	-	-	<b>132,538</b>	<b>132,538</b>

\* Paid in UK Sterling and translated at the average exchange rate for the year ended 30 June 2017.

\*\* Paid in US Dollars and translated at the average exchange rate for the year ended 30 June 2017.

*Year ended 30 June 2016*

### *Key management personnel*

All key management personnel, other than the directors, shall be entitled to the following:

- an amount not exceeding 50% of their total remuneration package. This is calculated on the achievement of several performance criteria including: (1) the overall financial performance of the Group; (2) the financial performance of individual responsibility centres; and (3) performance based on quantitative and qualitative measures not connected to individual profit centres.
- the incentive shall be paid by way of either cash or shares, the method of payment is at the entire discretion of the Board.
- any incentive payments due shall only be paid following the release of the full year's results for the Group to the ASX in relation to that financial year.

The following management incentives were approved by the Board in relation to the year ended 30 June 2016:

	Remuneration				Total incentive paid/ payable \$
	package	Performance	Performance	Performance	
	1 July 2016	criteria 1	criteria 2	criteria 3	
	\$	\$	\$	\$	\$
<b>Key management personnel</b>					
S. Rees	440,000	-	-	170,000	170,000
A. Lumsden	370,000	31,250	31,250	107,500	170,000
M. Bettridge	360,000	-	-	170,000	170,000
A. Sidwell*	404,813	27,500	27,500	45,000	100,000
C. Grawe*	298,036	30,646	30,646	-	61,292
D. Bridges **	481,737	-	-	66,700	66,700
	<b>2,354,586</b>	<b>89,396</b>	<b>89,396</b>	<b>559,200</b>	<b>737,992</b>

\* Paid in UK Sterling and translated at the average exchange rate for the year ended 30 June 2016.

\*\* Paid in US Dollars and translated at the average exchange rate for the year ended 30 June 2016.

### Relationship between Group's performance and key management personnel remuneration

The table below details the relationship between the Group's earnings before interest and tax and payments made under the management incentive scheme. The linkage between performance and shareholder wealth for the current and previous four years is also shown.

	2013	2014	2015	2016	2017
Management incentive as a % of target (%)	4.7	10.4	50.2	82.2	14.3
EBIT (\$'000)	10,350	11,396	13,898	16,443	15,965
Dividends paid/payable (cents per share)	18.0	19.0	20.5	22.5	23.0
Change in share price between the start and the end of the year (%)	8.0	18.4	31.8	23.4	(6.2)

### Key management personnel equity holdings

#### Fully paid ordinary shares held in Wellcom Group Limited

##### Year ended 30 June 2017

	Opening balance 1 July 2016	Granted as remunera- tion	Other changes	Closing balance 30 June 2017	Balance held nominally
<b>Directors</b>					
W.W. Sidwell	19,509,406	-	(1,247,266)	18,262,140	-
C.A. Anzarut	20,000	-	-	20,000	-
K.B. Smith	20,000	-	-	20,000	-
J.A. Kendall	-	-	5,000	5,000	-
	<b>19,549,406</b>	<b>-</b>	<b>(1,242,266)</b>	<b>18,307,140</b>	<b>-</b>
<b>Other key management personnel</b>					
S. Rees ( <i>Resigned as Key Management Personnel on 1 March 2017</i> )	16,000	-	(16,000)	-	-
A. Lumsden	70,000	-	(10,000)	60,000	-
M. Bettridge	-	-	-	-	-
A. Sidwell	80,000	-	-	80,000	-
D. Stokes ( <i>Appointed as Key Management Personnel on 1 March 2017</i> )	-	-	-	-	-
D. Bridges	-	-	-	-	-
	<b>166,000</b>	<b>-</b>	<b>(26,000)</b>	<b>140,000</b>	<b>-</b>
	<b>19,715,406</b>	<b>-</b>	<b>(1,268,266)</b>	<b>18,447,140</b>	<b>-</b>

**Year ended 30 June 2016**

	Opening balance 1 July 2015	Granted as remunera- tion	Other changes	Closing balance 30 June 2016	Balance held nominally
<b>Directors</b>					
W.W. Sidwell	19,483,211	-	26,195	19,509,406	-
C.A. Anzarut	20,000	-	-	20,000	-
K.B. Smith	20,000	-	-	20,000	-
J.A. Kendall ( <i>Appointed as director on 27 January 2016</i> )	-	-	-	-	-
	<b>19,523,211</b>	<b>-</b>	<b>26,195</b>	<b>19,549,406</b>	<b>-</b>
<b>Other key management personnel</b>					
S. Rees	16,000	-	-	16,000	-
A. Lumsden	70,000	-	-	70,000	-
A. Sidwell	80,000	-	-	80,000	-
M. Bettridge	120,000	-	(120,000)	-	-
C. Grawe	-	-	-	-	-
D. Bridges	-	-	-	-	-
	<b>286,000</b>	<b>-</b>	<b>(120,000)</b>	<b>166,000</b>	<b>-</b>
	<b>19,809,211</b>	<b>-</b>	<b>(93,805)</b>	<b>19,715,406</b>	<b>-</b>

**Other transactions with directors**

The profit from operations includes the following items of revenue and expense that resulted from transactions other than remuneration, loans or equity holdings, with directors or their related entities.

	2017 \$	2016 \$
<b>Revenue</b>		
Kinkaid Pty Ltd (a)	<b>102,859</b>	826,513
<b>Total recognised as revenue</b>	<b>102,859</b>	826,513
<b>Expenses</b>		
Raw materials and consumables (Kinkaid Pty Ltd) (a)	<b>509,518</b>	4,196,390
Legal fees (b)	<b>14,776</b>	17,144
Rent (c)	<b>1,608,909</b>	1,478,126
<b>Total recognised as expenses</b>	<b>2,133,203</b>	5,691,660

Aggregate amounts of assets and liabilities at the end of the reporting period relating to the above types of other transactions with directors of their personally related entities:

Current assets	-	245,935
Current liabilities	<b>39,475</b>	627,798

(a) Mr Sidwell is a director and shareholder of Kinkaid Pty Ltd. The revenue and expenses arising during the years ended 30 June 2017 and 2016 disclosed above were based on normal commercial terms and conditions. Revenues charged to Kinkaid Pty Ltd relate to computer to plate (CTP) production services provided by the Group. The raw materials and consumables purchased from Kinkaid Pty Ltd relate to printing services that are subsequently charged to the Group's customer base.

(b) A director, Mr C.A. Anzarut, is a partner in the firm of Anzarut & Partners. Anzarut & Partners have provided legal services to Wellcom Group Limited for several years on normal and commercial terms and conditions.

(c) The Company leases three buildings owned by a superannuation fund the assets of which the Executive Chairman, Mr Wayne Sidwell, is a beneficiary. The rental agreements are based upon normal commercial terms and conditions and rents have been determined by independent valuation.

END OF THE AUDITED REMUNERATION REPORT

## AUDITOR INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307c of the *Corporations Act 2001* is included on page 14 of the financial report.

## NON-AUDIT SERVICES

The Group's auditor, HLB Mann Judd, did not provide any non-audit services to the consolidated entity during the year ended 30 June 2017.

## ROUNDING OF AMOUNTS

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Signed in accordance with a resolution of the directors made pursuant to s.298(2) of the *Corporations Act 2001* .

On behalf of the directors



W.W Sidwell  
Director  
Melbourne, 22 August 2017



**Auditor's Independence Declaration**

As lead auditor for the audit of the financial report of Wellcom Group Limited for the year ended 30 June 2017, I declare that to the best of my knowledge and belief there have been no contraventions of:

- (a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (b) any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Wellcom Group Limited and to the entities it controlled during the year.

A handwritten signature in dark ink that reads 'HLB Mann Judd'.

A handwritten signature in dark ink, appearing to be 'Nick Walker'.

**HLB Mann Judd**  
**Chartered Accountants**

**Nick Walker**  
**Partner**

Melbourne  
22 August 2017



Accountants | Business and Financial Advisers

**Independent Auditor's Report  
To the Members of Wellcom Group Limited**

**REPORT ON THE AUDIT OF THE FINANCIAL REPORT**

**Opinion**

We have audited the financial report of Wellcom Group Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

- (a) In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year then ended; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*;
- (b) the financial report also complies with the International Financial Reporting Standards as disclosed in Note 2(a).

**Basis for Opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities* for the *Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**HLB Mann Judd (VIC Partnership)**

Level 9, 575 Bourke Street, Melbourne VIC 3000 | GPO Box 2850, Melbourne VIC 3001 | DX 154 Melbourne | Tel: +61 (0)3 9606 3888 | Fax: +61 (0)3 9606 3800

Email: [mailbox@hlbvic.com.au](mailto:mailbox@hlbvic.com.au) | Website: [www.hlbvic.com.au](http://www.hlbvic.com.au)

Liability limited by a scheme approved under Professional Standards Legislation

HLB Mann Judd (VIC Partnership) is a member of  International. A world-wide network of independent accounting firms and business advisers.





Accountants | Business and Financial Advisers

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matter
<b>Impairment Considerations over Goodwill</b>	
Refer to Notes 2(n) Goodwill and 2(o) Impairment of	
As at 30 June 2017, the Group's Intangible Asset balance included Goodwill with a carrying value of \$46.884 million. The accounting treatment for Goodwill is outlined in note 2(n).	Our procedures in relation to the accounting treatment of Goodwill and associated impairment considerations included, but were not limited to, the following:
Goodwill is held at cost and tested for impairment at each reporting period. Management assessed the recoverable amount of each cash-generating unit by performing a value in use calculation. These calculations use cash flow projections based on financial budgets approved by management, covering a five year period. Cash flows beyond the five year period are extrapolated using a steady estimated growth rate. The growth rate does not exceed the long term average growth rates for the business in which each cash generating unit ("CGU") operates.	<ul style="list-style-type: none"> <li>▪ assessed the adopted accounting treatment against the requirements of AASB 138 <i>Intangible Assets</i> and AASB 136 <i>Impairment of Assets</i>;</li> <li>▪ obtained management's adopted impairment model ("the model") and checked the mathematical accuracy of formulae and calculations in the model, including separate discounted cash flow assessments for Australasia, UK and USA;</li> </ul>
Management's assessment of the recoverability involved the exercise of significant estimates and judgments including, amongst others, the following factors: <ul style="list-style-type: none"> <li>▪ estimating expected cash flows over a 5 year period, applying appropriate growth rates and determining an adequate terminal value; estimating ongoing costs associated with each CGU; and</li> <li>▪ determining an appropriate discount rate.</li> </ul>	<ul style="list-style-type: none"> <li>▪ performed sensitivity analysis over key assumptions utilised and judgements made (i.e. discount rate used, expected growth rates, ongoing costs) in the model taking into consideration our knowledge of the Group's operations and with reference to available external data; and</li> <li>▪ assessed if the Group's adopted disclosures met with the requirements of applicable Australian Accounting Standards.</li> </ul>

## Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2017, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Accountants | Business and Financial Advisers

### **Responsibilities of the Directors for the Financial Report**

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Accountants | Business and Financial Advisers

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON THE REMUNERATION REPORT

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 6 to 12 of the directors' report for the year ended 30 June 2017. In our opinion, the Remuneration Report of Wellcom Group Limited for the year ended 30 June 2017 complies with section 300A of the Corporations Act 2001.

### Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Handwritten signature of HLB Mann Judd in cursive script.

Handwritten signature of Nick Walker in cursive script.

**HLB Mann Judd**  
Chartered Accountants

**Nick Walker**  
Partner

Melbourne  
22 August 2017

# Directors' Declaration

In the directors' opinion:

- (a) the financial statements and notes set out on pages 20 to 64 are in accordance with the *Corporations Act 2001*, including:
  - i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
  - ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the financial year ended on that date, and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 2(a) states that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.



W.W. Sidwell  
Director

Melbourne, 22 August 2017

## Consolidated Statement of Profit or Loss for the financial year ended 30 June 2017

	Note	2017 <u>\$'000</u>	2016 <u>\$'000</u>
<b>Continuing operations</b>			
Revenue	3(a)	145,174	156,237
Other income	3(b)	971	873
Raw materials and consumables		(63,616)	(70,800)
Occupancy expenses		(7,119)	(6,827)
Employee benefits expense	3(c)	(51,809)	(55,195)
Depreciation, amortisation and impairment	3(d)	(2,764)	(2,634)
Finance costs	3(e)	(147)	(202)
Consulting expenses		(65)	(171)
Other expenses		(4,725)	(4,985)
<b>Profit before income tax expense</b>		<u>15,900</u>	16,296
Income tax expense	4(a)	(5,273)	(5,192)
<b>Net profit for the year</b>		<u>10,627</u>	11,104
Profit for the year is attributable to:			
Owners of Wellcom Group Limited		<u>10,627</u>	11,104
<b>Earnings per share:</b>			
<b>Earnings per share for profit from continuing operations attributable to the ordinary equity holders of parent:</b>			
Basic (cents per share)	21	27.12	28.33
Diluted (cents per share)	21	27.12	28.33
<b>Earnings per share from profit attributable to the ordinary equity holders of the parent:</b>			
Basic (cents per share)	21	27.12	28.33
Diluted (cents per share)	21	27.12	28.33

Notes to the consolidated financial statements are included on pages 25 to 64.

## Consolidated Statement of Comprehensive Income for the financial year ended 30 June 2017

	Note	2017 \$'000	2016 \$'000
<b>Profit for the year</b>		<b>10,627</b>	11,104
<b>Other comprehensive income</b>			
Foreign currency translation, net of tax	20	(1,079)	(818)
<b>Other comprehensive income for the year, net of tax</b>		<b>(1,079)</b>	(818)
<b>Total comprehensive income for the year</b>		<b>9,548</b>	10,286
Total comprehensive income for the year is attributable to:			
Owners of Wellcom Group Limited		<b>9,548</b>	10,286

Notes to the consolidated financial statements are included on pages 25 to 64.

## Consolidated Statement of Financial Position as at 30 June 2017

	Note	2017 \$'000	2016 \$'000
<b>Current assets</b>			
Cash and cash equivalents	5(a)	6,823	7,764
Trade and other receivables	7	22,329	23,101
Inventories and work in progress	8	1,733	1,107
Current tax receivable	4(b)	42	-
Other current assets	9	1,625	1,523
<b>Total current assets</b>		<b>32,552</b>	<b>33,495</b>
<b>Non-current assets</b>			
Property, plant and equipment	10	4,551	5,626
Deferred tax assets	4(c)	1,287	1,730
Intangible assets	11	48,398	48,914
Other non-current assets	12	319	284
<b>Total non-current assets</b>		<b>54,555</b>	<b>56,554</b>
<b>Total assets</b>		<b>87,107</b>	<b>90,049</b>
<b>Current liabilities</b>			
Trade and other payables	13	14,501	16,860
Short term borrowings	14	95	115
Current tax payables	4(b)	-	714
Provisions	15	3,876	3,980
<b>Total current liabilities</b>		<b>18,472</b>	<b>21,669</b>
<b>Non-current liabilities</b>			
Long term borrowings	17	44	144
Deferred tax liabilities	4(c)	1,851	1,796
Provisions	16	396	695
Other non-current liabilities	18	382	317
<b>Total non-current liabilities</b>		<b>2,673</b>	<b>2,952</b>
<b>Total liabilities</b>		<b>21,145</b>	<b>24,621</b>
<b>Net assets</b>		<b>65,962</b>	<b>65,428</b>
<b>Equity</b>			
Contributed equity	19	38,355	38,355
Retained earnings and reserves	20	27,607	27,073
<b>Total equity attributable to owners of Wellcom Group Limited</b>		<b>65,962</b>	<b>65,428</b>

Notes to the consolidated financial statements are included on pages 25 to 64.

## Consolidated Statement of Changes in Equity for the financial year ended 30 June 2017

	Note	Contributed equity \$'000	Reserves \$'000	Retained Earnings \$'000	Total Equity attributable to owners of the parent \$'000
<b>At 1 July, 2016</b>		<b>38,355</b>	<b>94</b>	<b>26,979</b>	<b>65,428</b>
Profit for the year		-	-	10,627	10,627
Other comprehensive income for the year		-	(1,079)	-	(1,079)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>(1,079)</b>	<b>10,627</b>	<b>9,548</b>
Transactions with owners in their capacity as owners:					
Dividends paid	22	-	-	(9,014)	(9,014)
		<b>38,355</b>	<b>(985)</b>	<b>28,592</b>	<b>65,962</b>

	Note	Contributed equity \$'000	Reserves \$'000	Retained Earnings \$'000	Total Equity attributable to owners of the parent \$'000
<b>At 1 July, 2015</b>		<b>38,355</b>	<b>912</b>	<b>24,105</b>	<b>63,372</b>
Profit for the year		-	-	11,104	11,104
Other comprehensive income for the year		-	(818)	-	(818)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>(818)</b>	<b>11,104</b>	<b>10,286</b>
Transactions with owners in their capacity as owners:					
Dividends paid	22	-	-	(8,230)	(8,230)
		<b>38,355</b>	<b>94</b>	<b>26,979</b>	<b>65,428</b>

Notes to the consolidated financial statements are included on pages 25 to 64.



## Consolidated Statement of Cash Flows for the financial year ended 30 June 2017

	Note	2017 <u>\$'000</u>	2016 <u>\$'000</u>
<b>Cash flows from operating activities</b>			
Receipts from customers		162,469	169,247
Payments to suppliers and employees		(146,604)	(150,188)
Income tax paid		(5,611)	(5,264)
Interest and other costs of finance paid		(147)	(202)
Net cash provided by operating activities	5(b)	<u>10,107</u>	<u>13,593</u>
<b>Cash flows used in investing activities</b>			
Interest received		84	46
Payments for business acquisitions, net of cash acquired	29	-	(3,440)
Proceeds from sale of property, plant and equipment		4	95
Payment of development costs	11	(844)	(539)
Payment for property, plant and equipment	10	<u>(1,187)</u>	<u>(2,868)</u>
Net cash used in investing activities		<u>(1,943)</u>	<u>(6,706)</u>
<b>Cash flows used in financing activities</b>			
Dividends paid		(9,014)	(8,230)
Repayments of borrowings		<u>(195)</u>	<u>(2,491)</u>
Net cash used in financing activities		<u>(9,209)</u>	<u>(10,721)</u>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,045)</b>	<b>(3,834)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>7,764</b>	<b>11,678</b>
<b>Effects of exchange rate changes on cash and cash equivalents</b>		<b>104</b>	<b>(80)</b>
<b>Cash and cash equivalents at the end of the year</b>	5(a)	<u><b>6,823</b></u>	<u><b>7,764</b></u>

Notes to the consolidated financial statements are included on pages 25 to 64.

# Notes to the Consolidated Financial Statements for the financial year ended 30 June 2017

1.	Corporate information	26
2.	Summary of significant accounting policies	26
3.	Profit from operations	39
4.	Income tax expense	40
5.	Cash and cash equivalents	42
6.	Remuneration of auditors	43
7.	Trade and other receivables	44
8.	Inventories and work in progress	44
9.	Other current assets	44
10.	Property, plant and equipment	45
11.	Intangible assets	46
12.	Other non-current assets	47
13.	Trade and other payables	47
14.	Short term borrowings	47
15.	Current provisions	48
16.	Non-current provisions	48
17.	Long term borrowings	49
18.	Other non-current liabilities	49
19.	Contributed equity	49
20.	Retained earnings and reserves	50
21.	Earnings per share	50
22.	Dividends	51
23.	Financial risk management and instruments	51
24.	Commitments for expenditure	56
25.	Segment information	56
26.	Key management personnel disclosures	58
27.	Related party disclosures	59
28.	Subsidiaries	60
29.	Business combination	60
30.	Fair value measurements	61
31.	Parent entity financial information	63
32.	Subsequent events	63
33.	Additional company information	64

## **1. Corporate information**

The financial statements of Wellcom Group Limited (the Group or consolidated entity) for the year ended 30 June 2017 was authorised for issue in accordance with a resolution of the directors on 22 August 2017.

Wellcom Group Limited is a company incorporated and domiciled in Australia and limited by shares, which are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activities of the Group are described in the directors' report.

## **2. Summary of significant accounting policies**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report is for the consolidated entity consisting of Wellcom Group Limited and its subsidiaries.

### **a) Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Wellcom Group Limited is a for-profit entity for the purpose of preparing these financial statements.

#### *(i) Compliance with IFRS*

The Financial Statements also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

#### *(ii) New and amended standards adopted by the Group*

The impact of adoption of new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2016 is disclosed in note 2(ab).

#### *(iii) Early adoption of standards*

The Group has not elected to apply any pronouncements before their operative date in the annual reporting period beginning 1 July 2016.

#### *(iv) Historical cost convention*

The financial report has been prepared on a historical cost basis unless otherwise stated.

### **b) Principles of consolidation**

#### *(i) Subsidiaries*

The consolidated financial statements comprise the financial statements of Wellcom Group Limited and its subsidiaries at 30 June each year (the Group). Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. During the year ended 30 June 2017 subsidiaries have comprised Wellcom London Ltd, Wellcom Group Pte Ltd, Wellmalaysia Sdn Bhd, Wellcom Moving Images Pty Ltd, iPrint Corporate Pty Ltd, Wellcom Group Inc, theLab LLC, Dippin' Sauce LLC and Wellcom Group Limited (Hong Kong).

Wellcom London Ltd, Wellcom Group Pte Ltd, Wellmalaysia Sdn Bhd and Wellcom Group Limited (Hong Kong) are 100% owned by Wellcom Group Limited. The consolidated financial statements include the results of Wellcom London Ltd, Wellcom Group Pte Ltd, Wellmalaysia Sdn Bhd and Wellcom Group Limited (Hong Kong) for the entire financial year. The financial statements of these subsidiaries have been prepared using consistent accounting policies adopted by the Group.

Wellcom Moving Images Pty Ltd and iPrint Corporate Pty Ltd are 100% owned and controlled by Wellcom Group Limited. Both subsidiaries were dormant for the whole of the financial year.

## **2. Summary of significant accounting policies (continued)**

### **b) Principles of consolidation (continued)**

Wellcom Group Inc is 100% owned by Wellcom Group Limited. The consolidated financial statements include the results of Wellcom Group Inc for the entire financial year. The financial statements of the subsidiary have been prepared using consistent accounting policies adopted by the Group.

theLab LLC and Dippin' Sauce LLC are 100% owned by Wellcom Group Inc. The consolidated financial statements include the results of theLab LLC and Dippin' Sauce LLC for the entire financial year. The financial statements of the subsidiary have been prepared using consistent accounting policies adopted by the Group.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-Group transactions have been eliminated in full.

### **c) Significant accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions can be found in the relevant notes to the financial statements.

#### *(i) Significant accounting judgements*

##### *Recovery of deferred tax assets*

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

##### *Impairment of non-financial assets other than goodwill*

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include product performance, technology, economic and political environments and future product expectations. If an impairment trigger exists the recoverable amount of the asset is determined. Management does not consider that the triggers for impairment testing have been significant and as such these assets have not been tested for impairment in this financial period.

#### *(ii) Significant accounting estimates and assumptions*

##### *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units, to which the goodwill is allocated, using a value in use discounted cash flow methodology. Further details of significant accounting estimates and assumptions applied are provided in note 11.

##### *Estimation of useful lives of assets*

The estimation of the useful lives of assets has been based on historical experience. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

## **2. Summary of significant accounting policies (continued)**

### **d) Revenue recognition**

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

#### *Sale of goods*

Revenue from the sale of goods is recognised when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods. Risks and rewards of ownership are considered passed to the buyer at the time of delivery of the goods to the customer.

#### *Rendering of services*

Revenue from a contract to provide services is recognised in the period in which the services were provided.

#### *Interest income*

Interest income is recognised using the effective interest rate method.

#### *Dividends*

Dividends are recognised as revenue when the right to receive payment is established.

### **e) Borrowings**

Borrowings are initially recorded at fair value, net of transaction costs incurred.

Subsequent to initial recognition, borrowings are measured at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption amount being recognised in the consolidated income statement over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities that are yield related are included as part of the carrying amount of the loans and borrowings.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs are expensed as they are incurred. Wellcom Group Limited does not currently hold qualifying assets but, if it did, the borrowing costs directly associated with this asset would be capitalised (including any other associated costs directly attributable to the borrowing and temporary investment income earned on the borrowing).

### **f) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, deposits held at call with financial institutions and readily convertible investments in money market instruments, net of outstanding bank overdrafts. Where outstanding bank overdrafts exist, they are shown within borrowings in current liabilities in the consolidated statement of financial position. For the purpose of the consolidated statement of cash flows cash and cash equivalents consist of cash and cash equivalents as defined above.

### **g) Employee benefits**

#### *i) Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

## **2. Summary of significant accounting policies (continued)**

### **g) Employee benefits (continued)**

#### *ii) Other long-term employee benefit obligations*

The liability for long service leave and annual leave which is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on government bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer settlement for at least 12 months after the reporting date, regardless of when the actual settlement is expected to occur.

### **h) Investments and other financial assets**

#### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (ie. trade date accounting is adopted). Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified “at fair value through profit or loss”, in which case transaction costs are expensed to profit or loss immediately.

#### *Classification and subsequent measurement*

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Other financial assets are classified into the following specified categories: financial assets ‘at fair value through profit or loss’, ‘held-to-maturity’ investments, ‘available-for-sale’ financial assets, and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through the profit and loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. The Group did not have any assets classified as ‘financial assets at fair value through profit or loss’ during this reporting period.

#### *Held-to-maturity investments*

Bills of exchange and debentures are recorded at amortised cost using the effective interest method less impairment, with revenue recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period.

#### *Available-for-sale financial assets*

The entity did not have any assets classified as being ‘available-for-sale’.

#### *Loans and receivables*

##### *i) Trade receivables*

Trade receivables, which generally have 30 to 60 day terms, are recognised and carried at amortised cost using the effective interest method less any allowance for any uncollectable amounts.

## **2. Summary of significant accounting policies (continued)**

### **h) Investments and other financial assets (continued)**

An allowance for doubtful debts is made when there is objective evidence that the Group may not be able to collect the debts. Collectibility of trade receivables is reviewed on an ongoing basis, and bad debts are written off when identified.

#### *ii) Loans and other receivables*

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recorded at amortised cost using the effective interest method less any impairment. These are included in current assets, except for those with maturities greater than 12 months after reporting date, which are classified as non-current.

#### *Impairment*

A financial asset (or a group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

#### *Derecognition*

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

### **i) Financial instruments issued by the company**

#### *Transaction costs on the issue of equity instruments*

Transaction costs arising on the issue of equity instruments are recognised directly in equity, net of any tax effect, as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

#### *Interest and dividends*

Interest and dividends are classified as expenses or as distributions of profit consistent with the classification of the related debt or equity instruments or component parts of compound instruments in the consolidated statement of financial position.

## **2. Summary of significant accounting policies (continued)**

### **j) Inventories**

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate portion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **k) Foreign currency translation**

#### *(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Wellcom Group Limited's functional and presentation currency.

#### *(ii) Translation and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss, except when they are attributable to part of the net investment in a foreign operation.

Translation differences on financial assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale financial assets are included in the fair value reserve in equity.

#### *(iii) Group companies*

The results and financial position of all Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- income and expenses are translated at average exchange rates (unless that it is not a reasonable approximation of the cumulative effect of rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are taken to shareholders' equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entities and translated at the closing rate.

### **l) Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.



## **2. Summary of significant accounting policies (continued)**

### **m) Intangible assets**

#### *Intangible assets acquired in a business combination*

All intangible assets acquired in a business combination are initially measured at fair value at the date of acquisition. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. All potential intangible assets are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair value can be measured reliably. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised developments costs, are not capitalised and expenditure is recognised as an expense in the period incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed at each reporting period to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

### **n) Goodwill**

Goodwill acquired in a business combination is measured as described in note 2(v). Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- (i) the consideration transferred;
- (ii) any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
- (iii) the acquisition date fair value of any previously held equity interest, over the acquisition date fair value of net identifiable assets acquired.

Goodwill is recognised as an asset and not amortised, but tested for impairment annually and more frequently if there is an indication that the carrying amount may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units), to which the goodwill relates.

Wellcom Group Limited performs its impairment testing as at 30 June each year using a value in use, discounted cash flow methodology for cash generating units to which goodwill and indefinite lived intangibles have been allocated. Further details on the methodology and assumptions used are outlined in note 11.

## **2. Summary of significant accounting policies (continued)**

### **n) Goodwill (continued)**

When the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. When goodwill forms part of a cash-generating unit (or group of cash-generating units) and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Any impairment is recognised immediately in profit or loss and is not subsequently reversed.

### **o) Impairment of assets**

The carrying amount of tangible and intangible assets are reviewed annually to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the recoverable amount of the cash-generating unit to which the asset belongs is estimated.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

### **p) Income tax**

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

## **2. Summary of significant accounting policies (continued)**

### **p) Income tax (continued)**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Wellcom Group Limited and its wholly-owned Australian controlled entities implemented the tax consolidation legislation on 1 July 2012. 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.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, respectively.

#### *Investment allowances*

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets (investment allowances). The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward.

### **q) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *Group as lessee*

Assets held under finance leases are initially recognised at their fair value or, if lower, at amounts equal to the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly in expenses.

Finance leased assets are amortised on a straight-line basis over the shorter of the estimated useful life of the asset and the remaining lease term.

Operating lease payments are recognised as an expense in the consolidated statement of profit or loss on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### *Lease incentives*

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefits of incentives are recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## **2. Summary of significant accounting policies (continued)**

### **r) Trade and other payables**

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

### **s) Property, plant and equipment**

Plant and equipment, leasehold improvements and equipment under finance lease are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each annual reporting period.

The following estimated useful lives are used in the calculation of depreciation:

Leasehold improvements	6 years
Plant & equipment	3 - 20 years
Equipment under finance lease	3 - 6 years
Furniture, fixtures & fittings	5 years

The above estimated useful lives are consistent with the prior year.

The carrying values of plant and equipment, leasehold improvements and equipment under finance lease are reviewed for impairment at each reporting date, with the recoverable amount being estimated when events or changes in circumstances indicate the carrying value may be impaired.

For assets that do not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in profit or loss in the year the asset is derecognised.

### **t) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be measured reliably. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

## **2. Summary of significant accounting policies (continued)**

### **t) Provisions (continued)**

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that recovery will be received and the amount of the receivable can be measured reliably.

An onerous contract is considered to exist where the Group has a contract under which the unavoidable cost of meeting the contractual obligations exceed the economic benefits estimated to be received. Present obligations arising under onerous contracts are recognised as a provision to the extent that the present obligation exceeds the economic benefits estimated to be received.

### **u) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

### **v) Business combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent assets assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in the income statement as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's weighted average cost of capital, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated statement of profit or loss.

### **w) Contributed equity**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **x) Earnings per share**

Basic earnings per share is calculated as net profit attributable to members of the parent, divided by the weighted average number of issued ordinary shares, adjusted for any bonus element.

## **2. Summary of significant accounting policies (continued)**

### **x) Earnings per share (continued)**

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of issued ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

### **y) Parent entity financial information**

The financial information for the parent entity, Wellcom Group Limited, disclosed in note 31 has been prepared on the same basis as the consolidated financial statements.

### **z) Rounding of amounts**

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest thousand dollars, or in certain cases, to the nearest dollar.

### **aa) New and amended standards adopted by the Group**

There have been no changes to the Group's accounting policies during the reporting period.

### **ab) New Accounting Standards for Application in Future Periods**

Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

*AASB 9: Financial Instruments and associated Amending Standards (applicable for annual reporting periods commencing on or after 1 January 2018).*

The Standard will be applicable retrospectively (subject to the comment on hedge accounting below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes made to the Standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of AASB 9, the application of such accounting would be largely prospective.

## **2. Summary of significant accounting policies (continued)**

### **ab) New Accounting Standards for Application in Future Periods (continued)**

*AASB 15: Revenue from Contracts with Customers (applicable to annual reporting periods commencing on or after 1 January 2018).*

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers. The core principle of the Standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step process:

- identify the contract(s) with a customer;
- identify the performance obligations in the contract(s);
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract(s); and
- recognise revenue when (or as) the performance obligations are satisfied.

This Standard will require retrospective restatement, as well as enhanced disclosures regarding revenue. Although the Group anticipate that the adoption of AASB 15 may have an impact on the financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

*AASB 16: Leases (applicable to annual reporting periods commencing on or after 1 January 2019).*

When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

The main changes introduced by the new Standard include:

- recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- depreciation of right-to-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- variable lease payments that depend on an index or a rate are included in the initial measurement of the lease liability using the index or rate at the commencement date;
- by applying a practical expedient, a lessee is permitted to elect not to separate non-lease components and instead account for all components as a lease; and
- additional disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

Although the directors anticipate that the adoption of AASB 16 will impact the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

**3. Profit from operations**

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Revenue</b>		
Revenue from continuing operations	<b>145,174</b>	156,237
<b>(b) Other income</b>		
Gain from derecognition of contingent consideration	<b>230</b>	83
Interest revenue (bank deposits)	<b>82</b>	55
Rental and sub-lease rental income	<b>420</b>	509
Other	<b>239</b>	226
	<b>971</b>	873
<b>(c) Employee benefits expense</b>		
Salaries and wages	<b>(51,639)</b>	(55,015)
Fringe benefits tax	<b>(113)</b>	(114)
Staff amenities	<b>(57)</b>	(66)
	<b>(51,809)</b>	(55,195)
<b>(d) Depreciation, amortisation &amp; impairment</b>		
Depreciation of non-current assets	<b>(2,151)</b>	(2,133)
Amortisation of internally generated intangible assets	<b>(613)</b>	(501)
	<b>(2,764)</b>	(2,634)
<b>(e) Finance costs</b>		
Interest expense	<b>(147)</b>	(202)
<b>(f) Net loss on disposal of property, plant and equipment</b>	<b>-</b>	(3)
<b>(g) Rental expenses relating to operating leases</b>		
Minimum lease payments	<b>(5,308)</b>	(5,149)
<b>(h) Net foreign exchange loss</b>	<b>(80)</b>	(66)
<b>(i) Bad and doubtful debts loss</b>	<b>(36)</b>	(418)



#### 4. Income tax expense

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
<b>(a) Income tax recognised in profit or loss</b>		
Tax expense comprises:		
Current income tax expense	4,860	4,602
Deferred income tax income relating to the origination and the origination and reversal of temporary differences	498	655
Current income charge in respect of previous years	(85)	(65)
Total income tax expense	<u>5,273</u>	<u>5,192</u>
Attributable to:		
Continuing operations	<u>5,273</u>	<u>5,192</u>
Deferred income tax revenue included in income tax expense comprises:		
Increase in deferred tax assets (note 4(c))	443	(268)
Increase in deferred tax liabilities (note 4(c))	55	923
	<u>498</u>	<u>655</u>
The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:		
Profit from continuing operations before income tax expense	15,900	16,296
Income tax expense calculated at 30% (2016: 30%)	4,770	4,889
Non-deductible expenses	83	122
Research and development deduction	(166)	(150)
Differences in overseas tax rates	669	253
Previously unrecognised tax losses recouped to reduce current tax expense	-	(50)
Over provided in prior periods	(85)	(65)
Change in unrecognised temporary differences	10	204
Non-assessable income	(103)	(17)
Adjustments for current tax of prior periods	85	-
Deferred tax assets not recognised	10	6
	<u>5,273</u>	<u>5,192</u>
The tax rate used in the above reconciliation is the corporate tax rate of 30% (2016: 30%) payable by Australian corporate entities on taxable profits under Australian tax law.		
<b>(b) Current tax assets and liabilities</b>		
Current tax assets	<u>42</u>	-
Current tax liabilities	-	<u>714</u>
<b>(c) Deferred tax balances</b>		
Deferred tax assets comprise:		
Temporary differences	<u>1,287</u>	<u>1,730</u>
Deferred tax liabilities comprise:		
Temporary differences	<u>1,851</u>	<u>1,796</u>

#### 4. Income tax expense (continued)

2017

	Opening balance \$'000	Charged/ Credited to Income \$'000	Acquisitions /Disposals \$'000	Closing balance \$'000
<b>Gross deferred tax assets:</b>				
Provisions	1,719	(437)	-	1,282
Doubtful debts	-	2	-	2
Property, plant and equipment	11	(8)	-	3
	<b>1,730</b>	<b>(443)</b>	<b>-</b>	<b>1,287</b>
<b>Gross deferred tax liabilities:</b>				
Interest receivable	3	(1)	-	2
Intangible assets	385	69	-	454
Investments	13	4	-	17
Deposits Paid	1	-	-	1
Intangible assets	587	406	-	993
PP&E	807	(423)	-	384
	<b>1,796</b>	<b>55</b>	<b>-</b>	<b>1,851</b>

2016

	Opening balance \$'000	Prior Year Adjustments \$'000	Charged/ Credited to Income \$'000	Acquisitions /Disposals \$'000	Closing balance \$'000
<b>Gross deferred tax assets:</b>					
Provisions	1,381	43	295	-	1,719
Investments	-	5	(5)	-	-
Accruals	24	-	(24)	-	-
Property, plant and equipment	9	-	2	-	11
	<b>1,414</b>	<b>48</b>	<b>268</b>	<b>-</b>	<b>1,730</b>
<b>Gross deferred tax liabilities:</b>					
Interest receivable	14	-	(11)	-	3
Intangible assets	373	-	12	-	385
Investments	44	-	(31)	-	13
Deposits Paid	2	-	(1)	-	1
Intangible assets	-	-	587	-	587
PP&E	-	440	367	-	807
	<b>433</b>	<b>440</b>	<b>923</b>	<b>-</b>	<b>1,796</b>

	2017 \$'000	2016 \$'000
<b>(d) Tax losses</b>		
Unused tax losses for which no deferred tax asset has been recognised	<b>1,869</b>	1,984
Potential tax benefit	<b>337</b>	401

The above tax losses relate to overseas subsidiaries.

## 5. Cash and cash equivalents

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Cash and cash equivalents</b>		
Cash on hand	17	17
Cash at bank	4,806	4,747
Cash at call	2,000	3,000
<b>Total cash and cash equivalents</b>	<b>6,823</b>	<b>7,764</b>

Cash at bank and on hand earns interest at floating rates based upon daily deposit rates. Cash at call earns higher interest rates at fixed rates at floating rates based upon the Australian cash rate. The interest rate applicable to cash on deposit at 30 June 2017 is 1.8% (2016: 2.05%).

### (b) Reconciliation of profit to the net cash flows from operating activities

A reconciliation of the net profit after tax of the Group to the net cash inflows from operating activities is provided below:

Net profit after income tax	10,627	11,104
<b>Adjustments for non-cash income and expense items:</b>		
Amortisation of intangible assets	613	501
Depreciation of non-current assets	2,151	2,133
(Profit)/Loss on disposal of non-current assets	(4)	3
Interest income received and receivable	(84)	(55)
Gain on derecognition of contingent consideration	(230)	(83)
Net exchange difference	(997)	(783)
<b>Increase/decrease in assets/liabilities:</b>		
Trade and other receivables	772	(3,881)
Inventories	610	356
Other assets	(626)	471
Trade and other payables	(2,294)	4,206
Income tax payable	(756)	(1,094)
Deferred tax balances	498	1,047
Provisions	(173)	(332)
<b>Net cash from operating activities</b>	<b>10,107</b>	<b>13,593</b>

### (c) Financing activities

Secured bank finance facilities subject to annual review:

- amount used	1,165	1,437
- amount unused	8,081	8,132
	<b>9,246</b>	<b>9,569</b>

**6. Remuneration of auditors**

	<b>2017</b>	<b>2016</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Auditor services</b>		
<i>HLB Mann Judd:</i>		
Audit and review of the financial reports	<b>89,750</b>	88,000
<i>HLB Mann Judd related practices:</i>		
Audit and review of the financial reports	<b>47,571</b>	52,288
<i>Other Auditors:</i>		
Audit and review of the financial reports	<b>30,995</b>	38,624
Total remuneration for audit services	<b>168,316</b>	178,912
<b>(b) Other services</b>		
<i>HLB Mann Judd related practices:</i>		
Taxation services	<b>18,653</b>	27,107
Other services	-	6,027
<i>Other Auditors:</i>		
Taxation services	<b>2,521</b>	3,079
Total remuneration for non-audit services	<b>21,174</b>	36,213

**7. Trade and other receivables**

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade receivables	<b>22,344</b>	23,139
Allowance for doubtful debts (note 23)	<b>(76)</b>	(98)
	<b>22,268</b>	23,041
Sundry debtors	<b>54</b>	51
Interest income receivable	<b>7</b>	9
	<b>22,329</b>	23,101

Trade receivables are non-interest bearing and have average credit periods of thirty (30) to ninety days (90). An allowance for doubtful debts is made when there is objective evidence that a trade receivable is impaired in accordance with AASB 139 *Financial Instruments: Recognition and Measurement*. The amount of any allowance/impairment loss has been measured as the difference between the carrying amount of the trade receivables and the estimated future cash flows expected to be received from the relevant debtors. The Group's exposure to credit risk and foreign exchange risk related to trade and other receivables is disclosed in note 23. Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

**8. Inventories and work in progress**

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
Raw materials at cost	<b>101</b>	79
Work in progress	<b>1,632</b>	1,028
	<b>1,733</b>	1,107

**9. Other current assets**

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
Prepayments	<b>1,625</b>	1,523
	<b>1,625</b>	1,523

**10. Property, plant and equipment**

	<b>Plant and equipment \$'000</b>	<b>Leasehold improvements \$'000</b>	<b>Furniture and fittings \$'000</b>	<b>Equipment under finance lease \$'000</b>	<b>Total \$'000</b>
<b>At 30 June 2015</b>					
At cost	16,628	3,373	1,568	432	22,001
Accumulated depreciation	(13,438)	(2,172)	(1,147)	(189)	(16,946)
<b>Net book amount</b>	<b>3,190</b>	<b>1,201</b>	<b>421</b>	<b>243</b>	<b>5,055</b>
<b>Year ended 30 June 2016</b>					
Opening net book amount	3,190	1,201	421	243	5,055
Additions	2,470	139	102	157	2,868
Disposals/transfers	(69)	(17)	(1)	(11)	(98)
Depreciation charge	(1,574)	(292)	(137)	(130)	(2,133)
Exchange differences	(83)	14	(3)	6	(66)
<b>Closing net book amount</b>	<b>3,934</b>	<b>1,045</b>	<b>382</b>	<b>265</b>	<b>5,626</b>
<b>At 30 June 2016</b>					
At cost	17,353	3,326	1,554	505	22,738
Accumulated depreciation	(13,419)	(2,281)	(1,172)	(240)	(17,112)
<b>Net book amount</b>	<b>3,934</b>	<b>1,045</b>	<b>382</b>	<b>265</b>	<b>5,626</b>
<b>Year ended 30 June 2017</b>					
Opening net book amount	3,934	1,045	382	265	5,626
Additions	733	-	454	-	1,187
Disposals/transfers/revaluations	(4)	-	-	-	(4)
Depreciation charge	(1,445)	(261)	(328)	(117)	(2,151)
Exchange differences	(74)	(20)	(6)	(7)	(107)
<b>Closing net book amount</b>	<b>3,144</b>	<b>764</b>	<b>502</b>	<b>141</b>	<b>4,551</b>
<b>At 30 June 2017</b>					
At cost	17,765	3,280	1,972	488	23,505
Accumulated depreciation	(14,621)	(2,516)	(1,470)	(347)	(18,954)
<b>Net book amount</b>	<b>3,144</b>	<b>764</b>	<b>502</b>	<b>141</b>	<b>4,551</b>

## 11. Intangible assets

	Goodwill \$'000	Software * \$'000	Total \$'000
<b>At 1 July 2015</b>			
Cost	44,948	1,521	46,469
Accumulated amortisation	-	(276)	(276)
Accumulated impairment losses	(460)	-	(460)
<b>Net book amount</b>	<b>44,488</b>	<b>1,245</b>	<b>45,733</b>
<b>Year ended 30 June 2016</b>			
Opening net book amount	44,488	1,245	45,733
Additions – internal development	-	539	539
Additions – acquisition (note 29)	3,833	-	3,833
Amortisation charge **	-	(501)	(501)
Exchange differences	(690)	-	(690)
<b>Closing net book amount</b>	<b>47,631</b>	<b>1,283</b>	<b>48,914</b>
<b>At 30 June 2016</b>			
Cost	48,091	2,060	50,151
Accumulated amortisation	-	(777)	(777)
Accumulated impairment losses	(460)	-	(460)
<b>Net book amount</b>	<b>47,631</b>	<b>1,283</b>	<b>48,914</b>
<b>Year ended 30 June 2017</b>			
Opening net book amount	47,631	1,283	48,914
Additions – internal development	-	844	844
Amortisation charge **	-	(613)	(613)
Exchange differences	(747)	-	(747)
<b>Closing net book amount</b>	<b>46,884</b>	<b>1,514</b>	<b>48,398</b>
<b>At 30 June 2017</b>			
Cost	47,344	2,904	50,248
Accumulated amortisation	-	(1,390)	(1,390)
Accumulated impairment losses	(460)	-	(460)
<b>Net book amount</b>	<b>46,884</b>	<b>1,514</b>	<b>48,398</b>

\* Software includes capitalised development costs being an internally generated intangible asset.

\*\* Amortisation of \$612,970 (2016: \$500,918) is included in depreciation and amortisation expense in the profit and loss.

### (a) Impairment testing of goodwill

Goodwill is allocated to the Group's cash-generating units (CGU's) according to operating segment and country of operation. A segment-level summary of the goodwill allocation is presented below.

	2017 \$'000	2016 \$'000
Australasia	30,405	30,405
United Kingdom	5,253	5,598
United States of America	11,226	11,628
<b>Total Goodwill</b>	<b>46,884</b>	<b>47,631</b>

During the financial period, the Group assessed the recoverable amount of goodwill. The recoverable amount of each cash-generating unit is determined by value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five year period. Cash flows beyond the five year period are extrapolated using steady estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

## 11. Intangible assets (continued)

### (b) Key assumptions used for value-in-use calculations

	Growth rate *		Discount rate **	
	2017	2016	2017	2016
	%	%	%	%
Australasia	<b>3.0</b>	3.0	<b>9.2</b>	9.4
United Kingdom	<b>3.0</b>	3.0	<b>10.6</b>	9.3
United States of America	<b>3.0</b>	3.0	<b>8.2</b>	6.7

\* Estimated growth rate used to extrapolate cash flows beyond the budget period.

\*\* In performing the value-in-use calculations for each CGU, the Group has applied pre-tax discount rates to pre-tax cash flows.

In completing value-in-use calculations management determined budgeted gross margins based on past performance and its expectations for the future. The weighted average growth rates used are consistent with forecasts included in industry reports. Management believes the projected growth rate to be prudent and justified based on the Group's past and expected performance. The discount rates used reflect specific risks relating to the relevant segments and the countries in which they operate.

### (c) Impact of possible changes in key assumptions

A reasonable change in key assumptions would not cause the CGU's carrying amounts to exceed their recoverable amounts.

## 12. Other non-current assets

	2017	2016
	\$'000	\$'000
Deposits paid	<b>319</b>	284

## 13. Trade and other payables

	2017	2016
	\$'000	\$'000
<b>Unsecured</b>		
Trade payables	<b>10,241</b>	10,901
Goods and services tax / value added tax (GST / VAT) payable	<b>884</b>	1,169
Other	<b>3,376</b>	4,790
	<b>14,501</b>	16,860

The average credit period on purchases of goods and services is thirty (30) days. No interest is charged on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe. The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 23.

## 14. Short term borrowings

	2017	2016
	\$'000	\$'000
Lease liability (Note 24)	<b>95</b>	115
	<b>95</b>	115



## 15. Current provisions

	2017 \$'000	2016 \$'000
Employee benefits (a)	3,876	3,919
Provision for makegood (b)	-	20
Contingent purchase consideration (note 30)	-	41
	3,876	3,980

(a) The current provision for employee benefits includes accrued annual leave, long service leave and provision for redundancies. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount of the provision of \$3,876,000 (2016: \$3,919,000) is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

	2017 \$'000	2016 \$'000
Current leave obligations expected to be settled after 12 months	231	625

### (b) Provision for Makegood

Provision has been made for the estimated cost ("makegood") to restore leasehold property to its former state under the terms of the various leases. The costs have been measured at present value of the estimated expenditure required to remove any leasehold improvements.

### Movement in provisions: Makegood

	2017 \$'000	2016 \$'000
Carrying amount at the beginning of the year	20	15
Charged/(credited) to the consolidated income statement:		
- Movement from non-current provision	-	20
- Derecognition of make good provision	(20)	(15)
Carrying amount at year end	-	20

## 16. Non-current provisions

	2017 \$'000	2016 \$'000
Employee benefits	289	364
Provision for makegood (a)	35	15
Contingent purchase consideration (note 30)	72	316
	396	695

### (a) Provision for Makegood

Provision has been made for the estimated cost ("makegood") to restore leasehold property to its former state under the terms of the various leases. The costs have been measured at present value of the estimated expenditure required to remove any leasehold improvements.

### Movement in provisions: Makegood

	2017 \$'000	2016 \$'000
Carrying amount at the beginning of the year	15	35
Charged/(credited) to the consolidated income statement:		
- Additional provisions recognised	20	0
- Movement to current provision	-	(20)
Carrying amount at year end	35	15

**17. Long term borrowings**

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
Lease liability (Note 24)	<b>44</b>	144

**18. Other non-current liabilities**

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
Deferred Rent	<b>374</b>	198
Deposits payable	<b>8</b>	119
	<b>382</b>	317

**19. Contributed equity**

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
39,190,001 (2016: 39,190,001) fully paid ordinary shares*	<b>38,355</b>	38,355
	<b>38,355</b>	38,355

\* Fully paid ordinary shares carry one voting right per share and carry the right to receive dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. The shares do not have a par value.

**Capital risk management**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of directors monitors the return on capital, which the Group defines as net operating income attributable to members of the parent entity divided by average shareholders' equity. The Board also monitors the level of dividends to ordinary shareholders.

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 Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group's aim is to achieve a minimum return on capital of 15 percent; during the year ended 30 June 2017 the return was 16 percent (2016: 17 percent). In comparison the weighted average interest expense on interest-bearing loans and borrowings (excluding liabilities with imputed interest) was NIL (2016: NIL).

There were no changes in the Group's approach to capital management during the year.

Wellcom Group Limited has entered into lending arrangements with its bankers to obtain overdraft, commercial bill, lease/hire purchase, guarantee/standby letter of credit, pay away facilities and an interest bearing loan. The Group has undertaken to adhere to financial reporting and other conditions as part of this arrangement. The other conditions consist of financial covenants for interest cover and debt to EBITDA ratios, unencumbered liquid assets thresholds and EBITDA thresholds. The Group has given undertakings that these ratios and thresholds will be within agreed limits, measured either against six or twelve month rolling results. The Group has complied with the externally imposed capital requirements during the current and prior years.

## 20. Retained earnings and reserves

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Reserves</b>		
Foreign currency translation reserve	<b>(985)</b>	94
<b>Movements:</b>		
<i>Foreign currency translation reserve:</i>		
Balance at beginning of financial year	<b>94</b>	912
Currency translation differences during the year	<b>(1,079)</b>	(818)
Balance at end of financial year	<b>(985)</b>	94
<b>(b) Retained earnings</b>		
<i>Movements in retained profits were as follows:</i>		
Balance at beginning of financial year	<b>26,979</b>	24,105
Net profit attributable to members of the parent	<b>10,627</b>	11,104
Dividends paid or provided for (note 22)	<b>(9,014)</b>	(8,230)
Balance at end of financial year	<b>28,592</b>	26,979
<b>Total reserves and retained earnings</b>	<b>27,607</b>	27,073

### (c) Nature and purpose of reserves

#### *(i) Foreign currency translation reserve*

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve. The reserve is recognised in profit or loss when the net investment is disposed of.

## 21. Earnings per share

	<b>2017</b>	<b>2016</b>
	<b>Cents</b>	<b>Cents</b>
<b>(a) Basic earnings per share</b>		
- from continuing operations	<b>27.12</b>	28.33
Total basic earnings per share	<b>27.12</b>	28.33
<b>(b) Diluted earnings per share</b>		
- from continuing operations	<b>27.12</b>	28.33
Total diluted earnings per share	<b>27.12</b>	28.33
<b>(c) Reconciliations of earnings used in calculating earnings per share</b>		
	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Basic earnings per share</i>		
Profit attributable to the ordinary equity holders of the company used in calculating basic earnings per share	<b>10,627</b>	11,104
<i>Diluted earnings per share</i>		
Profit attributable to the ordinary equity holders of the company used in calculating basic earnings per share	<b>10,627</b>	11,104
Adjustments to profits for the purposes of calculating diluted earnings per share	-	-
Profit attributable to the ordinary equity holders of the company used in calculating diluted earnings per share	<b>10,627</b>	11,104

## 21. Earnings per share (continued)

	<b>2017</b>	<b>2016</b>
<b>Weighted number of shares used as the denominator</b>	<b>No. '000</b>	<b>No. '000</b>
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	<b>39,190</b>	39,190
Adjustments for calculation of diluted earnings per share	-	-
<b>Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share</b>	<b>39,190</b>	39,190

## 22. Dividends

	<b>2017</b>		<b>2016</b>
	<b>Cents</b>	<b>\$'000</b>	<b>Cents</b>
<b>(a) Fully paid ordinary shares</b>			<b>\$'000</b>
<i>Final dividend</i>			
Fully franked for the year ended 30 June 2016, Paid 16 September 2016 (2015: 18 September 2015)	<b>13.5</b>	<b>5,291</b>	12.0
<i>Interim dividend</i>			
Fully franked for the half year ended 31 December 2016, Paid 17 March 2017 (2015: 18 March 2016)	<b>9.5</b>	<b>3,723</b>	9.0
	<b>23.0</b>	<b>9,014</b>	21.0

### (b) Dividends not recognised at year end

<i>Final dividend</i>				
Fully franked final dividend for the year ended 30 June 2017, to be paid 15 September 2017 (2016: 16 September 2016)	<b>13.5</b>	<b>5,291</b>	13.5	5,291
	<b>13.5</b>	<b>5,291</b>	13.5	5,291

### (c) Franked dividends

The franked portions of the final dividends recommended after 30 June 2017 will be franked out of existing franking credits or out of franking credits arising from the payment of income tax in the year ended 30 June 2017.

	<b>2017</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
Franking credits available for subsequent years based on a tax rate of 30% (2016: 30%)	<b>7,559</b>	8,432

The above amounts represent the balance of the franking account at the end of the financial year, adjusted for:

- (a) franking credits that will arise from the payment of the amount of the provision for income tax;
- (b) franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- (c) franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The consolidated accounts include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

The impact on the franking account of the dividend recommended by the directors since year end but not recognised as a liability at year end will be a reduction in the franking account of \$2,267,421 (2016: \$2,267,421).

## 23. Financial risk management and instruments

### a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenue and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 of the financial statements.

## **23. Financial risk management and instruments (continued)**

### **b) Financial risk management**

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Currency risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk. Quantitative disclosures are also included in this note.

The Board of directors has overall responsibility for the establishment and oversight of the risk management framework. The Executive Chairman, Chief Executive Officer and Chief Financial Officer are responsible for developing and monitoring risk management policies.

Risk management policies are established to identify and analyse the risks faced by the Group, to set out appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees how management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced.

#### **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and cash and cash equivalents held with financial institutions.

##### *Trade and other receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including default risk of the industry and country in which the customers operate, has less of an influence on credit risk. Geographically, there is no concentration of credit risk.

The Board has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, when available, and in some cases bank references. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

The Group has been transacting with the majority of its customers for over five years, and losses have occurred infrequently. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, whether they are a wholesale, retail or end-user customer, geographic location, industry, ageing profile, maturity and existence of previous financial difficulties. The Group does not require collateral in respect of trade and other receivables.

The Group has established an allowance for impairment that represents an estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets.

Credit risk in relation to cash and cash equivalents is minimised by investing only with financial institutions that maintain a high credit rating.

**23. Financial risk management and instruments (continued)***Exposure to credit risk*

The carrying amount of the Group's financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Note	2017 \$'000	2016 \$'000
Cash and cash equivalents	5	6,823	7,764
Trade receivables	7	22,268	23,041
Other receivables	7	61	60
		<b>29,152</b>	<b>30,865</b>

The Group's maximum exposure to credit risk at the reporting date was the fair value of trade receivables, which was \$22,268k (2016: \$23,041k).

*Impairment losses*

The ageing of the Group's trade receivables at the reporting date was:

	Gross 2017 \$'000	Impairment 2017 \$'000	Gross 2016 \$'000	Impairment 2016 \$'000
Not past due	13,933	-	15,520	-
Past due 0-30 days	6,041	-	5,247	-
Past due 31-120 days	2,243	59	2,277	84
Past due 121 days to one year	127	17	95	14
	<b>22,344</b>	<b>76</b>	<b>23,139</b>	<b>98</b>

The movement in allowance for impairment in respect of trade receivables during the year was as follows:

	2017 \$'000	2016 \$'000
Opening balance at 1 July	98	72
Impairment loss recognised	36	418
Receivables written off during the year as uncollectible	(52)	(378)
Foreign exchange movement	(6)	(14)
Closing balance at 30 June	<b>76</b>	<b>98</b>

The creation of the provision for impaired receivables has been included in 'other expenses' in the consolidated statement of profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

**Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. In addition, the Group maintains the following lines of credit:

## 23. Financial risk management and instruments (continued)

- \$3,500k cash advance facility;
- \$1,139k hire purchase and lease facility;
- \$1,441k bank guarantee facility;
- \$3,305k sundry cash facility.

The following are the Group's contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

### 2017

Non-derivative financial liabilities	Carrying Amount \$'000	Contractual cash flows \$'000	6 months or less \$'000
Trade and other payables	14,501	14,501	14,501
Borrowings	139	142	50
	<b>14,640</b>	<b>14,643</b>	<b>14,551</b>

### 2016

Non-derivative financial liabilities	Carrying Amount \$'000	Contractual cash flows \$'000	6 months or less \$'000
Trade and other payables	16,860	16,860	16,860
Borrowings	259	266	58
	<b>17,119</b>	<b>17,126</b>	<b>16,918</b>

### Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

As the Group's exposure to market risk is low, no derivative or financial liabilities were entered into during the year ended 30 June 2017 or the year ended 30 June 2016 with the purpose of managing market risks. The Board will continue monitoring the Group's exposure to market risk and in the event that derivatives and/or financial liabilities are entered into, the Board will consider the costs and benefits of seeking to apply hedge accounting in order to manage volatility in profit and loss.

### Currency risk

The Group does not have material transactions between businesses in Australia and overseas, with the exception of inter Group transactions, which would give rise to receivables and payables in foreign currency of each of the business units. The individual business units do not have material trade in currency other than their own with third parties that would give rise to any foreign currency risk. The Group considers itself a long-term holder of the assets of Wellcom London Ltd, Wellcom Group Pte Ltd, Wellmalaysia Sdn Bhd, Wellcom Group Inc, theLab LLC, Dippin' Sauce LLC and as such does not consider the inter group balances to represent short-term currency risk exposure.

Interest on borrowings is denominated in currencies that match the cash flows generated by the underlying operations of the Group, primarily AUD.

## 23. Financial risk management and instruments (continued)

As the Group's exposure to currency risk on commercial trading is not significant it has not entered into any hedge transactions or taken alternative measures to minimise fluctuations in the respective currencies.

### *Exposure to currency risk*

The Group's exposure to foreign currency risk at reporting date was as follows, based on notional amounts:

<i>In thousands of AUD</i>	30 June 2017					30 June 2016				
	GBP	NZD	SGD	MYR	USD	GBP	NZD	SGD	MYR	USD
Trade receivables	3,911	194	-	-	4,497	3,754	314	-	-	4,640
Trade payables	(1,978)	(37)	(2)	(43)	(361)	(1,469)	(47)	-	(1)	(149)
Gross exposure	1,933	157	(2)	(43)	4,136	2,285	267	-	(1)	4,491

The following significant exchange rates applied during the year:

\$1 AUD : 1	Average rate		Reporting date spot rate	
	2017	2016	2017	2016
GBP	0.5951	0.4914	0.5913	0.5549
NZD	1.0587	1.0908	1.0500	1.0489
SGD	1.0505	1.0121	1.0598	1.0027
MYR	3.2331	3.0098	3.3029	2.9905
USD	0.7545	0.7283	0.7692	0.7426
HKD	5.8589	5.6513	6.0031	5.7617

### *Sensitivity analysis*

A 10 percent strengthening of the Australian dollar against the following currencies at 30 June would have increased equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2016.

	Equity \$'000	Profit or Loss \$'000
<b>30 June 2017</b>		
GBP	182	-
NZD	14	18
MYR	4	-
USD	376	-
<b>30 June 2016</b>		
GBP	208	-
NZD	25	16
USD	408	-

A 10 percent weakening of the Australian dollar against the above currencies at 30 June would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

### **Fair values**

#### *Fair values versus carrying amounts*

Carrying amounts of assets and liabilities approximate fair value. No financial assets and financial liabilities are readily traded on organised markets in standardised form nor are any of them recorded at fair value, therefore no fair value hierarchy disclosure is required. The aggregate fair value and carrying amounts of financial assets and financial liabilities are disclosed in the consolidated statement of financial position and in the notes to the financial statements. Refer to note 30 for the Group's fair value information.



## 24. Commitments for expenditure

### (a) Plant and equipment

There are no known material future commitments for expenditure at the date of this report.

### (b) Lease commitments

*Group as lessee*

#### i) Non-cancellable operating leases

The Group leases various office premises and equipment under non-cancellable operating leases expiring within 1 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:

	<b>2017</b>	2016
	<b>\$'000</b>	\$'000
Within one year	<b>4,360</b>	4,300
Later than one year but not later than five years	<b>10,532</b>	10,920
Later than five years	<b>2,553</b>	5,781
	<b>17,445</b>	21,001

#### ii) Finance lease and hire purchase

The Group finances various plant and equipment under lease finance and hire purchase expiring within one to five years. Under the terms of the leases, the Group has the option to acquire the leased assets on expiry of the leases. The finance lease is predominantly for content production and associated plant and equipment.

Commitments in relation to finance are payable as follows:

Within one year	97	118
Later than one year but not later than five years	45	148
Minimum payments	<b>142</b>	266
Future finance charges	<b>(3)</b>	(7)
Recognised as a liability	<b>139</b>	259
Representing:		
Finance liabilities		
- Current (note 14)	95	115
- Non-current (note 17)	<b>44</b>	144
	<b>139</b>	259

## 25. Segment information

### (a) Description of segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The operating segments are identified by management based on the nature of the goods or services provided and the country of origin. Discrete financial information about each of these operating businesses is reported to the Board of Directors on a monthly basis. During the year ended 30 June 2017 three reportable segments existed, namely Australasia, the United Kingdom and in the United States of America.

## 25. Segment information (continued)

The following tables present revenue, profit, total asset and total liability information for the years ended 30 June 2017 and 30 June 2016.

### (b) Segment information provided to the Board of Directors

2017

	Australasia \$'000	UK \$'000	US \$'000	Elimination \$'000	Total continuing operations \$'000
Total segment revenue	100,736	18,208	27,458	(1,228)	145,174
Inter-segment revenue	(1,187)	(41)	-	1,228	-
<b>Revenue from external customers</b>	<b>99,549</b>	<b>18,167</b>	<b>27,458</b>	<b>-</b>	<b>145,174</b>
<b>Segment result</b>	<b>12,345</b>	<b>1,323</b>	<b>4,829</b>	<b>-</b>	<b>18,497</b>
Interest revenue	693	-	-	(611)	82
Interest expense	(71)	(15)	(672)	611	(147)
Depreciation and amortisation	(1,859)	(311)	(594)	-	(2,764)
Income tax expense	(3,160)	(183)	(1,930)	-	(5,273)
<b>Total segment assets</b>	<b>71,823</b>	<b>9,105</b>	<b>19,391</b>	<b>(13,212)</b>	<b>87,107</b>
<b>Total segment liabilities</b>	<b>14,571</b>	<b>3,592</b>	<b>13,631</b>	<b>(10,649)</b>	<b>21,145</b>
<b>Total segment non-current asset additions</b>	<b>1,312</b>	<b>224</b>	<b>495</b>	<b>-</b>	<b>2,031</b>

2016

	Australasia \$'000	UK \$'000	US \$'000	Elimination \$'000	Total continuing operations \$'000
Total segment revenue	108,794	21,289	27,653	(1,499)	156,237
Inter-segment revenue	(906)	(575)	(18)	1,499	-
<b>Revenue from external customers</b>	<b>107,888</b>	<b>20,714</b>	<b>27,635</b>	<b>-</b>	<b>156,237</b>
<b>Segment result</b>	<b>12,145</b>	<b>2,435</b>	<b>4,444</b>	<b>-</b>	<b>19,024</b>
Interest revenue	703	-	-	(648)	55
Interest expense	(175)	(20)	(655)	648	(202)
Depreciation and amortisation	(1,776)	(353)	(505)	-	(2,634)
Income tax expense	(3,187)	(430)	(1,575)	-	(5,192)
<b>Total segment assets</b>	<b>76,181</b>	<b>9,062</b>	<b>20,501</b>	<b>(15,695)</b>	<b>90,049</b>
<b>Total segment liabilities</b>	<b>17,581</b>	<b>3,878</b>	<b>16,541</b>	<b>(13,379)</b>	<b>24,621</b>
<b>Total segment non-current asset additions</b>	<b>3,434</b>	<b>1,120</b>	<b>3,792</b>	<b>(1,347)</b>	<b>6,999</b>

### (c) Other segment information

#### (i) Accounting policies

Segment information is prepared in conformity with the accounting policies of the entity as disclosed in note 2 and Accounting Standard AASB 8 *Operating Segments*.

#### (ii) Segment revenue

Sales between segments are carried out at arm's length and are eliminated on consolidation. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with the consolidated income statement.

## 25. Segment information (continued)

(iii) Segment result reconciliation to profit after tax from continuing operations

	2017 \$'000	2016 \$'000
Segment result	18,497	19,024
Interest revenue	82	55
Interest expense	(147)	(202)
Corporate charges	(2,532)	(2,581)
Income tax expense	(5,273)	(5,192)
Profit after tax from continuing operations	<u>10,627</u>	<u>11,104</u>

## 26. Key management personnel disclosures

### (a) Directors

The directors of Wellcom Group Limited during the financial year were:

- Wayne Sidwell (Executive Chairman)
- Charles Anzarut (Non-executive Director)
- Kerry Smith (Non-executive Director)
- Janette Kendall (Non-executive Director)

### (b) Other key management personnel

The other key management personnel of Wellcom Group Limited during the financial year were:

- Andrew Sidwell (Chief Executive Officer of Australia & New Zealand)
- Andrew Lumsden (Company Secretary, Chief Financial Officer, Global Chief Operating Officer)
- Michael Bettridge (Managing Director – Asia)
- Steve Rees (Chief Executive Officer of Australia & New Zealand) (*Resigned March 2017*)
- Duncan Stokes (Managing Director – UK) (*Appointed 1 March 2017*)
- Chris Grawe (Global Creative Services Director) (*Ceased to be key management personnel 30 June 2016*)
- David Bridges (Managing Director – US)

The Group has entered into employment contracts with all key management personnel of the Company and its subsidiaries. Key management personnel are given the opportunity to receive their fixed remuneration in a variety of forms, including cash, superannuation contributions and non-monetary benefits such as motor vehicles.

### (c) Key management personnel compensation

The aggregate compensation made to key management personnel is set out below:

	2017 \$	2016 \$
Short-term employee benefits	2,693,252	3,621,981
Post-employment benefits	164,167	158,186
Long-term benefits	56,092	59,561
	<u>2,913,511</u>	<u>3,839,728</u>

## 26. Key management personnel disclosures (continued)

### (d) Other transactions with directors

The profit from operations includes the following items of revenue and expense that resulted from transactions other than remuneration, loans or equity holdings, with directors or their related entities.

	<u>2017</u>	<u>2016</u>
	\$	\$
Total recognised as revenue	<u>102,859</u>	<u>826,513</u>
Total recognised as expenses	<u>2,133,203</u>	<u>5,691,660</u>

Aggregate amounts of assets and liabilities at the end of the reporting period relating to the above types of other transactions with directors of their personally related entities:

Current assets	-	245,935
Current liabilities	39,475	627,798

## 27. Related party disclosures

### (a) Equity interest in related parties

#### Equity interests in subsidiaries:

Interests in subsidiaries are set out in note 28.

#### Equity interests in other related parties:

The Company does not hold share capital of any other entity other than those outlined above.

### (b) Key management personnel remuneration

Disclosures relating to key management personnel are set out in note 26 and the remuneration report.

### (c) Transactions with other related parties

The following transactions occurred with other related parties other than those disclosed in note 26 and the remuneration report:

	<u>2017</u>	<u>2016</u>
	\$	\$
<i>Third party superannuation contributions</i>		
Contributions to superannuation funds on behalf of employees	3,633,645	3,612,042

### (d) Outstanding balances arising from sales/purchases of goods and services to other related parties

There were no balances outstanding at the reporting date in relation to transactions with other related parties. No expense has been recognised in respect of bad or doubtful debts due from related parties during the year.

### (e) Terms and conditions

Transactions relating to dividends were on the same terms and conditions that applied to other shareholders.

## 28. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2(b):

Name of entity	Country of incorporation	Class of shares	Equity holding*	
			2017	2016
Wellcom Moving Images Pty Ltd	Australia	Ordinary	100%	100%
Wellcom London Ltd	United Kingdom	Ordinary	100%	100%
Wellcom Group Pte Ltd	Singapore	Ordinary	100%	100%
Wellmalaysia Sdn Bhd	Malaysia	Ordinary	100%	100%
iPrint Corporate Pty Ltd	Australia	Ordinary	100%	100%
Wellcom Group Inc	United States of America	Ordinary	100%	100%
theLab LLC	United States of America	Ordinary	100%	100%
Dippin' Sauce LLC	United States of America	Ordinary	100%	100%
Wellcom Group Ltd	Hong Kong	Ordinary	100%	100%

There is no significant restrictions over the corporations ability to access assets and settle liabilities of the subsidiaries.

## 29. Business Combination

### Year ended 30 June 2016 – Acquisition of Dippin' Sauce

#### (a) Summary of acquisition

On 1 July 2015 the Group acquired the business and selected assets of Dippin' Sauce LLC, located in New York, NY, United States of America. The acquisition involved a consideration of \$3,136,000 funded through debt and cash reserves. In the event that certain objectives are achieved by the acquired business for the 5 years ending 30 June 2020, estimated additional contingent consideration of \$89,000 may be payable in cash. The fair value of the contingent consideration of \$89,000 was estimated using discounted cash-flow method, using a discount rate of 10%, the Group's weighted average cost of capital.

The fair value of the assets and liabilities acquired as of 1 July 2015 are as detailed below:

	<b>Fair value</b>
	<b>\$'000</b>
<b>Assets:</b>	
Other current assets - WIP	121
<b>Net identifiable assets acquired</b>	<b>121</b>
Purchase consideration	3,346
Net identifiable assets acquired	(121)
<b>Goodwill arising on acquisition</b>	<b>3,225</b>
<b>(b) Purchase consideration – cash flow</b>	<b>\$'000</b>
The cash outflow on acquisition is as follows:	
Cash consideration	3,136
Net cash outflow – investing activities	<b>3,136</b>

The goodwill is attributable to the workforce and the profitability of the acquired business. It is not expected to be deductible for tax purposes. All transaction costs have been expensed.

## **29. Business Combination (continued)**

### **Year ended 30 June 2016 – Acquisition of Addictive Pixel**

#### **(a) Summary of acquisition**

On 29 August 2015 the Group acquired the business of Addictive Pixel (Space 66 Limited), located in London, United Kingdom. The acquisition involved a consideration of \$608,000 that was fully funded by cash reserves. The consideration was split evenly into two instalments, with an initial prepayment occurring on the 8 June 2015 and final instalment on the acquisition date. There were no material net identifiable assets acquired in the acquisition.

The goodwill is attributable to the workforce and the profitability of the acquired business. All transaction costs have been expensed.

## **30. Fair Value Measurements**

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

- Obligation for contingent consideration arising from a business combination.

The Group does not subsequently measure any other liabilities or asset at fair value on a non-recurring basis.

#### **Fair Value Hierarchy**

AASB 13: Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

**Level 1** - Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2** - Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

**Level 3** - Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

#### **Valuation techniques**

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The only liability item measured and recognised on a recurring basis after initial recognition and its categorisation within the fair value hierarchy is the contingent purchase consideration, which was categorised as a Level 3 liability.

### 30. Fair Value Measurements (continued)

The individual financial statements for the parent entity show the following aggregate amounts:

	2017 \$'000	2016 \$'000
<b>Contingent purchase consideration liability</b>	72	357

There were no transfers between Level 1 and Level 2 for assets measured at fair value on a recurring basis during the reporting period (2016: no transfers).

#### Valuation techniques and inputs used to measure Level 3 Fair Values

Refer to note 29, for fair value technique applied at 30 June 2017.

#### Reconciliation of Recurring Level 3 Fair Value Measurements

	2017 \$'000	2016 \$'000
<b>Contingent Consideration</b>		
Balance at the beginning of the year	357	827
Additions during the year	-	89
(Gains)/losses recognised in profit or loss during the year	(230)	(83)
Settlements during the year	(50)	(504)
Foreign exchange	(5)	28
Balance at the end of the year	72	357

#### Valuation Process

The Group calculates the fair value of the contingent consideration liability on a biannual basis in light of any revised budgeted profit or loss figures of the acquired business.

There were no significant interrelationships between the unobservable inputs that could materially affect the fair value of the contingent consideration.

There has been no change in the valuation techniques used to measure the fair value of the contingent liabilities since acquisition.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

Details	Fair value at 30 June 2017 (\$'000)	Unobservable Inputs	Range of Unobservable Inputs	Relationship of unobservable inputs to fair value.
Contingent Consideration	72	Group discount rate	8% - 10% (9%)	A change in the discount by 100bps would increase / decrease the FV by \$2,000
		Assumed growth	25%-35% (30%)	A change in the growth rate of 500bps would increase / decrease the FV by \$17,000

## 31. Parent entity financial information

### (a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2017 \$'000	2016 \$'000
<b>Statement of Financial Position</b>		
Current Assets	19,536	22,604
Total Assets	72,778	77,114
Current Liabilities	13,712	16,603
Total Liabilities	14,510	17,471
 <i>Shareholders Equity</i>		
Issued Capital	38,355	38,355
Retained Earnings	19,913	21,288
	58,268	59,643
<b>Profit for the year</b>	7,638	7,799
<b>Total comprehensive income</b>	7,638	7,799

### (b) Contractual commitments for the acquisition of property, plant or equipment

As at 30 June 2017, the parent entity had no contractual commitments for the acquisition of property, plant or equipment.

### (c) Contingent liabilities

The parent entity did not have any contingent liabilities as at the 30 June 2017 or 30 June 2016.

### (d) Guarantees entered into by the parent entity

The parent entity has provided a financial guarantee in respect of office rental payments payable by Wellcom London Ltd. No liability was recognised by the parent entity or the consolidated entity in relation to this guarantee, as the fair value of the guarantee is immaterial.

### (e) Financial support

The parent entity has provided letters of support for two subsidiaries confirming its intention to continue to provide financial and other support as necessary to enable the subsidiaries to continue to trade and meet their liabilities.

## 32. Subsequent events

In the interval between the end of the reporting period and the date of this report the following events or transactions have occurred or been completed which, in the opinion of the directors, are likely to affect significantly either the operations of the Group, the results of those operations or the state of affairs of the Group in future financial periods.

### Dividends

On 22 August 2017, the Company declared a final dividend of 13.5 cents per ordinary share, payable from profits for the year ended 30 June 2017. The total final dividend proposed is \$5,290,650 and will be franked to 100%. The record date for determining entitlements to the dividend is 1 September 2017 and the payment date is the 15 September 2017.



### **33. Additional company information**

Wellcom Group Limited is a listed public company, incorporated and operating in Australia.

**Registered office**

870 Lorimer Street  
Port Melbourne Victoria 3207

**Principal place of business**

870 Lorimer Street  
Port Melbourne Victoria 3207

**Share registry**

Link Market Services Limited  
Tower 4  
727 Collins Street  
Melbourne Victoria 3008

**Auditors**

HLB Mann Judd  
Level 9  
575 Bourke Street  
Melbourne Victoria 3000

**Solicitors**

Anzarut & Partners  
Level 13  
41 Exhibition Street  
Melbourne Victoria 3000

**Bankers**

Australia and New Zealand Banking Group Limited  
Level 30  
100 Queen Street  
Melbourne Victoria 3000

**Stock exchange listings**

Shares are listed on the Australian Securities Exchange and trade under the code WLL.