



Aspen Group Limited  
**Annual Report 2018**





## Chairman's Letter



Dear Securityholders

Please find enclosed the 2018 Annual Report. This year Aspen Group recorded a statutory profit of \$0.8 million and an operating profit of \$3.0 million after tax. This represents earnings per security of 4.2 cents. Last financial year the comparative figures were a \$0.2 million loss and \$4.5 million profit respectively.

The group's balance sheet remains robust, with NAV of \$1.19 per security. This benefitted from a \$5.1 million revaluation increase on businesses during the year and is net of the 5 cents per security special capital distribution paid to security holders during the year. With net cash totalling \$8.8 million at year-end and a \$55 million bank facility, there is financial capacity to facilitate the growth objectives of the company.

The group completed its divestment of non-core assets during the year following the sales of its major industrial asset in Spearwood, Perth and the divestment of two land holdings in the Whitsundays and Midvale, Perth.

Aspen acquired Big4 Koala Shores Holiday Park and Darwin FreeSpirit Resort in the 2018 financial year and has since announced the acquisition of Highway One Caravan Park in South Australia, thus continuing the increased weighting of the portfolio towards the Tourism sector.

During the year the group continued its share buyback plan which is now concluded.

Our efforts to improve returns for securityholders will benefit from further acquisitions and a continued focus on improving revenue and managing costs.

A handwritten signature in black ink, appearing to read 'Clive Appleton'. The signature is fluid and cursive, with a long horizontal line extending to the right.

Clive Appleton  
Chairman

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

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## Business Overview

### About Aspen

Aspen Group is an ASX listed property group strategically focused on providing affordable accommodation, which is considered to have attractive long-term demand characteristics.

### Our Accommodation Portfolio

#### Retirement

##### Four Lanterns Estate, NSW



This estate is located within the Leppington Town Centre, part of the major south-western Sydney metropolitan growth corridor.

Established for over 40 years, the village has 102 existing residential sites with a 98% occupancy. Development of 28 additional sites is underway with sell-out of these sites expected in FY20.

**Property information**

*Location: Leppington, NSW*

*Land area: 3.9 ha*

*Inventory: 102 + 28 newly developed sites*

##### Mandurah Gardens Estate, WA



This estate is located in Mandurah, south of Perth in WA. It is in close proximity to the regional hospital, the Mandurah Forum shopping centre as well as Mandurah beaches and restaurant precinct.

Established in 1999, it has 158 residential sites and 100% occupancy.

**Property information**

*Location: Mandurah, WA*

*Land area: 6.8 ha*

*Inventory: 158*

##### Tomago Village Van Park, NSW



This village is located in Tomago, NSW, 23km from the Newcastle CBD and 159 km from the Sydney CBD.

The property has 152 sites, 143 of which are licenced for long-term residents with the balance being short-stay sites. Development approval for 52 new long-term sites has been secured. Site development will commence during FY19.

**Property information**

*Location: Tomago, NSW*

*Land area: 13.9 ha*

*Inventory: 152 + 52 DA approved*

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## Tourism

### Adelaide Caravan Park, SA



Adelaide Caravan Park is located 3km from the centre of the Adelaide CBD and within walking distance to Adelaide Zoo and Adelaide Oval.

The property is set on 11 individual titles and has longer term development potential given its zoning for medium density residential. Currently the park has 94 sites, 45 cabins and 49 powered sites and all accommodation is short stay.

**Property information**

*Location: Hackney, SA*

*Land area: 1.5 ha*

*Inventory: 94*

### Barlings Beach Holiday Park, NSW



Acquired in January 2017, this predominantly tourism park is located in Rosedale, 17 kilometres south of Batemans Bay on the NSW South Coast. The property enjoys an absolute beachfront position. The park consists of 258 total sites, with 197 of these sites comprising annuals and permanent residents.

**Property information**

*Location: Rosedale, NSW*

*Land area: 8.8 ha*

*Inventory: 258*

### Darwin FreeSpirit Resort, NT



Acquired in December 2018, this tourism park is located south of Darwin on the highway to Kakadu and Litchfield National Parks. With 149 cabins and 282 camping sites, the resort includes Elements, a licenced food and beverage offering in addition to the 3 swimming pools, and other camping facilities.

**Property information**

*Location: Holtze, NT*

*Land area: 10.8 ha*

*Inventory: 431*

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## Tourism

### Highway 1 Caravan and Tourist Park, SA



Acquired in September 2018, this mix-use park fronts Port Wakefield Road, a main thoroughfare in the northern suburbs of Adelaide. The park offers affordable accommodation for short, extended and long-stay guests. Total inventory of 320 comprises a blend of permanent and extended stay resident accommodation, high-quality tourist cabins, studio-style motel units and traditional camp sites. The park features include recently refurbished facilities, 2 outdoor pools, a pool-side camp kitchen and a recreational area.

**Property information**

*Location: Bolivar, SA*

*Land area: 9.8 ha*

*Inventory: 320*

### BIG4 Koala Shores Holiday Park, NSW



Acquired in September 2017, this tourism park is located on the foreshore at Lemon Tree Passage Port Stephens, 15 minutes from Newcastle airport. The park provides a superb vista to Port Stephens, newly renovated cabins and direct access to the waterway. It consists of 143 sites, including 35 tourist cabins.

**Property information**

*Location: Lemon Tree Passage, NSW*

*Land area: 6.5 ha*

*Inventory: 143*

### BIG4 Tween Waters Merimbula, NSW



Acquired in December 2016, this tourism park is located a short distance from Merimbula town centre on the South Coast of NSW. The property comprises 96 sites and is steps away from the pristine beaches of Merimbula. In addition to its prime beachfront location, Tween Waters' facilities include 31 cabins, 65 caravan sites and water park.

**Property information**

*Location: Merimbula, NSW*

*Land area: 1.9 ha*

*Inventory: 96*

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## Corporate

### Aspen Karratha Village, WA



Aspen Karratha Village is a 180-room high quality workforce accommodation facility located in Karratha, Western Australia. Guest amenities include modern single occupancy rooms, recreation and dining facilities. The current contract with Woodside expires in January 2020.

***Property information***

*Location: Karratha, WA*

*Land area: 2.9 ha*

*Inventory: 180*



## **ASPEN GROUP LIMITED**

(THE COMPANY)

(ABN: 50 004 160 927)

## **ASPEN PROPERTY TRUST**

(THE TRUST)

(ARSN: 104 807 767)

## **ASPEN FUNDS MANAGEMENT LIMITED**

(AS RESPONSIBLE ENTITY)

(ABN: 104 322 278)

**ANNUAL REPORT FOR THE YEAR ENDED**

**30 JUNE 2018**



# ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2018

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# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## Directors' report

### 1. Directors

The directors of the Company and Aspen Funds Management Limited ("AFM"), the responsible entity of the Trust, at any time during or since the end of the financial year are:

Name and qualifications	Experience, special responsibilities and other directorships
<b>Clive Appleton</b> BEC, MBA, AMP (Harvard), GradDip (Mktg), FAICD <b>Independent Chairman</b> (appointed chairman on 7 June 2016)	<p>Mr Appleton has had a successful career in property and funds management with over 30 years' experience in several of Australia's leading retail property investment, management and development groups.</p> <p>Mr Appleton's early career was spent with the Jennings Group where, from 1986, he held senior executive roles, responsible for managing and developing the retail assets jointly owned by Jennings Properties Limited (JPL) and Jennings Property and Investment Group. In 1990, following a restructure of JPL to become Centro Properties Limited, Mr Appleton became Managing Director.</p> <p>From 1997 to 2004 he was the Managing Director of the Gandel Group, one of Australia's leading retail property investment, management and development groups.</p> <p>In 2005 Mr Appleton joined APN Property Group Limited as Managing Director.</p> <p>From December 2011 to June 2015, Mr Appleton was a non-executive director of Federation Centres.</p> <p>Mr Appleton is currently Deputy Chairman of the Gandel Group, a non executive director of APN Property Group Limited, Perth Airport Pty Ltd and Perth Airport Development Group Pty Ltd.</p> <p>Appointed a non-executive director of Aspen on 30 April 2012, the Chairman of the Remuneration Committee on 22 June 2015 and a member of the Nomination Committee on 22 January 2013. Mr Appleton was a member of the Remuneration Committee between 10 May 2012 and 22 June 2015.</p> <p><i>Directorships of listed entities within last 3 years:</i></p> <p>Non-executive director of Federation Centres to 11 June 2015 (ASX: FDC)</p> <p>Non-executive director of APN Property Group Limited – current (ASX: APD)</p>
<b>John Carter</b> MBA (Syd), BAppSc (Property Resource Mgmt) (UniSA), AAPI, GAICD <b>Non-Executive Director</b>	<p>Mr Carter has over 30 years' experience in real estate and financial markets. In 2004 Mr Carter established Mill Hill Capital to pursue Private Equity in real estate, agriculture and equities.</p> <p>Prior to this Mr Carter was Managing director, co-head of Equities and on the Australian Executive Committee for UBS in Australasia from 2001 - 2004.</p> <p>From 1991 - 2001 Mr Carter was head of property and head of real estate research at UBS. While at UBS, Mr Carter led over \$10 billion of M&amp;A and \$20 billion of capital raising transactions for Australia's leading companies including Colonial, Westfield, Stockland, GPT, Mirvac, AMP, Multiplex, Macquarie Airports and Bankers Trust.</p> <p>Prior to UBS Mr Carter was involved in commercial real estate at two international real estate consultancy groups.</p> <p>Appointed a Non-executive Director on 23 February 2015.</p> <p><i>Directorships of listed entities within last 3 years</i></p> <p>Nil</p>

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Name and qualifications	Experience, special responsibilities and other directorships
<b>Guy Farrands</b>  BEc, Grad Dip Man, FAPI, MAICD  <b>Independent Non-Executive Director</b>	<p>Mr Farrands has over 30 years' experience in direct and listed property markets both in Australia and internationally across commercial, retail, industrial, residential and retirement asset classes. He was managing director and CEO of GEO Property Group (now Villa World Limited) between 2007 and 2011. Previously Mr Farrands was CEO of Valad Property Group between 2005 and 2007, departing prior to Valad's acquisition of Crownstone / Scarborough. Prior to that Mr Farrands was head of corporate development and investor relations for Valad.</p> <p>Mr Farrands' former roles included division director of the real estate division of Macquarie Bank's Investment Banking Group where he managed IPOs, equity raisings and mergers and acquisitions, associate director and joint head of property for Heine Management Limited and Manager in the Investment Sales Department at Jones Lang LaSalle.</p> <p>Mr Farrands is currently the Chief Financial Officer of Viva Energy REIT.</p> <p>Appointed a Non-Executive director on 26 November 2012 and Chairman of the Audit Committee (reconstituted as the Audit, Risk and Compliance Committee in February 2016) on 22 January 2013.</p> <p><i>Directorships of listed entities within last 3 years</i></p> <p>Nil</p>

## Directors' meeting

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the financial year and the number of meetings attended by each director (while they were a director or committee member).

Directors	Board of Directors		Audit, Risk and Compliance Committee	
	Held	Attended	Held	Attended
<b>Non-executive</b>				
C Appleton	8	8	4	4
G Farrands	8	8	4	4
J Carter	8	8	-	-

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## 2. Company secretary

Mr Mark Licciardo was appointed to the position of joint company secretary.

Mark Licciardo is the founder and Managing Director of Mertons Corporate Services Pty Ltd. As a former company secretary of ASX 50 companies, Transurban Group and Australian Foundation Investment Company Limited, his expertise includes working with boards of directors in the areas of corporate governance, business management, administration, consulting and company secretarial matters. He is also the former Chairman of the Governance Institute of Australia Victoria division and Melbourne Fringe Festival and a current non-executive director of a number of public and private companies.

Mark Licciardo holds a Bachelor of Business Degree (Accounting) from Victoria University and a Graduate Diploma in Company Secretarial Practice, is a Fellow of the Australian Institute of Company Directors, the Institute of Chartered Secretaries and Administrators and the Governance Institute of Australia.

Ms Belinda Cleminson was appointed to the position of joint company secretary.

Belinda Cleminson GIA (Cert) has over 15 years' experience as an Assistant Company Secretary of Australian listed companies including ASX 200 clients. Belinda previously managed the Company Secretarial team for Australian Company Secretaries representing a domestic and global client base. Prior to this Belinda held roles within the legal and banking industry.

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## 3. Operating and financial review

Aspen Group recorded a statutory profit of \$0.772 million (2017: loss of \$0.223 million) for the year ended 30 June 2018 calculated in accordance with International Financial Reporting Standards (“IFRS”).

### Operating results

Operating Profit (also referred to as “net profit after tax before non-underlying items”) is a non-IFRS measure that is determined to present, in the opinion of the directors, the operating activities of Aspen in a way that appropriately reflects Aspen’s operating performance. Operating Profit excludes items such as consolidation/deconsolidation losses and gains and adjustments arising from the effect of revaluing assets/liabilities (such as derivatives, financial assets and property). Other Non-Operating Profit adjustments are made for realised transactions occurring infrequently and those that are outside the course of Aspen’s ongoing business activities.

Operating Profit is determined having regard to principles which include providing clear reconciliation between statutory profit and Operating Profit in the directors’ report and financial report, including both positive and negative adjustments, maintaining consistency between reporting years, and taking into consideration property industry practices.

Operating Profit before tax after adjusting for non-controlling interests and management fees as assessed by the directors, for the year was \$3.048 million (2017: \$4.502 million), representing a 32% decrease from the prior year, primarily due to a \$2.152 million reduction in non-core earnings as a result of the disposal of Spearwood South industrial property during the year.

The table below has not been audited by PricewaterhouseCoopers.

	2018	2017
	\$'000	\$'000
<b>Consolidated statutory net profit / (loss) after tax</b>	<b>772</b>	<b>(223)</b>
<b>Specific non-underlying items</b>		
Change in fair value of PPE	(902)	723
Administration / restructuring expenses	39	(118)
Finance costs	190	125
Other expenses (including transaction / acquisition costs)	2,906	1,843
Loss on disposal of assets held for sale (after income tax)	43	-
Change in fair value of assets held for sale	-	2,152
<b>Total specific non-underlying items loss</b>	<b>2,276</b>	<b>4,725</b>
<b>Total operating profit before tax</b>	<b>3,048</b>	<b>4,502</b>
<b>Represented by:</b>		
Tourism / retirement operating profit before tax	4,444	3,018
Corporate operating profit before tax	3,420	2,947
Non-core operating profit before tax	862	3,014
Finance, administration and other operating expenses before tax	(5,678)	(4,477)
<b>Total operating profit before tax</b>	<b>3,048</b>	<b>4,502</b>
Tax expense	-	-
<b>Total operating profit after tax attributable to securityholders of Aspen</b>	<b>3,048</b>	<b>4,502</b>
<b>Operating profit after tax attributable to securityholders of Aspen per security (cents)</b>	<b>3.0</b>	<b>4.4</b>
<b>(Decrease)/ increase in operating profit / security</b>	<b>(30.8%)</b>	<b>4.8%</b>

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for the year ended 30 June 2018 – Aspen Group Limited

Distributions paid during the year and payable as at 30 June 2018 to Aspen securityholders were as follows:

	Cents per Unit	Total \$ '000
<b>Paid during the year</b>		
Final distribution for the previous year	2.5	2,547
Interim distribution for the year	2.1	2,120
Capital return	5.0	5,094
<b>Proposed and unpaid at the end of the year</b>		
Final distribution for the year	2.1	2,022

## **Reconciliation of carrying amount to net asset value for stapled security pricing**

Net asset value ("NAV") is a non-IFRS measure that is determined to present, in the opinion of the directors, the fair value of Aspen's net assets in a way that appropriately reflects the market value of Aspen's net assets.

NAV is determined having regard to principles which include providing clear reconciliation between net assets in the Consolidated Balance Sheet and NAV in the directors' report, including both positive and negative adjustments, maintaining consistency between reporting periods, and taking into consideration property industry practices.

The table below provides reconciliation between the net assets as per the statutory Consolidated Balance Sheet and NAV. NAV includes the value attributed to goodwill and acquisition costs above its carrying value that exists in respect to Aspen's accommodation parks. The table below has not been audited by PricewaterhouseCoopers.

Further detail in respect to this reconciliation is outlined in the table below:

	2018 \$ '000	2017 \$ '000
Property, plant and equipment per the statutory Consolidated Balance Sheet	81,996	52,804
Goodwill per the statutory Consolidated Balance Sheet	24,250	17,534
Less: Central services PPE	(87)	(149)
Carrying value of properties per the statutory Consolidated Balance Sheet	106,159	70,189
Non statutory property carrying value adjustments	250	987
Adjusted value of properties	106,409	71,176
Net assets per the statutory Consolidated Balance Sheet	114,676	123,569
Non statutory property carrying value adjustments	250	987
NAV	114,926	124,556
NAV per security (\$)	1.19	1.22

The reduction in NAV from \$1.22 to \$1.19 per security is inclusive of the 5 cents per security capital return paid in October 2017. Had the distribution not been made, NAV per security would have increased to \$1.24 per security during the year.

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## Operating performance

Aspen has three business segments:

ACCOMMODATION		Non Core
Tourism / Retirement	Corporate	
<ul style="list-style-type: none"> <li>• 2 land lease communities (“LLC”)</li> <li>• 1 tourism / retirement park</li> <li>• 5 tourism parks</li> <li>• GAV<sup>1</sup> of \$95.4 million</li> <li>• Caters to short stay residents (cabins and sites), and permanent residents</li> </ul>	<ul style="list-style-type: none"> <li>• 1 resource park</li> <li>• GAV<sup>1</sup> of \$11.0 million</li> <li>• Caters primarily to corporate resource clients and contractors.</li> </ul>	<ul style="list-style-type: none"> <li>• Aspen Whitsundays Shores disposal settled on 15 August 2017</li> <li>• Spearwood South industrial complex disposal settled on 29 September 2017</li> <li>• Midland development property disposal settled on 8 August 2018</li> <li>• GAV<sup>1</sup> of \$2.5 million</li> </ul>

<sup>1</sup> Gross Asset Value (“GAV”) represents carrying value of property, plant and equipment plus non-statutory property value adjustments.

## Accommodation

Aspen’s accommodation business comprises two key business segments:

- Tourism / retirement; and
- Corporate

The contribution of both of these segments to the operating result is detailed below:

	2018	2017	Change
	\$'000	\$'000	%
<b>Tourism / retirement</b>			
Underlying profit	4,444	3,018	47%
Non-underlying items	(2,083)	(1,255)	20%
<b>Total tourism / retirement</b>	<b>2,361</b>	<b>1,763</b>	<b>66%</b>
<b>Corporate</b>			
Underlying profit	3,420	2,947	16%
Non-underlying items	866	(673)	(228%)
<b>Total corporate</b>	<b>4,286</b>	<b>2,274</b>	<b>88%</b>
<b>Total accommodation profit</b>	<b>6,647</b>	<b>4,038</b>	<b>79%</b>
Non-controlling interest	-	-	0%
<b>APZ share</b>	<b>6,647</b>	<b>4,038</b>	<b>79%</b>



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for the year ended 30 June 2018 – Aspen Group Limited

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## **Tourism / retirement**

As at 30 June 2018, Aspen owned eight assets. Five of these are 100% short stay tourism, two are 100% LLC retirement and one is a mixed tourism / retirement park.

During the year, Aspen acquired two parks for a combined value of \$29.700 million (plus acquisition costs). Aspen's wholly owned total tourism / retirement assets, as at 30 June 2018, had a GAV of \$95.409 million.

Value enhancing works are aimed at generating revenue through additional accommodation capacity, improved occupancy or higher room rates expected to be achieved at park assets. As at 30 June 2018, Aspen had \$1.131 million of value enhancing works in progress at its parks.

### a) Underlying earnings

Aspen's operating profit from tourism / retirement assets during the year was \$4.444 million (2017: \$3.018 million), a 47.25% increase against the comparative period. This is inclusive of the operating profit generated from properties purchased during the year.

### b) Non-underlying earnings

Aspen had a non-underlying loss of \$2.083 million (2017: loss \$1.255 million) within the tourism / retirement segment. These transactions primarily driven by acquisition costs incurred on properties purchased during the year.

## **Corporate**

At 30 June 2018 Aspen held one corporate asset on its balance sheet, being Aspen Karratha Village (AKV). Aspen's lease with its sole tenant was extended during the year to January 2020.

### a) Underlying earnings

Aspen's operating profit from corporate assets during the year was \$3.420 million (2017: \$2.947 million), a 16.05% increase against the prior year, primarily driven by improved operating efficiencies and occupancy levels compared to the comparative period.

### b) Non-underlying items

Aspen had a total non-underlying profit of \$0.866 million (2017: loss \$0.673 million) within the corporate segment. This is attributable to net changes in the fair value of AKV.

## **Non-Core**

During the financial year, Aspen recorded an operating profit of \$0.862 million (2017: \$3.014 million) and a non-underlying loss of \$0.191 million (2017: loss \$2.517 million). The reduction in underlying earnings is due to the reduced period of ownership of the Spearwood South industrial asset up to the date of sale. Non-underlying loss primarily represents the loss from discontinued operations of \$0.128 million and the net loss from disposal of assets held for sale of \$0.060 million.

## **Assets held for sale**

During the financial year, Aspen divested two assets held for sale. These were land held by Aspen Whitsunday Shores Pty Limited (AWSS) for a value of \$3.2 million and an industrial property at Spearwood South held by Aspen Property Trust which netted proceeds of \$27.9 million. Since 30 June 2018, Aspen has also completed the sale of its Midland development site. This sale was settled on 8 August 2018, yielding proceeds of \$2.5 million.

During the year, Aspen continued the wind up of four of the five development syndicates.

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for the year ended 30 June 2018 – Aspen Group Limited

## Capital management

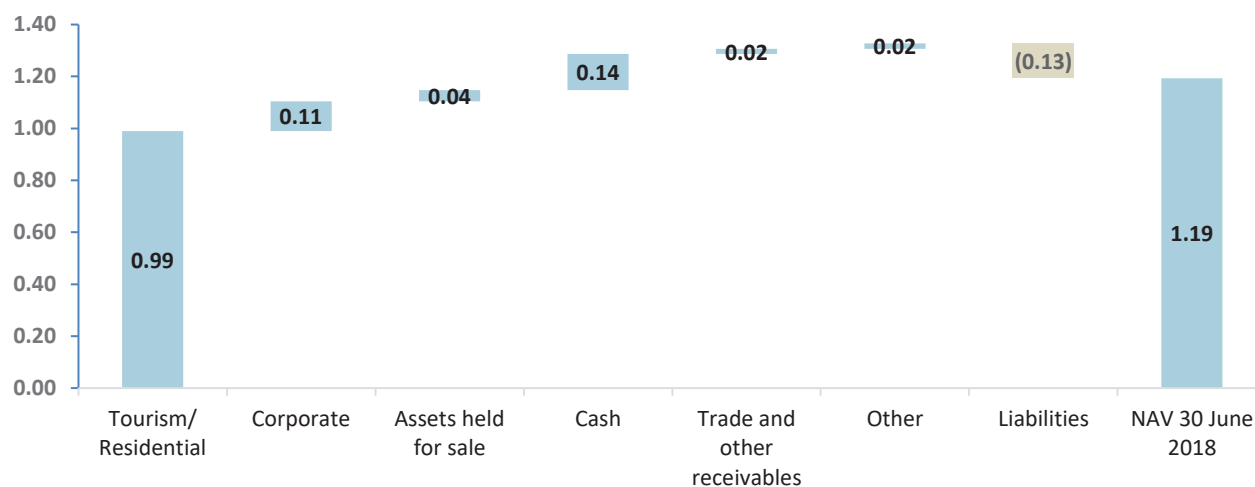
The Group has an \$55.0m facility which expires in June 2020. Drawings against the facility totaled \$4.998 million at 30 June 2018 represented by debt of \$4.7 million and bank guarantee issued totaling \$0.298 million.

Cash reserves as at 30 June 2018 totalled \$13.370 million.

## Financial position

The NAV of Aspen at 30 June 2018 is \$1.19 per security (\$1.22 per security at 30 June 2017).

The following diagram outlines the key components of the NAV assessed as at 30 June 2018:



### Assets

Total assets have decreased by \$5.452 million to \$127.662 million during the year, primarily due to cash movements for distributions paid to equity holders \$9.763 million and payments for the security buy back \$5.568 million. This was partially offset by upward asset revaluations of \$5.067 million.

### Liabilities

Total liabilities increased by \$3.441 million to \$12.986 million during the year. This is predominantly a result of the drawdown of \$4.700 million from the secured debt facility, partially offset by lower trade payables and provisions of \$1.179 million.

### Equity

Total equity decreased by \$8.893 million during the year, primarily as a result of the following:

- Security buy back of \$5.568 million
- Distributions to securityholders of \$4.142 million
- Capital return \$5.094 million

#### Offset by:

- PPE revaluation reserve increase of \$5.099 million for the year
- Net profit of \$0.772 million

## Likely developments

The immediate focus for Aspen is to continue to pursue growth opportunities in the affordable accommodation sector, both in acquisitions of assets and selected development works on existing assets.

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for the year ended 30 June 2018 – Aspen Group Limited

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## Business risks

Aspen has policies and processes in place for the oversight and management of business risks. Further details of the risk management framework and process are detailed in Aspen's Corporate Governance Statement, while discussion of risks, including credit risk, liquidity risk, market risk and operation risk factors are detailed in note 17 of the financial statements. Listed below are relevant key risks for the business identified in the risk management matrix:

- **Exposure to the resources industry** – more specifically the risk that the demand for accommodation services in Karratha declines. Aspen has exposure to the sector through ownership of AKV, which is in a key resource region in Western Australia.
- **Contract risk** – at one of its assets (AKV), Aspen has a contract to supply accommodation services to a corporate client. Upon contract expiry, Aspen may be subject to market factors / conditions which could result in a lower earnings profile to Aspen.
- **Tourism market conditions** – short stay income is variable, and occupancy levels and room rates for short stay sites are dependent on various market conditions, which could negatively impact Aspen's short stay earnings. One example would be if Australia, or a geographical location within Australia, were to suffer subdued economic conditions, which in turn affected consumer spending on holidays.
- **Sales rates of residential cabins** – there are a number of risks associated with the development and sale of cabins which could impact future earnings for Aspen. These risks include the timing of achievement of planning and regulatory approvals, cost overruns, and sales rates.
- **Due Diligence and integration risk** – Aspen acquired 2 properties during the year. Aspen is expected to continue to acquire properties. There is a risk that due diligence investigation did not uncover matters that may require material unexpected expenditure by Aspen Group or generate lower than anticipated income. Acquisitions may also incur additional expenses during the initial period of ownership as the integration process is undertaken.

## Safety and environment

No significant accidents or injuries involving Aspen employees were recorded during the year.

No significant environmental issues arose during, or subsequent to, the year.

## Significant changes in the state of affairs

Other than noted elsewhere in this Annual Report, there were no significant changes in the state of affairs of Aspen Group that occurred during the year.

## 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 Aspen, or to intervene in any proceedings to which Aspen is a party, for the purpose of taking responsibility on behalf of Aspen for all or part of those proceedings. No proceedings have been brought or intervened in on behalf of Aspen with leave of the Court under section 237 of the *Corporations Act 2001*.

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## 4. Remuneration report

### 1.0 Overview

#### 1.1 Introduction

The directors present the remuneration report for Aspen Group for the year ended 30 June 2018. This report forms part of the directors' report and has been audited in accordance with the *Corporations Act 2001*. This report sets out remuneration information for Aspen Group's:

- non-executive directors; and
- CEO as well as other current and former members of the senior executive team (Executives).

These personnel, collectively known as the Key Management Personnel (KMP), are accountable for planning, directing and controlling the affairs of Aspen Group and its controlled entities.

The broader management group (who are participants in various incentive programmes) are referred to as senior managers.

Remuneration of KMP is referred to as compensation throughout this report.

#### 1.2 Key management personnel

The table below provides details of the KMP for FY18. For those KMP who served as KMP for part of the year, this Remuneration Report only sets out the amounts they received as remuneration in their capacity as a KMP.

<b>Name</b>	<b>Position</b>	<b>Term as KMP during the year</b>
<b>Executives</b>		
J Cann	Chief Executive Officer	KMP for full year
E Zammit	Chief Financial Officer	KMP for full year
<b>Former Executives</b>		
B Summers	Head of Asset Management	Employment as KMP ceased 3 September 2017.
<b>Non-Executive directors</b>		
Clive Appleton	Non-Executive director	KMP for full year
Guy Farrands	Non-Executive director	KMP for full year
John Carter	Non-Executive director	KMP for full year

## 4. Remuneration report (*continued*)

### 2.0 Remuneration governance and framework

#### 2.1 Remuneration Governance

The Board oversees the remuneration practices of Aspen and is responsible for:

- I. the assessment of the performance of the CEO and CFO which is conducted on both an informal and continuous basis, as well as formally at the end of each financial year;
- II. establishing an overarching remuneration framework for Aspen; and
- III. approval of all elements of KMP compensation.

Expert consultants are engaged where necessary to help the Board establish policies to attract, reward, motivate and retain employees. The Board is committed to ensuring KMP pay is fair and comparable to like companies, and importantly aligns financial rewards with the interests of securityholders.

#### 2.2 Remuneration consultants

The Board has in prior years engaged remuneration consultants to advise on remuneration practices and to assess the quantum and structure of fees and incentives.

In FY18 there were no consultants engaged by the Board and consequently no recommendations obtained and no disclosures required under the *Corporations Act 2001*.

#### 2.3 Remuneration framework

The objective of Aspen's remuneration framework is to remunerate its employees both competitively and appropriately such that Aspen Group attracts, retains and motivates a skilled, motivated and qualified KMP team. The remuneration framework seeks to align securityholder interests with KMP's own interests, and attract and retain suitable people, by considering:

- Alignment to securityholders' interest:
  - o net operating income and total securityholder returns;
  - o key financial and non-financial drivers of securityholder value, including risk management;
  - o attracting and retaining high calibre KMP.
- Alignment to employees' interest:
  - o rewards capability and experience;
  - o provides recognition for individual contribution;
  - o provides a clear structure of earnings rewards.

The remuneration framework provides a mix of fixed and variable ("at risk") pay. As employees gain seniority within Aspen and have a greater role in driving business growth, the balance of this mix shifts to a higher proportion of the "at risk" components.

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## 4. Remuneration report (continued)

### 3.0 Executive remuneration structure

Aspen Executives had the following remuneration mix for FY18:

FIXED	AT RISK	
Fixed Remuneration	Short term incentive (STI)	Long Term Incentive (LTI)
	CASH	EQUITY
<ul style="list-style-type: none"> <li>• Base salary and superannuation</li> <li>• Reviewed annually</li> <li>• Determined by experience, qualifications and role</li> </ul>	<ul style="list-style-type: none"> <li>• 70% of STI awarded vests immediately and is paid each year</li> <li>• 30% of the STI is deferred for 6 months</li> <li>• STI dependent on individual performance to KPIs</li> <li>• STI dependent on Aspen performance</li> </ul>	<ul style="list-style-type: none"> <li>• Performance Rights Plan subject to three year vesting period</li> <li>• 50% Relative Total Security holder Return (TSR)</li> <li>• 50% Net Asset Value (NAV) growth</li> <li>• Only available to KMP's</li> </ul>
Base level of reward competitive with the market	Encourages sustainable performance in the medium to longer term	

Remuneration mix	CEO	Executives
Fixed compensation	54.8%	66.7%
STIs	4.0%	16.7%
LTIs	41.1%	16.7%

STI, LTI and retention bonus components are “at risk” and are only realised if respective performance hurdles (as described later in the framework) are achieved.

The remuneration components are described in sections 3.1 to 3.4 below.

#### 3.1 Fixed compensation

Fixed compensation consists of an annual base salary plus employer contributions to superannuation funds plus any applicable fringe benefits provided. No guaranteed base salary increases are included in any Executive contracts.

Executive remuneration levels are reviewed annually by the Board through a process that considers:

- the Executive’s position and level of experience;
- individual, divisional and overall performance of Aspen;
- market forces, especially as they relate to companies of comparable size, revenue and in similar industries to Aspen; and
- advice from external consultants or other market sources.

#### 3.2 Variable compensation - STI

The STI is an “at risk” incentive awarded annually and is paid in a combination of immediate and deferred cash components, subject to agreed KPIs.

All STIs are paid at the discretion of the Board. In addition, the STI pool can be scaled up or down by the Board depending upon the actual performance of Aspen.

The STI plan links the performance of individual employees to the operational and financial objectives of Aspen. These individual KPIs are agreed with employees at the start of each financial year as part of the individual’s performance review process.

## 4. Remuneration report (continued)

The KPIs measured are linked to Aspen’s overall business strategy and incorporate qualitative indicators of effectiveness, performance and behaviour including:

- financial priorities – e.g. earnings and distribution targets, forecast accuracy, expense management;
- business priorities – e.g. business growth, business systems, customer relationships;
- people leadership and governance – e.g. leadership, culture, risk management and ethics; and
- strategic priorities – e.g. implement and evaluate change, corporate reputation, future growth initiatives.

To be eligible for a STI a participant needs to be employed with Aspen for a minimum of 6 months.

All STIs for Executives are paid as cash in a combination of 70% immediate and 30% deferred for 6 months. The immediate cash portion is paid in September each year following the finalisation of the consolidated financial statements. The deferred portion is paid in January of the following year. To receive the benefit of the deferred STI amount, the Executive must have achieved a further hurdle – that employment with Aspen remains in place and no notice of resignation has been served by the employee.

The following table outlines treatment of STI upon an employee’s departure from Aspen:

Other eligibility criteria event	Eligibility criteria
<b>Resignation</b>	If employment ceases due to resignation during performance year, the employee is not considered for a STI payment for that performance year.
<b>Redundancy during performance year</b>	If employee is made redundant the employee will be considered for a pro rata STI payment. Performance is rated at the time of termination. Any deferred STI amounts for KMP would be paid upon redundancy.
<b>Redundancy after end of performance year</b>	If an employee is made redundant after the performance year end, the employee will be considered for a full year STI payment.
<b>Dismissal</b>	Employees will not be considered for an STI payment in the event they are dismissed for cause, including dismissal for poor performance.
<b>Death</b>	Employees will be considered for a pro-rata STI if employment terminates due to death. Any payment will be made to the estate. This includes any deferred STI amounts for Executives.
<b>Change of control</b>	STI's will be payable immediately on the settlement of a change in control of Aspen. Each employee who is currently not undergoing performance management will be paid their current year's STI opportunity based on their performance rating at the time of change of control on a pro rata basis. The extra vesting conditions for deferred STI amounts are deemed to be immediately satisfied after a change of control.

### 3.3 Variable compensation – executive retention bonus scheme

The scheme’s objectives are to minimise the risks of disruption caused by the departure of key employees where the departure has the potential to create significant gaps in the knowledge and capacity that would not have been in the best interests of the securityholders. No employees were subject to retention in FY18.

### 3.4 Variable compensation - LTI

The objective of the LTI plan is to reward and retain Executives. Awards are linked to Aspen’s Total Shareholder Returns (“TSR”) and Net Asset Value (“NAV”), therefore an Executive’s remuneration is aligned to the creation of securityholder wealth. Under this plan, the more Aspen’s security price increases over the relevant vesting period, the greater the potential benefit to employees.

## 4. Remuneration report (continued)

Aspen’s LTI is delivered via a Performance Rights Plan (“PRP”), which has been in place since 2010 and which was refreshed at the 2016 Annual General Meeting.

### Performance Rights Plan

The PRP facilitates the grant of performance rights to Executives of Aspen. A performance right granted under the PRP is a conditional right to acquire a stapled security for nil consideration (although the terms of the PRP enable the Board to impose an exercise price if considered appropriate).

### Vesting conditions

A performance right holder will only be able to exercise their performance rights to the extent the vesting conditions are satisfied (if at all). Performance is assessed relative to two measures, TSR and NAV, with each measure accounting for 50% of the potential entitlement. The vesting conditions for each measure determine the award and are measured over a three year period from the start of the financial year in which they are offered.

The Board may consider introducing additional or different conditions for future grants of rights should prevailing market conditions support such a decision. Presently, continued employment and meeting TSR and NAV hurdles are the only two vesting conditions.

### *TSR hurdle*

The Board decided to use relative TSR as the vesting condition because:

- Relative TSR is easily measured, verifiable by external data and therefore transparent for securityholders;
- Current market evidence supports the proposition of relative TSR as a sole measure – it is the single most utilised measure by ASX Top 100 companies.

TSR is a measure of the return to securityholders (over the vesting period) provided by security price appreciation, plus reinvested distributions expressed as a percentage of investment. TSR was selected because it measures Aspen’s returns for securityholders.

The S&P ASX 300 Property Sector index is used as a comparator group as it represents Aspen’s listed property peers that Aspen competes with for equity and talent.

The TSR hurdle is tested at the end of the performance period (three years from grant) by calculating the TSR growth performance of each entity in the comparator group. The performance of each entity is then ranked, using percentiles. Aspen Group’s performance will be calculated at the end of the performance period and compared to the percentile rankings. Vesting of performance rights under this hurdle will only occur if Aspen Group outperforms a majority of the entities making up the S&P ASX 300 Property Sector index over the 3 year period.

The following vesting schedule applies to the award of any performance rights to eligible participants:

Relative TSR over 3 years	Proportion of TSR related rights vested
At or below the 50 <sup>th</sup> percentile	0%
At the 51 <sup>st</sup> percentile	50%
Between the 51 <sup>st</sup> percentile and the 75 <sup>th</sup> percentile	Straight-line between 50% and 100%
75 <sup>th</sup> percentile or above	100%

### *NAV hurdle*

NAV is a measure of the underlying value of securities of the Group. NAV is measured and reported by the Group at each reporting period and shall be the reference base for the testing of this measure. NAV is considered a relevant measure of the underlying value of the securities of the Group.



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## 4. Remuneration report (continued)

The NAV hurdle will be tested at the end of the performance period by calculating NAV growth over the three year measurement period. As distributions by the Group have the effect of diluting the NAV of the Group, the measurement of NAV will take into account distributions over the vesting period. Distributions over the three year period shall be added to NAV to determine the rate of growth achieved. Distributions in FY17 shall be measured on an annualised basis by reference to H2 FY18 distributions. The adjustment is to allow FY17 returns to be assessed on a more representative basis of the Group operating in a full reinvested state. The vesting of Performance Rights will be determined using the matrix in the table below:

The following vesting schedule applies to the award of any performance rights to eligible participants:

NAV growth over 3 years	Proportion of rights vested
Below 8 percent growth pa	0%
At 8 percent growth pa	50%
Between 8 percent and 10 percent growth	Straight-line between 50% and 100%
10 percent growth pa or above	100%

The respective TSR and NAV hurdles must be satisfied to gain the proportion of Performance Rights referred to in the last column (assuming the other vesting conditions have been satisfied).

The following table outlines treatment of LTI upon an employee's departure from Aspen Group:

Other eligibility criteria event	Eligibility criteria
<b>Resignation</b>	If employment ceases due to resignation, any unvested LTIs will automatically lapse and be deemed forfeited.
<b>Dismissal</b>	If employment ceases due to dismissal, any unvested LTIs will automatically lapse and be deemed forfeited.
<b>Redundancy, retirement or death</b>	If employment ceases due to genuine redundancy, retirement or death, any LTIs will automatically lapse and be deemed forfeited. However, the Board may choose, at their absolute discretion, allow the unvested LTIs to remain in effect.
<b>Change of control</b>	LTIs will be payable immediately on the settlement of a change in control of Aspen. Each employee who is currently not undergoing performance management will be paid their current year's LTI opportunity based on their performance rating at the time of change of control on a pro rata basis.

### 4.0 Executive remuneration outcomes

#### 4.1 Overview of FY17 financial performance

In considering Aspen's performance and benefits for securityholder wealth, the Board had regard to the following indices in respect of the current financial year and the previous 4 years.

	2018	2017	2016	2015	2014
Statutory (loss)/profit after tax	\$0.8m	(\$0.2m)	\$9.9m	(\$31.7m)	(\$81.8m)
Operating profit*	\$3.0m	\$4.5m	\$4.8m	\$4.7m	\$14.7m
Distributions per security	4.2cps	4.6cps	9.2cps	9.0cps	11.5cps
Market Cap (30th June)	\$92m	\$112m	\$123m	\$150m	\$145m
Share price (30th June) **	\$0.96	\$1.10	\$1.20	\$1.33	\$1.21
Return on capital employed	2.6%	3.0%	5.9%	(9.3%)	(31.8%)

\* Operating profit is considered as one of the financial performance targets in setting the STI. Refer to section 5.2 for further details.

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## 4. Remuneration report (continued)

The Board also considered the relative performance of KMP against the execution of Aspen’s strategy. A high level scoreboard of the Aspen performance for FY18 for the purpose of assessing eligibility for STI has been considered by reference to both positive and negative factors:

Positive performance indicators	Negative performance indicators
<ul style="list-style-type: none"> <li>NAV increase of 3 cps (on a pre-capital distribution basis) occurred during the financial year reflecting the positive impact of asset value growth and net of the negative impact of acquisition costs which are expensed directly to the P&amp;L</li> <li>Reported NAV is 2cps lower than prior year inclusive of the 5cps capital distribution which took place in October 2017</li> <li>Negotiated the acquisition of two accommodation parks valued at \$30.5 million (excluding transaction costs)</li> <li>Successfully integrated the two accommodation parks within the groups operating structure</li> <li>Maintained corporate overheads to be in line with the revised operational scale of the business</li> <li>Met distribution guidance for 1H and 2H FY18</li> <li>Negotiated 1 year extension of Woodside tenancy agreement to January 2020 at Aspen Karratha Village</li> <li>Exited Spearwood Industrial property and AWSS development site completing the refocus of the business in line with affordable accommodation strategy</li> </ul>	<ul style="list-style-type: none"> <li>Dividends per share reduced from 4.6 cps to 4.2 cps reflecting the reduced operating scale of the business, post the sale of APPF</li> <li>Securities have traded throughout the year at a discount to NAV</li> <li>Reduced acquisition activity in 2H FY18 which impacts the re-scaling rate of the business</li> </ul>

### 4.2 STI outcomes

For the year ended 30 June 2018, two KMP’s were awarded a STI, determined after performance reviews were completed and then approved by the Board.

The total STI awarded to the executives for FY18 was \$0.118 million. (FY17 \$0.175 million)

The performance measures for the STI in FY18 were underlying earnings, asset acquisitions, business simplification, system implementation and overhead management. The assessment of these outcomes are detailed in section 4.1 above.

The Board determined that 100% was the appropriate scaling to be applied to the overall STI pool for FY18. As a result of the individual performance assessments the average percentage awarded of the maximum STI opportunity for the executives was 62%.

A summary of the STIs (excluding payments in the retention scheme) awarded to during FY18 executives is outlined below:

	Cash STI \$	Deferred STI payment <sup>1</sup> \$	Total FY18 award \$	Total STI \$	% of max STI opportunity vested in year	% of STI not yet vested	% of STI opportunity forfeited in year
Joel Cann	21,000	9,000	30,000	30,000	20%	9%	0%
Emmanuel Zammit	61,250	26,250	87,500	87,500	70%	30%	0%
<b>Total</b>	<b>82,250</b>	<b>35,250</b>	<b>117,500</b>	<b>117,500</b>			

<sup>1</sup> Payment conditional upon KMP’s remaining employees up to 31 December 2018

## 4. Remuneration report (continued)

### 4.3 LTI outcomes

The table below summarises how Aspen has performed against vesting conditions for active LTI schemes at 30 June 2018:

Issue	Tranche 7 FY17	Tranche 8 FY18
Effective Issue date	Jul-16	Jul-17
Vesting date	30-Jun-19	30-Jun-20
Current Status	TSR is below 50 <sup>th</sup> percentile	TSR is below 50 <sup>th</sup> percentile
Current Status	NAV is below 50 <sup>th</sup> percentile	NAV is below 50 <sup>th</sup> percentile

## 5.0 Executive contract details

### 5.1 Remuneration structure and contract terms for CEO

The contract of employment contract for the CEO, Mr Cann and has no fixed term and specifies the duties and obligations of the role.

#### Salary and benefits

Mr Cann will receive a salary of \$410,000 (gross) per annum, exclusive of superannuation. In addition, Aspen will make superannuation contributions. If Mr Cann becomes a director of Aspen or any other group company, his salary is considered as inclusive of director fees therefore no additional compensation will be paid.

#### Incentive arrangements

Mr Cann may be entitled to a discretionary short term incentive (STI), under Aspen Group's Short Term Incentive Policy (STI Policy), depending on Aspen's and Mr Cann's performance against financial and non-financial metrics determined by the Board.

Mr Cann may be eligible to participate in Aspen's Performance Rights Plan (PRP) in respect of each completed financial year and to receive a discretionary Long Term Incentive (LTI) allocation. The entitlement to receive an LTI allocation in respect of any financial year is at the Board's absolute discretion and will be determined by the Board in accordance with the LTI Rules.

The remuneration package for Mr Cann was designed and negotiated to ensure a strong alignment of his financial rewards with the creation of value for Aspen Group securityholders. The equity component of Mr Cann's package was approved at Annual General Meeting in November 2016, which included an issue of performance rights.

#### Termination

The employment contract may be terminated by Aspen Group or Mr Cann by giving 3 months' notice of an intention to terminate his employment. Termination benefits to the extent permitted under the Corporations Act are included in his contract in the event of certain termination events.

### 5.2 Contract terms for other current KMP's

It is Aspen's policy that employment contracts for Executives have no fixed term but are capable of termination on generally three months' notice and that Aspen retains the right to terminate the contract immediately, by making payment equal to three month's pay in lieu of notice.

The entitlement of Executives to unvested LTI awards is dealt with under the LTI plan rules and the specific terms of grant.

## 6.0 Executives remuneration

Details of the nature and amount of each major element of remuneration of key management personnel are:

	Year	Short-term				Post-employment				LTI <sup>2</sup>	Total	% of rem performance related	Value of LTI as % of rem
		Base salary <sup>1</sup>	STI	Non-monetary benefits	Total	Superannuation benefits	Termination benefits	Other Long Term					
<b>Current Execs</b>													
Joel Cann	2018	429,334	30,000	-	459,334	20,049	-	-	43,037	522,420	14.0%	8.2%	
	2017	307,882	50,000	-	357,882	14,712	-	-	50,431	423,025	23.7%	11.9%	
Emmanuel Zammit	2018	358,312	87,500	-	445,812	29,085	-	-	10,518	485,415	20.2%	2.2%	
	2017	352,241	50,000	-	402,241	19,616	-	-	17,931	439,788	15.5%	4.1%	
<b>Former Execs</b>													
Brett Summers	2018	45,454	-	-	45,454	5,012	-	-	(51,636)	(1,170)	n/m <sup>3</sup>	n/m <sup>3</sup>	
	2017	266,729	37,500	-	304,229	19,616	-	-	34,556	358,401	20.1%	9.6%	
<b>Total</b>	<b>2018</b>	<b>833,100</b>	<b>117,500</b>	<b>-</b>	<b>950,600</b>	<b>54,146</b>	<b>-</b>	<b>-</b>	<b>1,919</b>	<b>1,006,665</b>	<b>11.9%</b>	<b>0.2%</b>	
	<b>2017</b>	<b>926,852</b>	<b>37,500</b>	<b>-</b>	<b>964,352</b>	<b>53,944</b>	<b>-</b>	<b>-</b>	<b>102,918</b>	<b>1,121,214</b>	<b>12.5%</b>	<b>9.2%</b>	

### Notes in relation to the table of key management personnel remuneration

- (1) Base salary includes annual leave and superannuation payments which exceeded the Federal Government superannuation cap.
- (2) The stapled securities issued under the various LTI plans are treated for accounting purposes as options and their fair value is calculated at the date of grant using a Monte Carlo option-pricing model and allocated to each reporting period evenly over the period from grant date to vesting date. The value of these Long Term Incentive Instruments (LTI) disclosed is the portion of the fair value of the instruments allocated to the profit and loss this reporting period.
- (3) Percentage disclosure not meaningful.

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## 4. Remuneration report (continued)

### LTI grants and movements during the year

The following tables provide details of rights granted during the year under the LTI plan, as well as the movement during the year in options and rights granted under the LTI plan in previous financial years.

Equity type		Balance as at 30 June 2017	Granted during the year as remuneration	Value of Grant <sup>(a)</sup>	Exercised / vested during the year	Value of options and rights exercised / vested	Lapsed / cancelled during the year	Value of options and rights lapsed / cancelled <sup>(b)</sup>	Balance as at 30 June 2018
		No.	No.	\$	No.	\$	No.	\$	No.
<b>Current Executives</b>									
Joel Cann	PR	304,054	459,642	307,500	-	-	-	-	<b>763,696</b>
Emmanuel Zammit	PR	108,108	130,793	87,500	-	-	-	-	<b>238,901</b>
<b>Former Executives</b>									
Brett Summers	PR	150,772	-	-	-	-	150,772	-	-

(a) The fair market value of each right granted on in FY18, calculated using a Monte Carlo simulation analysis, is \$0.669

(b) Value is calculated at fair market value of each right on date of grant

The number of options and rights included in the balance at 30 June 2018 for the Executives is set out below:

	2016	2017	2018	Total
<b>Current executives</b>				
Joel Cann	-	304,054	459,642	<b>763,696</b>
Emmanuel Zammit	-	108,108	130,793	<b>238,901</b>
<b>Former Executives</b>				
Brett Summers	Forfeited*	Forfeited*	-	-

\* all unvested performance rights were cancelled upon cessation of employment/ forfeited upon resignation.

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## 4. Remuneration report (continued)

### 7.0 Non-executive director remuneration

#### 7.1 Non-executive director remuneration structure

The total remuneration for non-executive directors for the 2018 financial year was \$346,404 (2017: \$346,404), no change against the prior financial year.

The remuneration level is within the maximum remuneration level previously approved by security holders at the 2010 AGM of \$700,000. Within this limit, the Board reviews the remuneration packages of all non-Executive directors on an annual basis. In making its recommendations, the Board has due regard to the current market conditions for the supply of these services and the duties and responsibilities of each member. Remuneration levels are compared to that of similar businesses and advice sought from external consultants as required.

Non-Executive directors do not receive performance based remuneration such as cash bonuses or the ability to participate in Aspen Group's LTI scheme.

The annual fees payable in FY18 were in accordance with the table below:

Position	FY18 remuneration (base fees excluding super)*
Non-executive chairman	\$149,625
Non-executive director	\$76,950
Audit committee chairman	\$8,550
Audit committee member	\$4,275

\* The Board has determined that for FY19, there will be no increase in fees.

#### 7.2 Non-executive directors' remuneration

Details of the remuneration paid to non-executive directors are in the table below:

	Year	Non-executive director	Committee chair fees	Committee member fees	Superannuation	Total remuneration
		\$	\$	\$	\$	\$
<b>Non-executive Directors</b>						
Clive Appleton	<b>2018</b>	<b>149,625</b>	-	<b>4,275</b>	<b>14,621</b>	<b>168,521</b>
	2017	149,625	-	4,275	14,621	168,521
Guy Farrands	<b>2018</b>	<b>76,950</b>	<b>8,550</b>	-	<b>8,123</b>	<b>93,623</b>
	2017	76,950	8,550	-	8,123	93,623
John Carter	<b>2018</b>	<b>76,950</b>	-	-	<b>7,310</b>	<b>84,260</b>
	2017	76,950	-	-	7,310	84,260
<b>Total non-executive directors</b>	<b>2018</b>	<b>303,525</b>	<b>8,550</b>	<b>4,275</b>	<b>30,054</b>	<b>346,404</b>
	2017	303,525	8,550	4,275	30,054	346,404

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## 4. Remuneration report (continued)

### 8.0 KMP transactions

#### 8.1 Loans

There were no loans made during the year, or outstanding at year end, to KMP (current or former).

#### 8.2 Movements in securities

The movement during the reporting year in the number of ordinary securities in Aspen held, directly, indirectly or beneficially, by KMP, including their related parties, is as follows:

	Year	Balance at beginning of year	Net purchases / (sales)	Balance at end of year
<b>Current Executives</b>				
Joel Cann	2018	-	23,669	23,669
	2017	-	-	-
Emmanuel Zammit	2018	-	11,835	11,835
	2017	-	-	-
<b>Former Executives</b>				
Brett Summers	2018	10,766	(10,766)	-
	2017	-	10,766	10,766
<b>Non-executive directors</b>				
Clive Appleton	2018	71,000	8,862	79,862
	2017	31,000	40,000	71,000
Guy Farrands	2018	150,475	-	150,475
	2017	150,475	-	150,475
John Carter	2018	22,382,539	-	22,382,539
	2017	22,382,539	-	22,382,539

Directors and KMP received distribution on the above securities from the date acquired.

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## 5. Principal activities

The principal activities of Aspen during the year were to invest in the affordable accommodation sector and to continue divestment of its remaining non-core assets. Other than as disclosed above, there was no significant change in the nature of the activities of Aspen during the year.

## 6. Events subsequent to reporting date

The following material events have occurred between the reporting date and the date of this report:

- On 8 August 2018, Aspen settled the sale of the Midland Property Trust property for \$2.537 million
- Aspen Group announced on 28 August 2018 proposed governance and investment management changes in respect of outsourcing the Responsible Entity (RE) and Investment Management functions for which it plans to seek security holder approval. Due to the process and timetable to be followed, it is too early to identify any potential or likely impact on the Aspen Group Limited other than as communicated in the announcement.

Other than as noted above, there has not arisen any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors of Aspen, to affect significantly the operations of Aspen, the results of those operations, or the state of affairs of Aspen, in future financial periods.

## 7. Indemnification and insurance of officers and auditors

During the financial year Aspen paid premiums in respect of directors' and officers' liability and legal expenses insurance contracts for the year ended 30 June 2018 and, since year end Aspen has paid or agreed to pay premiums in respect of such insurance contracts up to the annual insurance renewal date of 5 June 2019. Such insurance contracts insure against certain liability (subject to specific exclusions), persons who are or have been directors or executive officers of Aspen.

The directors have not included details of the nature of the liabilities covered nor the amount of the premiums paid in respect of the directors' and officers' liability and legal expenses insurance contracts, as such disclosure is prohibited under the terms of the contract.

Aspen has agreed to indemnify the following current officers of the Company, Mr Appleton, Mr Carter, Mr Farrands, Mr Cann and Mr Zammit against all liabilities to another person (other than Aspen) that may arise from their positions as officers of Aspen, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that Aspen will meet the full amount of any such liabilities, including costs and expenses.

Other than this, Aspen has not otherwise, during or since the end of the financial year, indemnified or agreed to indemnify any officer or auditor of Aspen or of any related body corporate against a liability incurred as such by an officer or auditor.



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## 8. Non-audit services

During the year PricewaterhouseCoopers, Aspen's auditor, has not performed any other services in addition to their statutory duties.

Details of the amounts paid to the auditor of Aspen, PwC (respectively for 2018 and 2017), and their related practices for audit and non-audit services provided during the year are set out below. In addition, amounts paid to other auditors for the statutory audit have been disclosed:

	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
<b>Audit services:</b>		
<b><i>Audit and review of financial reports</i></b>		
PwC - 2018	<b>239,400</b>	-
PwC - 2017	<b>33,890</b>	221,000
	<b>273,290</b>	221,000
<b>Assurance related services</b>		
PwC	-	-
	-	-

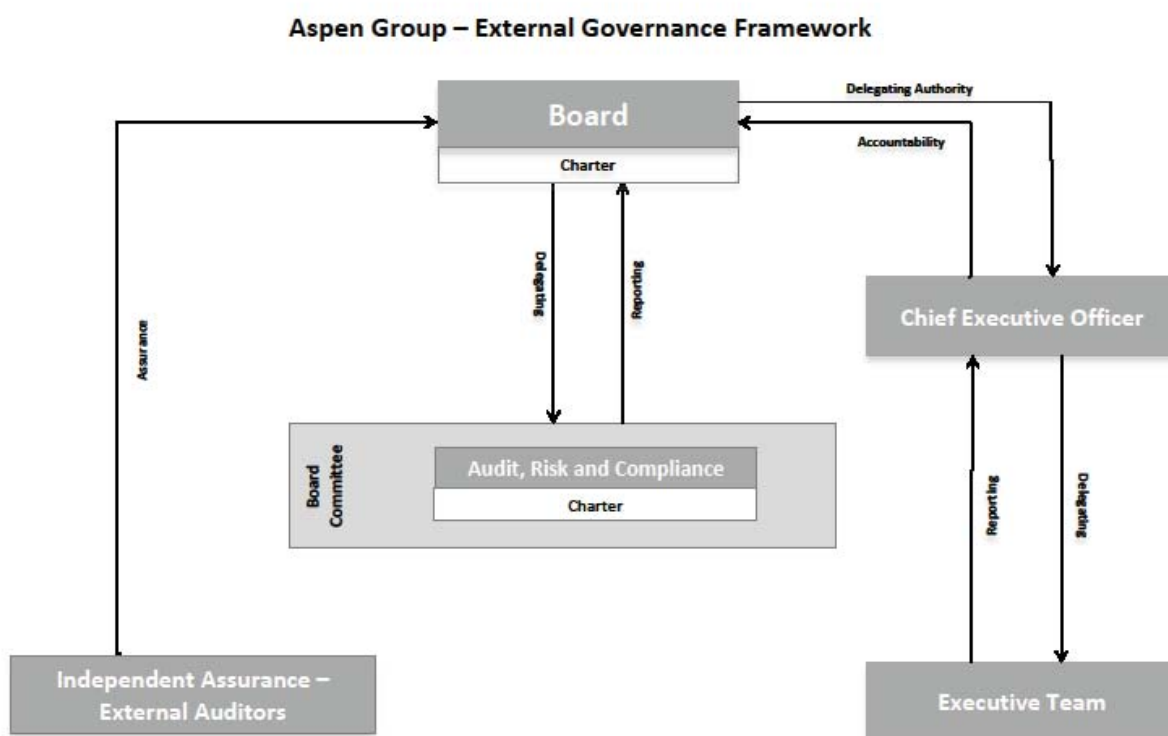
## 9. Corporate governance statement

The Board is responsible for establishment of a corporate governance framework that provides a level of accountability and processes and systems which support the day to day operations of Aspen. Aspen’s governance framework has been prepared with regard to the ASX Corporate Governance Council’s published guidelines as well as its stated principles and recommendations, contained in the ASX Corporate Governance Principles and Recommendations 3rd Edition (ASX Principles). Aspen has established policies, charters and practices that support this commitment.

Aspen’s Corporate Governance Statement is available on our website at

<http://www.aspengroup.com.au/shareholder-information/corporate-governance/>

At a glance, Aspen’s governance framework is outlined below, showing the relationship between the Board, its Committees and the CEO position.



# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

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## 10. Auditor's independence declaration under Section 307C of the *Corporations Act 2001*

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 29 and forms part of the Directors' Report.

## 11. Rounding off

The Consolidated Group is of the kind referred to in ASIC Class Order 2016/191 and in accordance with the Class Order, amounts in the Financial Report and Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

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

On behalf of the directors of AGL and AFM



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Clive Appleton

Chairman

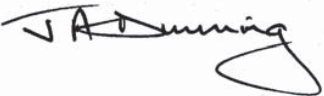
SYDNEY, 28 August 2018

## *Auditor's Independence Declaration*

As lead auditor for the audit of Aspen Group Limited for the year ended 30 June 2018, I declare that to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Aspen Group Limited and the entities it controlled during the period.



JA Dunning  
Partner  
PricewaterhouseCoopers

Sydney  
28 August 2018

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### **PricewaterhouseCoopers, ABN 52 780 433 757**

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## *Independent auditor's report*

To the stapled security holders of Aspen Group Limited

### *Report on the audit of the financial report*

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#### *Our opinion*

In our opinion:

The accompanying financial report of Aspen Group Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### ***What we have audited***

The Group financial report comprises:

- the Consolidated Balance Sheet as at 30 June 2018
- the Consolidated Statement of Comprehensive Income for the year then ended
- the Consolidated Statement of Profit and Loss for the year then ended
- the Consolidated Statement of Changes in Equity for the year then ended
- the Consolidated Cash Flow Statement for the year then ended
- the notes to the consolidated financial statements, which include a summary of significant accounting policies
- the directors' declaration.

The Group comprises Aspen Group Limited and Aspen Property Trust (together the stapled entity) and the entities they controlled at year end or from time to time during the financial year.

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

#### ***Independence***

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

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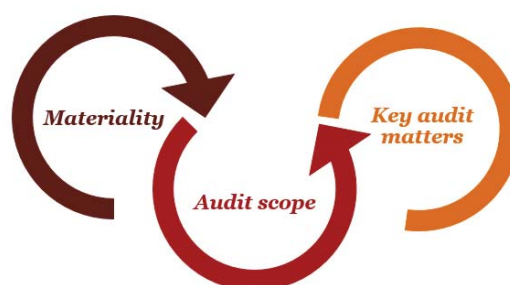
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to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

### *Our audit approach*

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.



#### **Materiality**

- For the purpose of our audit of the Group we applied an overall materiality of \$156,340 which represents approximately 5% of the Group's adjusted profit/loss before tax for the year ended 30 June 2018.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose adjusted profit/loss before tax as the benchmark because, in our view, it is a key metric against which the performance of the Group is regularly measured.
- Profit/loss before tax is mainly adjusted for fair value movements and depreciation as they are non-cash items in addition to items deemed to be non-recurring.

We selected 5% based on professional judgement, noting it is within the range of commonly acceptable profit-related materiality thresholds.

#### **Audit Scope**

- The Group owns and manages accommodation facilities across New South Wales, South Australia, Northern Territory and Western Australia. The accounting processes are structured around a consolidated entity finance function at its head office in Sydney. Our audit procedures were predominately performed at the head office of the Group.
- Our audit focused on where subjective judgements were made by the Group management; for example, significant accounting estimates involving assumptions and inherently uncertain future events.

### *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 for the current period. The key audit 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. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit, Risk and Compliance Committee.

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p><b><i>Accounting for business combination of parks acquired</i></b> <i>Refer to Note 19</i></p> <p>The Group acquired two accommodation parks during the year. The acquisitions included the tangible assets of the park properties as well as the existing park businesses.</p> <p>These transactions are accounted for as business combinations using the acquisition method in accordance with Australian Accounting Standards. Acquisition-related costs are expensed as incurred. The excess of the consideration paid over the fair value of the net identifiable assets of the park businesses acquired is recorded as goodwill.</p> <p>Given the acquisitions are significant events for the year and the fair value of the net assets acquired on the acquisition date are inherently subjective, we consider this to be a key audit matter.</p> <p>These impacts from the acquisition of the two accommodation parks are presented in the consolidated statement of profit and loss and consolidated balance sheet respectively as follows:</p> <ul style="list-style-type: none"> <li>• <i>Addition of \$23.0 million property plant and equipment</i></li> <li>• <i>Addition of \$6.4 million goodwill</i></li> <li>• <i>Acquisition costs of \$2.0 million</i></li> </ul>	<p>We performed the following procedures, amongst others:</p> <ul style="list-style-type: none"> <li>• Tested transaction details disclosed per note 19 of the financial statement to sale and purchase agreements.</li> <li>• Assessed the relevant accounting treatment of the business combinations and recognition of goodwill in light of the requirements of Australian Accounting Standards.</li> <li>• Agreed a sample of acquisition costs incurred to invoices and bank statements. Assessed if the acquisition costs were expensed as incurred.</li> <li>• Agreed the consideration paid to bank statements and settlement statements.</li> <li>• Agreed the valuations of the property, plant and equipment acquired to external valuations.</li> <li>• Assessed the competency and capabilities of the relevant external valuers.</li> <li>• Assessed the Group's allocation of consideration to net identifiable assets.</li> </ul>

Key audit matter	How our audit addressed the key audit matter
------------------	--

- Consolidated park revenues of \$4.4 million and a net profit of \$1.0 million

**Valuation of property, plant and equipment in relation to accommodation parks**  
Refer to Note 7

The Group’s property, plant and equipment comprises land, buildings, leasehold improvements and plant and equipment in relation to seven accommodation parks. These assets had a carrying value of \$82.0 million as at 30 June 2018. These assets are measured at fair value at each balance sheet date. The Group determines the fair value of the property, plant and equipment on the basis of independent valuations prepared by external valuers or director’s valuations at balance sheet date. The valuation is determined by factors such as prevailing market conditions, the individual nature, condition and location of each park and the expected future income of each park. Key assumptions include the capitalisation rate and the NOI.

We considered this to be a key audit matter due to the judgement required in determining key assumptions, the significance of these assets to the balance sheet and significant impact of changes in fair value to the consolidated statement of profit and loss.

We performed the following procedures, amongst others to assess the valuation:

- Reconciled the list of accommodation park values to our prior and current year supporting evidence to check compliance with the Group policy that all parks had been externally valued at least once in the last three years.
- Agreed fair values of those accommodation parks externally valued at balance sheet date to the external valuations. Assessed the competency and capabilities of the relevant external valuers.
- For a selection of parks, compared the net operating income (NOI) adopted in valuations to the current year NOI.
- Challenged the Group’s adjustments made to the NOI with reference to the current year result.
- Performed look back procedures by comparing prior year budgeted NOI to current year actual NOI for a selection of parks.
- Compared the capitalisation rates adopted in current and prior year valuations and the last external valuations. Challenged the rationale supporting the rate applied in the valuation by discussing with the Group the reasons to support the adopted rate for a sample of valuations.
- Considered the sensitivities of the calculation of the internal valuations by varying key assumptions and applying other values within a reasonable possible range; for example, by increasing the capitalisation rate and reducing NOI.





<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
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***The appropriateness of goodwill carrying value***

*Refer to Note 20*

Goodwill is allocated to the Group’s individual parks and is considered to have an indefinite useful life.

Due to size of the goodwill balance (\$24.0 million as at 30 June 2018) and because the director’s assessment of the recoverable amount of the Group’s cash generating units (‘CGU’) involves judgments about the future results of the park businesses and the discount rate applied to future cash flow forecasts, we considered the carrying value of goodwill to be a key audit matter.

We performed the following procedures, amongst others:

- For a selection of parks compared, the carrying amount of the property, plant and equipment of the parks, and related goodwill, with the recoverable amount of the park assets determined by the Group through calculating the net present value (NPV) of each CGU’s future cash flows.
- For a selection of parks, compared the net operating income (NOI) adopted in the recoverable amount calculation to the current year NOI as per accounting records.
- For a selection of parks, challenged the Group on the key assumptions in the adopted NOI used in the recoverable amount calculation.
- For a selection of parks, challenged the Group and obtained support on other key assumptions used in the recoverable amount calculation such as growth rates and discount rates.
- Tested the mathematical accuracy of the recoverable amount calculation.
- Considered the sensitivities of the recoverable amount calculation for a selection of CGUs by varying key assumptions and applying other values within a reasonable possible range; for example, by increasing the discount rate or reducing NOI.

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### *Other information*

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 2018, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Directors' Report. We expect the remaining other information to be made available to us after the date of this auditor's report, including:

- Chairman's letter
- Business Overview

Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the other information not yet received as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action to take.

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### *Responsibilities of the directors for the financial report*

The directors of Aspen Group Limited and the directors of Aspen Funds Management Limited, the Responsible Entity of Aspen Property Trust (collectively referred to as the "directors") are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and *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.

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### *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 the 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 the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar1.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf). This description forms part of our auditor's report.

## *Report on the remuneration report*

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### *Our opinion on the remuneration report*

We have audited the remuneration report included in pages 13 to 24 of the directors' report for the year ended 30 June 2018.

In our opinion, the remuneration report of Aspen Group Limited for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

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### *Responsibilities*

The directors of the Aspen Group Limited 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.

PricewaterhouseCoopers

JA Dunning  
Partner

Sydney  
28 August 2018

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## Consolidated Financial Statements Contents

Consolidated Financial statements	Consolidated Statement of Profit and Loss	Page 38
	Consolidated Statement of Comprehensive Income	Page 39
	Consolidated Balance Sheet	Page 40
	Consolidated Cash Flow Statement	Page 41
	Consolidated Statement of Changes in Equity	Page 42

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	Segment information	Page 46

Key numbers	Capital	Risk	Corporate Structure	Unrecognised items	Other
1. Revenue	12. Capital management	17. Financial risk management	19. Business combinations	24. Commitments and contingencies	26. Parent entity disclosures
2. Expenses and other items	13. Distributions	18. Impairment of non-financial assets	20. Intangible Assets	25. Subsequent events	27. Auditors' remuneration
3. Tax expense	14. Equity and reserves		21. Subsidiaries		28. Related party transactions
4. Cash and cash equivalents	15. Earnings per stapled security		22. Discontinued operations		29. Other accounting policies
5. Trade and other receivables	16. Interest bearing loans and borrowings		23. Non-controlling interests		
6. Trade and other payables					
7. Property, plant and equipment					
8. Investment property					
9. Assets classified as held for sale					
10. Liabilities classified as held for sale					
11. Provisions					

Signed reports	Directors' declaration	Page 73
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# Consolidated statement of profit and loss

for the year ended 30 June 2018

	Note	CONSOLIDATED 2018 \$'000	2017 \$'000
<b>Continuing operations</b>			
Revenue	1	21,745	15,079
Cost of sales	2	(12,418)	(8,090)
<b>Gross profit</b>		<b>9,327</b>	<b>6,989</b>
<b>Expenses and other items</b>			
Administration expenses	2	(5,831)	(5,425)
Property depreciation, fair value adjustments and other	2	(2,896)	(2,923)
		<b>(8,727)</b>	<b>(8,348)</b>
<b>Earnings/(loss) before interest and income tax expense (EBIT)</b>		<b>600</b>	<b>(1,359)</b>
Finance income	2	369	727
Finance costs	2	(868)	(181)
<b>Profit/(loss) before income tax</b>		<b>101</b>	<b>(813)</b>
Income tax expense	3	-	-
<b>Profit/(loss) from continuing operations</b>		<b>101</b>	<b>(813)</b>
<b>Discontinued operations</b>			
Profit for the year from discontinued operations	22	671	590
<b>Profit/(loss) for the year</b>		<b>772</b>	<b>(223)</b>
Profit attributable to ordinary equity holders of the parent entity		825	409
Loss attributable to non-controlling interest	23	(53)	(632)
<b>Profit/(loss) for the year</b>		<b>772</b>	<b>(223)</b>
<b>Earnings per security (EPS) attributable to ordinary equity holders of the parent entity from continuing operations</b>			
Basic earnings per security	15	0.10	(0.80)
Diluted earnings per security	15	0.10	(0.80)
<b>Earnings per security attributable to ordinary equity holders of the parent entity</b>			
Basic earnings per security	15	0.77	0.40
Diluted earnings per security	15	0.77	0.40

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

# Consolidated statement of comprehensive income

for the year ended 30 June 2018

	Note	CONSOLIDATED	
		2018 \$'000	2017 \$'000
<b>Profit/(Loss) for the year</b>		<b>772</b>	<b>(223)</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Revaluation of property, plant and equipment		5,099	1,961
<b>Other comprehensive income for the year, net of tax</b>		<b>5,871</b>	<b>1,738</b>
<b>Total comprehensive income for the year from:</b>			
Continuing operations		5,200	1,148
Discontinued operations		671	590
		<b>5,871</b>	<b>1,738</b>
<b>Total comprehensive income for the year attributable to:</b>			
Securityholders of Aspen		5,924	2,370
Non-controlling interests		(53)	(632)
		<b>5,871</b>	<b>1,738</b>

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

# Consolidated balance sheet

as at 30 June 2018

		CONSOLIDATED	
	Note	2018	2017
		\$'000	\$'000
<b>Assets</b>			
<i>Current assets</i>			
Cash and cash equivalents	4	13,370	22,741
Trade and other receivables	5	1,950	3,205
Assets classified as held for sale	9	4,157	35,493
Inventories		1,566	287
Deposit for park acquisition		-	510
<b>Total current assets</b>		<b>21,043</b>	<b>62,236</b>
<i>Non-current assets</i>			
Property, plant and equipment	7	81,996	52,804
Intangible assets	20	24,250	17,534
Other		373	540
<b>Total non-current assets</b>		<b>106,619</b>	<b>70,878</b>
<b>Total assets</b>		<b>127,662</b>	<b>133,114</b>
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables	6	5,841	6,334
Liabilities classified as held for sale	10	43	123
Provisions	11	2,402	3,088
<b>Total current liabilities</b>		<b>8,286</b>	<b>9,545</b>
<i>Non-current liabilities</i>			
Interest bearing loans and borrowings	16	4,700	-
<b>Total non-current liabilities</b>		<b>4,700</b>	<b>-</b>
<b>Total liabilities</b>		<b>12,986</b>	<b>9,545</b>
<b>Net assets</b>		<b>114,676</b>	<b>123,569</b>
<b>Equity</b>			
<i>Equity attributable to equity holders of the parent</i>			
Issued capital	14	490,361	500,985
Reserves	14	7,129	2,030
Accumulated losses		(362,782)	(359,467)
<b>Total equity attributable to equity holders</b>		<b>134,708</b>	<b>143,548</b>
Non-controlling interest	23	(20,032)	(19,979)
<b>Total equity</b>		<b>114,676</b>	<b>123,569</b>

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

# Consolidated cash flow statement

for the year ended 30 June 2018

	Note	CONSOLIDATED 2018 \$'000	2017 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		26,140	21,504
Payments to suppliers and employees (inclusive of GST)		(20,816)	(17,269)
Interest received		377	733
<b>Net cash flows from operating activities</b>	4	<b>5,701</b>	4,968
<b>Cash flows (used in)/from investing activities</b>			
Proceeds from sale of assets held for sale, net of selling costs		31,082	30
Acquisition of property, plant and equipment and goodwill		(35,030)	(22,550)
<b>Net cash flows used in investing activities</b>		<b>(3,948)</b>	(22,520)
<b>Cash flows (used in)/from financing activities</b>			
Proceeds from borrowings		4,700	-
Payments for securities buy-back and transaction costs		(5,568)	(697)
Distributions paid		(4,669)	(7,382)
Payment of financing costs		(556)	(359)
Borrowing costs		(20)	-
Capital return		(5,094)	-
<b>Net cash flows used in financing activities</b>		<b>(11,207)</b>	(8,438)
Net decrease in cash and cash equivalents		(9,454)	(25,990)
Cash and cash equivalents at beginning of year (including cash assets classified as held for sale)		24,451	50,441
less: cash included in assets of disposal group held for sale		(1,627)	(1,710)
<b>Cash and cash equivalents at end of year</b>		<b>13,370</b>	22,741

The above consolidated cash flow statement should be read in conjunction with the accompanying notes.



# Consolidated statement of changes in equity

for the year ended 30 June 2018

CONSOLIDATED	Note	Issued capital	Reserves	Accumulated losses	Non-controlling interest	Total equity
		\$'000	\$'000	\$'000	\$'000	\$'000
<b>Balance at 1 July 2016</b>		501,665	69	(354,623)	(19,347)	127,764
Net profit for the year		-	-	409	(632)	(223)
Revaluation of property, plant & equipment		-	1,961	-	-	1,961
<b>Total comprehensive income for the year</b>		-	1,961	409	(632)	1,738
Issue of stapled securities	14	13	-	-	-	13
Security buy-back	14	(692)	-	-	-	(692)
Transaction costs	14	(1)	-	-	-	(1)
Security based compensation		-	-	(399)	-	(399)
Distributions payable or paid to securityholders		-	-	(4,854)	-	(4,854)
<b>Balance at 30 June 2017 and 1 July 2017</b>		500,985	2,030	(359,467)	(19,979)	123,569
Net profit for the year		-	-	825	(53)	772
Revaluation of property, plant & equipment	14	-	5,099	-	-	5,099
<b>Total comprehensive income/(loss) for the year</b>		-	5,099	825	(53)	5,871
Issue of stapled securities	14	38	-	-	-	38
Capital Return	14	(5,094)	-	-	-	(5,094)
Security buy-back	14	(5,568)	-	-	-	(5,568)
Security based compensation		-	-	2	-	2
Distributions payable or paid to securityholders		-	-	(4,142)	-	(4,142)
<b>Balance at 30 June 2018</b>		490,361	7,129	(362,782)	(20,032)	114,676

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

The Aspen Group (“the Group” or “Aspen”) is a stapled entity comprising Aspen Group Limited (“the Company”) and its controlled entities, and Aspen Property Trust (“the Trust”) and its controlled entities.

Aspen was established for the purpose of facilitating a joint quotation of the Trust and the Company and their controlled entities on the ASX, with both entities being stapled together. The Deed of the Trust and the Constitution of the Company ensure that, for so long as the two entities remain jointly quoted, the number of units in the Trust and the number of shares in the Company shall be equal and that unit holders and shareholders be identical. With the establishment of Aspen via a stapling arrangement, the combined group has common business objectives, and operates as a combined entity in the core business of investing in and operating within the affordable accommodation sector.

The Trust, the Company and their controlled entities are domiciled in Australia. The address of Aspen’s registered office is Level 3, 37 Pitt Street, Sydney, New South Wales 2000.

The consolidated financial statements of Aspen as at and for the year ended 30 June 2018 are combined financial statements that present the financial statements and accompanying notes of both the Company and the Trust along with their subsidiaries and their interests in associates and jointly controlled entities. Aspen is a for-profit entity and is primarily involved in investment in and operation of affordable accommodation assets.

The consolidated financial statements were authorised for issue by the Board on 28 August 2018.

The consolidated financial report is a general purpose financial report which:

- has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the AASB;
- complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB);
- has been prepared on a historical cost basis, except for derivative financial instruments, available for sale financial instruments, investment property, assets held for sale, assets of disposal group held for sale, assets of discontinued operations held for sale, certain classes of property, plant and equipment and share-based payments;
- is presented in Australian dollars with all values rounded to the nearest thousand dollars (\$’000) unless otherwise stated, in accordance with ASIC Corporations Instrument 2016/191;
- represents comparative information where required for consistency with the current year’s presentation;
- adopts all new and amended Accounting Standards and Interpretations issued by the AASB that are relevant to the operations of Aspen and effective for reporting periods beginning on or after 1 July 2017. Refer to note 29 for further details; and

- does not early adopt any Accounting Standards and Interpretations that have been issued or amended but are not yet effective.

#### Key judgements and estimates

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The judgments, estimates and underlying assumptions are reviewed on an ongoing basis. Information about judgements, estimates and assumptions that have a significant effect on the consolidated financial statements are found in the following notes:

<b>Note 7:</b>	Property, plant and equipment	Page 51
<b>Note 8:</b>	Investment property	Page 53
<b>Note 11:</b>	Provisions	Page 55
<b>Note 19:</b>	Business combinations	Page 65
<b>Note 20:</b>	Intangible Assets	Page 65

#### Basis of consolidation

These consolidated financial statements consist of the Company, the Trust, and their controlled entities. A list of controlled entities (subsidiaries) at year end is contained in note 21.

Intra-group balances and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of Aspen’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Gains and losses are recognised when the contributed assets are consumed or sold by the equity accounted investees or, if not consumed or sold by the equity accounted investees, when the consolidated entity’s interest in such entities is disposed of.

Further details on the basis of consolidation can be found within the following notes:

<b>Note 19:</b>	Business combinations	Page 65
<b>Note 21:</b>	Subsidiaries	Page 66
<b>Note 23:</b>	Non-controlling interests	Page 68

#### Other accounting policies

Significant and other accounting policies that summarise the measurement basis used and are relevant to an understanding of the consolidated financial statements are provided throughout the notes to the financial statements.

**The notes to the financial statements**

The notes are organised into the following sections:

*Key numbers:* provides a breakdown of individual line items in the consolidated financial statements that the directors consider most relevant and summarises the accounting policies, judgements and estimates relevant to understanding these line items;

*Capital:* provides information about the capital management practices of Aspen and security returns for the year;

*Risk:* discusses Aspen's exposure to various financial risks, explains how these affect Aspen's financial position and performance and what Aspen does to manage these risks;

*Corporate structure:* explains aspects of Aspen's structure and how changes have affected the financial position and performance of Aspen;

*Unrecognised items:* provides information about items that are not recognised in the financial statements but could potentially have a significant impact on Aspen's financial position and performance; and

*Other:* provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements however, are not considered critical in understanding the financial performance or position of Aspen.

**Financial Position**

During the year ended 30 June 2018 Aspen recorded a statutory profit after tax of \$0.772 million (2017: loss after tax of \$0.223 million). At 30 June 2018 Aspen had net assets of \$114.676 million (30 June 2017: \$123.569 million), cash reserves of \$13.370 million (30 June 2017: \$22.741 million) and current assets exceeded current liabilities by \$12.757 million (30 June 2017: \$52.691 million).

The consolidated financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Board believe that Aspen will continue as a going concern, and Aspen's cash flow forecast supports the Board's opinion that Aspen's working capital position will remain positive for at least the next twelve months from the date of signing the consolidated financial statements.

**Significant changes in the current reporting period**

There have been no significant changes to the structure and presentation of this financial report, except where otherwise indicated in this financial report.

### Operating segments

Aspen has three operating segments as detailed below, which hold different asset classes and offer different products and services and are based on Aspen's management reporting and oversight.

Internal management reports on each of these segments are reviewed on at a least a monthly basis by the executive management team, representing the chief operating decision makers. Segment results and assets include items directly attributable to the operating segments as well as those that can be allocated on a reasonable basis.

The following details the three operating and reporting segments, namely tourism / retirement, corporate, and non-core in addition to the other segment:

- Tourism / retirement – this segment includes income and expenses relating to two land lease communities, five tourism parks and one mixed use accommodation park. These properties cater to permanent and short stay residents.
- Corporate – this segment includes income and expenses relating to Aspen's sole corporate accommodation park, being Aspen Karratha Village. This property primarily caters to one corporate client.
- Non-core – this segment includes income and expenses relating to discontinued industrial, development and resort / short stay assets and any other activities deemed non-core by the Board.

Details of assets within the non-core segment are included in the Operating and Financial Review within this financial report.

- Other – this segment includes income and expenses that are not allocated to an operating segment. This includes corporate overheads, interest income and interest expenses.

### Recognition and measurement

An operating segment is a component of Aspen that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of Aspen's other components. All segments' operating results are reviewed regularly by Aspen's executive management team to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the executive management team include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets and liabilities, corporate office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

### Geographical segments

Aspen is Australian based, and as such has its current operating activities spread throughout Australia. There are no other geographical segments.

### Major customers

Revenues from one customer of Aspen's property portfolio represent approximately \$7.619 million of Aspen's total revenues within the corporate segment (2017: \$7.828 million), while revenue from another major customer represents approximately \$1.013 million of total revenues within the non-core operations segment, which was sold in the first half of the year (2017: \$3.940 million).

## Notes to the consolidated financial statements      Segment information

for the year ended 30 June 2018

	Tourism / retirement		Corporate		Non-core		Other		Consolidated	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
<b>Segment revenue</b> <sup>1</sup>	13,665	7,086	8,080	7,993	1,013	3,940	-	-	22,758	19,019
<b>Operating EBIT</b> <sup>2</sup>	4,444	3,018	3,420	2,947	862	3,012	(5,147)	(5,147)	3,357	3,830
Finance income	-	-	-	-	-	2	725	725	369	727
Finance costs	-	-	-	-	-	-	(678)	(55)	(678)	(55)
<b>Opening profit/(loss) before income tax</b>	4,444	3,018	3,420	2,947	862	3,014	(5,678)	(4,477)	3,048	4,502
Non-underlying items <sup>3</sup>	(2,083)	(1,255)	866	(673)	(191)	(2,517)	(868)	(280)	(2,276)	(4,725)
Income tax benefit/(expense)	-	-	-	-	-	-	-	-	-	-
<b>Profit/(loss) after tax</b>	2,361	1,763	4,286	2,274	671	497	(6,546)	(4,757)	772	(223)
<b>Other segment information</b>										
Segment assets	97,254	61,293	11,808	11,735	4,522	36,398	708	947	114,292	110,373
Cash and cash equivalents	-	-	-	-	-	-	13,370	22,741	13,370	22,741
Total assets	97,254	61,293	11,808	11,735	4,522	36,398	14,078	23,688	127,662	133,114
Segment liabilities	2,885	3,114	387	567	436	723	4,578	5,141	8,286	9,545
Interest bearing loans and borrowings	-	-	-	-	-	-	4,700	-	4,700	-
Total liabilities	2,885	3,114	387	567	436	723	9,278	5,141	12,986	9,545
Net assets	94,369	58,179	11,421	11,168	4,086	35,675	4,800	18,547	114,676	123,569
Share of net profit or loss of associates included in profit	-	-	-	-	-	-	-	-	-	-

<sup>1</sup> All segment revenues are derived from external customers.

<sup>2</sup> Operating EBIT represents earnings before interest and tax excluding non-underlying items.

<sup>3</sup> Non-underlying items include gains and losses on fair value movements and disposals, and non-recurring items which are not part of ordinary operating performance.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## 1: Revenue

	Consolidated	
	2018	2017
	\$'000	\$'000
Revenue from accommodation assets	21,233	14,839
Revenue from development activities	512	240
<b>Revenue</b>	<b>21,745</b>	<b>15,079</b>

### Recognition and measurement

#### Revenue from accommodation assets

Accommodation income is recognised when the amount of revenue can be measured reliably and it is probable that it will be received by Aspen. It is measured at the fair value of revenue received or receivable.

#### Revenue from development activities

Revenue from development activities is recognised when development assets are contracted for sale.

#### Revenue from investment property

Rental income from investment property is recognised over the rental period when it is due from tenants and recognised in the period when it is earned. It is measured at the fair value of revenue received or receivable.

## 2: Expenses and other items

### (a) Cost of sales

	Consolidated	
	2018	2017
	\$'000	\$'000
Cost of sales from accommodation assets	8,506	6,049
Direct employee benefits expenses	3,624	1,813
Cost of sales from development activities	288	228
<b>Cost of sales</b>	<b>12,418</b>	<b>8,090</b>

### (b) Administration expenses

Salary and wages	2,505	2,870
Superannuation	143	153
Security-based payments expense	2	(399)
Less: employee benefits capitalised	(70)	(200)
Occupancy costs	162	99
Onerous lease expense	328	469
Depreciation	116	107
Corporate administration costs	2,453	2,181
Other expenses	192	145
<b>Administration expenses</b>	<b>5,831</b>	<b>5,425</b>

### (c) Property depreciation, fair value adjustments and other

	Consolidated	
	2018	2017
	\$'000	\$'000
Acquisition costs	2,042	1,398
Depreciation expense	1,595	1,026
Fair value adjustment of PPE	(902)	723
Amortisation	25	-
Gain on bargain purchase	-	(200)
Fair value adjustment on equity investments	136	(24)
<b>Cost of sales</b>	<b>2,896</b>	<b>2,923</b>

### Recognition and measurement

#### Cost of sales from accommodation assets

Cost of sales from accommodation assets includes all direct property expenses excluding employee benefits.

#### Cost of sales from investment property

Cost of sales from investment property includes all direct property costs excluding employee benefits.

#### Security-based payments expense

Securities may be issued to employees of Aspen under the PRP. The securities issued are accounted for as options in Aspen. The fair value of the options granted is recognised as an employee expense by Aspen with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the options. The amount recognised is adjusted to reflect the actual number of security options that vest, except for those that fail to vest due to market conditions not being met. The fair value is measured at the grant date using an appropriate pricing model, taking into account the terms and conditions upon which the options were granted. The fair value is expensed on a straight-line basis over the vesting period.

#### Employee benefits expense

Aspen's accounting policy for liabilities associated with employee benefits is set out in note 11.

Employee benefit expenses are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset.

#### Operating lease expenses

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease. Lease incentives are recognised as an integral part of the total lease expense and are recognised on a straight line basis over the term of the lease.

The present obligation of onerous lease contracts are recognised and measured as provisions through profit or loss. An onerous lease contract is a lease contract in which the unavoidable costs of meeting obligations under the contract exceed the economic benefits expected to be received under the contract.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## Depreciation expense

Refer to note 7 on depreciation expense.

## Impairment

Impairment expenses are recognised to the extent that the carrying amount of assets exceeds their recoverable amount. Refer to note 18 for further details on impairment.

## Amortization

Licenses are amortized over the period of their expected useful life.

## Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax ("GST"), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

## Finance income and costs

	Consolidated	
	2018	2017
	\$'000	\$'000
Interest – bank deposits	369	727
<b>Finance income</b>	<b>369</b>	<b>727</b>
Interest and borrowing costs – loan and borrowings	816	128
Unwinding of discount on provisions	52	53
<b>Finance costs</b>	<b>868</b>	<b>181</b>

## Finance income

Finance income comprises interest income on bank deposits and interest income on loans to related parties. Interest income is recognised as it accrues, using the effective interest method.

## Finance costs

Finance costs comprise interest on borrowings, unwinding of the discount on provisions, and mark to market losses through profit or loss and impairment losses recognised on financial liabilities that are recognised in the profit or loss. Borrowing costs that are not capitalised are recognised in profit or loss using the effective interest model.

## Key estimate: discounting

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

## Capitalisation of borrowing costs

Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of significant value enhancing property, plant and equipment that takes a prolonged period of time to complete. Once capitalised, these borrowing costs form part of the qualifying asset.

In addition, borrowing costs are capitalised when they pertain to the establishment of a new debt facility, with these capitalised borrowing costs being amortised over the term of the debt facility.

## 3: Tax expense

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Income statement (continuing operations)</b>		
<i>Current income tax expense</i>		
Current year	-	-
<i>Deferred income tax expense</i>		
Temporary differences	-	-
Deferred tax assets derecognised	-	-
<b>Income tax reported in the income statement</b>	<b>-</b>	<b>-</b>
<b>Tax reconciliation</b>		
Profit/(loss) before tax	772	(223)
Income tax at the statutory tax rate of 30%	232	(67)
Prima facie income tax on profit from trusts	(525)	(1,089)
Non-deductible items	5	119
Unrecognised temporary difference, including utilisation of unrecognised tax losses	288	1,037
<b>Income tax on profit before tax</b>	<b>-</b>	<b>-</b>
<b>Deferred tax not recognised on the balance sheet relates to the following:</b>		
Deferred tax assets	88,599	88,362
Deferred tax liabilities (set off against deferred tax assets)	281	190
<b>Net deferred tax assets</b>	<b>88,318</b>	<b>88,172</b>
<b>Unrecognised deferred tax assets</b>	<b>88,318</b>	<b>88,172</b>
<b>Net deferred tax recognised</b>	<b>-</b>	<b>-</b>

At 30 June 2018, the Group has approximately \$32.3 million (2017: \$32.3 million) of tax effected unrecognised tax losses including approximately \$11.9 million of tax effected unrecognised capital losses, calculated on a provisional basis.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## Recognition and measurement

### Current taxes

Current tax represents expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance date, and any adjustment to tax payable in respect of previous years.

### Deferred taxes

Deferred tax is recognised using the liability method providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences:

- The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit;
- Differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse based on the laws that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the dividend liability is recognised.

### Offsetting deferred tax balances

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

This disclosed analysis of the deferred tax not recognised on the balance sheet is not finalised for taxation purposes, is unaudited and may change due to calculation adjustment, denial, offset or recoupment.

## Tax consolidation

The Company and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 1 July 2004 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is the Company.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the Company only.

## The Trust

Under current Australian Income Tax Legislation, the Trust is not liable for income tax, provided that the taxable income (including any assessable component of any capital gains from the sale of investment assets) is fully distributed to unit holders each year. Tax allowances for building and plant and equipment depreciation may be distributed to unit holders in the form of tax deferred components of distributions.

### Key judgement

At 30 June 2018 a deferred tax asset of \$88.318 million (2017: \$88.172 million) for deductible temporary differences has not been recognised based on the assessment that it is not certain when future taxable profits will be available against which they can be utilised.



# Notes to the consolidated financial statements

for the year ended 30 June 2018

## 4: Cash and cash equivalents

	Consolidated	
	2018	2017
	\$'000	\$'000
Cash at bank and in hand	8,168	10,747
Term deposits	5,202	11,994
	13,370	22,741

Australian Financial Services Licence ("AFSL") regulations require Aspen Group's subsidiary, Aspen Funds Management Limited ("AFM"), to maintain a minimum \$5.000 million of cash and Net Tangible Assets ("NTA"), as defined by the regulations, of \$10.000 million. At 30 June 2018 cash and cash equivalents of \$10.448 million contributed to AFM maintaining the minimum NTA requirement.

Reconciliation of net profit/ (loss) after tax to net cash flows from operations	2018	2017
	\$'000	\$'000
Net profit/ (loss) for the year	772	(223)
<i>Adjustments for:</i>		
Depreciation and amortization	1,737	1,133
Change in fair value of property, plant & equipment	(902)	723
Change in fair value of equity investment	136	(24)
Change in fair value of assets held for sale	-	2,152
Loss from sale of assets held for sale	43	-
Share based payments expense	39	(399)
Finance costs	816	-
Business combination costs	2,042	1,343
Other items	27	32
<i>Adjusted profit before movements in working capital and provisions</i>	4,710	4,737
<i>Decrease/(increase) in assets</i>		
Trade and other receivables	794	430
Other assets	(1,213)	(209)
<i>Increase in liabilities</i>		
Trade and other payables	1,410	10
<b>Net cash inflows from operating activities</b>	<b>5,701</b>	<b>4,968</b>

### Recognition and measurement

#### Cash and cash equivalents

Cash and cash equivalents comprise cash balances which are immediately available only.

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

## 5: Trade and other receivables

	Consolidated	
	2018	2017
	\$'000	\$'000
Trade receivables	1,503	2,114
Other debtors	205	462
Prepayments and other	242	629
	1,950	3,205
<b>Trade receivables past due</b>		
Under 90 days	36	51
Over 90 days	259	65
<b>Trade receivables past due</b>	<b>295</b>	<b>116</b>
Doubtful debts	(73)	(47)
<b>Trade receivables past due after provision for doubtful debts</b>	<b>222</b>	<b>69</b>

### Recognition and measurement

Trade and other receivables are initially measured at their fair value and subsequently measured at amortised cost less provision for doubtful debts. The collectability of debts is assessed at reporting date and a specific provision is made for any doubtful debts. Aspen's policy is to provide for any debtors greater than 90 days, unless it has sufficient security over a debtor asset or the specific circumstances of the debt have been assessed and recoverability is considered probable.

Aspen's credit terms for commercial customers is typically 30 days.

## 6: Trade and other payables

	Consolidated	
	2018	2017
	\$'000	\$'000
Trade payables	2,608	2,029
Distributions payable	2,119	2,645
Unearned revenue	1,114	410
Deferred purchase consideration	-	1,250
	5,841	6,334

### Recognition and measurement

Trade and other payables are recognised initially at their fair value and subsequently measured at their amortised cost using the effective interest method.

Aspen's credit terms for suppliers is typically between 7 - 30 days.

Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

A liability is recognised for the amount of any distribution declared by the Group on or before the end of the reporting period but not distributed at Balance Sheet date.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## 7: Property, plant and equipment

	Land \$'000	Buildings \$'000	Plant and equipment \$'000	Corporate assets \$'000	Total \$'000
<b>Year ended 30 June 2018</b>					
Cost or valuation	47,197	22,024	16,154	407	85,782
Accumulated depreciation and impairment	-	(1,052)	(2,414)	(320)	(3,786)
<b>Net carrying amount</b>	<b>47,197</b>	<b>20,972</b>	<b>13,740</b>	<b>87</b>	<b>81,996</b>
<b>Movement</b>					
Net carrying amount at the beginning of the year	31,870	12,685	8,103	146	52,804
Additions	10,600	7,616	6,693	57	24,966
Depreciation	-	(496)	(1,099)	(116)	(1,711)
Revaluation gains / (losses)	4,396	1,167	438	-	6,001
Reclassification and transfers	331	-	(395)	-	(64)
<b>Net carrying amount at the end of the year</b>	<b>47,197</b>	<b>20,972</b>	<b>13,740</b>	<b>87</b>	<b>81,996</b>
<b>Year ended 30 June 2017</b>					
Cost or valuation	31,870	13,240	9,418	352	54,880
Accumulated depreciation and impairment	-	(557)	(1,316)	(203)	(2,076)
<b>Net carrying amount</b>	<b>31,870</b>	<b>12,683</b>	<b>8,102</b>	<b>149</b>	<b>52,804</b>
<b>Movement</b>					
Net carrying amount at the beginning of the year	24,400	7,646	2,598	260	34,904
Additions	5,600	5,986	6,212	51	17,849
Disposals and write-offs	-	-	-	(55)	(55)
Depreciation	-	(292)	(733)	(107)	(1,132)
Revaluation gains / (losses)	1,603	(657)	292	-	1,238
Reclassification	267	-	(267)	-	-
<b>Net carrying amount at the end of the year</b>	<b>31,870</b>	<b>12,683</b>	<b>8,102</b>	<b>149</b>	<b>52,804</b>

Property, plant and equipment (PPE) is initially measured at the historical cost of the asset, less depreciation and impairment. The cost of PPE includes the cost of replacing parts that are eligible for capitalisation, and the cost of major inspections when constructing PPE.

### Subsequent measurement

PPE, except for corporate assets, is subsequently measured at fair value at each balance date. Fair value is determined on the basis of either an independent valuation prepared by external valuers as at the balance sheet date or directors' valuation. Corporate office assets are not subsequently revalued and are carried at historical cost.

Independent valuations of PPE are obtained at intervals of not more than 3 years. Independent valuations are performed by external, independent property valuers, having appropriate professional qualifications and recent experience in the location and category of the property being valued.

The fair value of PPE is measured based on adopting the highest and best use, which is determined via either the capitalisation method, the discounted cash flow approach, or by comparison to comparable sales. Aspen considers all three techniques, and reconciles and weighs the estimates under each technique based on its assessment of the judgement that market participants would apply.

The capitalisation method estimates the sustainable net income (where applicable) of any asset held for sale, and then applies a capitalisation (or discount/risk) rate to this sustainable net income to derive the value of asset.

The discounted cashflow approach considers the present value of net cash flows to be generated from the property, taking into account the receipt of contractual rentals, expected future market rentals, escalation (of sales and costs), and occupancy rate. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

A revaluation decrease is recognised in profit or loss except to the extent that the decrease is reducing an existing revaluation surplus in respect of the asset, which is recognised in other comprehensive income. A revaluation increase is recognised in other comprehensive income except to the extent that it reverses a revaluation decrease previously recognised in profit or loss in respect of the asset, which is recognised in profit or loss.

Revaluation surpluses are accumulated in the revaluation reserve within equity (note 14).

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## Depreciation

Items of property, plant and equipment are depreciated on a straight line basis over their useful lives. The estimated useful life of buildings is between 10 and 40 years; plant and equipment is between 5 and 10 years and corporate office is between 3 and 10 years. Land is not depreciated. Leasehold improvements are amortised over the period of the lease or the anticipated useful life of the improvements, whichever is shorter.

## De-recognition

An item of PPE is de-recognised when it is sold or otherwise disposed of, or when its use is expected to bring no future economic benefit.

Any gain or loss from derecognising the asset (the difference between the proceeds of disposal and the carrying amount of the PPE) is included in the income statement in the period the item is derecognised.

### Key estimates:

The fair value methodology which is used when valuing via the capitalisation method requires significant assumptions to be made by the valuers, and subsequently by the directors, including:

- The estimated future earnings of properties have been capitalised using capitalisation rates in the range of 7.75% - 10.0% for tourism / retirement properties, and 16.0% for the sole corporate property;
- Net operating income margins of between 30.0% - 70.0% for tourism / retirement properties, and 35.0% - 45.0% for the sole corporate property;
- Occupancy assumed to be between 20.0% - 100.0% for tourism / retirement properties, and between 45.0% - 89.0% for the sole corporate property;
- Room rates assumed to be between \$20 - \$500 per day for tourism / retirement properties, and \$100 - \$170 per day for the sole corporate property;
- The fair values of excess land adjacent to the properties have been assessed having regard to arm's length transactions noted within an acceptable timeframe of the valuation date; and
- Fixtures, fittings and other equipment used in the operations are an integral part of the properties and have been included in the assessment of the properties' fair values.

The estimated fair value would increase (decrease) if:

- Capitalisation (or discount/risk) rate is lower (higher)
- Net operating income margins are higher (lower)
- Occupancy rates are higher (lower)
- Room rates are higher (lower)

## Level 3 fair value

The fair value measurement of PPE of \$81.996 million (30 June 2017: \$52.804 million) has been categorised as a Level 3 fair value based on the unobservable inputs to the valuation technique used.

The carrying amount table above shows the reconciliation from the opening balance to the closing balance for Level 3 fair values.

## Valuation of assets

The Board has reviewed the carrying value of all properties as at 30 June 2018, and adopted directors' and independent valuations for all properties as at this date, taking in to account current and forecast trading performance, the most recent valuations, and market evidence.

Independent valuations were commissioned for five properties in the portfolio during the financial year with one of those properties being acquired during the year.

As a result of the independent valuations received, as well as the use of directors' valuations as at 30 June 2018, there was a net upwards movement of \$5.067 million in the portfolio carrying value during the year ended 30 June 2018. A valuation increase of \$4.396 million was recorded against the Group's retirement/tourism portfolio and valuation increase of \$0.671 million against the corporate property.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

An overview of assets which have been subject to an independent valuation during the year is outlined as follows:

Segment	Percentage of portfolio revalued	Total of latest independent valuation	Total carrying value
		\$'000	\$'000
Retirement/ Tourism	50%	93,750	94,881
Corporate	100%	10,250	11,000
Other	-	-	87
<b>Total</b>		<b>104,000</b>	<b>105,968</b>

If Aspen's total land, buildings and plant and equipment were measured using the cost model, the carrying amount would be as follows:

Property	Land \$'000	Buildings \$'000	Plant & Equipment \$'000	Total \$'000
Year ended 30 June 2018				
Cost	47,197	31,972	15,113	94,282
Accumulated depreciation and impairment	-	(12,052)	(2,414)	(14,466)
Net carrying amount	47,197	19,920	12,699	<b>79,816</b>

## 8: Investment property

	Consolidated	
	2018	2017
	\$'000	\$'000
Net carrying amount at beginning of year	-	29,000
Fair value adjustments	-	(1,080)
Transfer (to)/from assets held for sale*	-	(27,920)
<b>Net carrying amount at end of year</b>	<b>-</b>	<b>-</b>

\* Refer to note 9 for information on assets held for sale.

## Recognition and measurement

The Group did not hold Investment Property as at 30 June 2018. During FY17, the Spearwood South property to Assets classified as held for sale following the execution of an unconditional contract of sale on 29 June 2017.

Investment properties are properties which are held either to generate rental income, capital appreciation, or both. Investment properties are initially recognised at cost and are subsequently measured at fair value at each balance date. Fair value is determined on the basis of either an independent valuation prepared by independent valuers as at the balance sheet date or directors' valuation.

Independent valuations are obtained at intervals of not more than 3 years. Independent valuations are performed by external, independent property valuers, having appropriate professional qualifications and recent experience in the location and category of the property being valued.

The fair value of investment properties is measured based on the capitalisation method and the discounted cash flow approach. Aspen considers both techniques and reconciles and weighs the estimates under each technique based on its assessment of the judgement that market participants would apply.

The capitalisation method estimates the sustainable net income (where applicable) of any asset, and then applies a capitalisation (or discount/risk) rate to this sustainable net income to derive the value of the asset.

The discounted cashflow approach considers the present value of net cash flows to be generated from the property, taking into account the receipt of contractual rentals, expected future market rentals, letting up periods, escalation (of sales and costs), occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

# Notes to the consolidated financial statements

for the year ended 30 June 2018

## 9: Assets classified as held for sale

	Non-core assets classified as held for sale	Assets of disposal groups held for sale	Discontinued operations' assets classified as held for sale	Assets classified as held for sale
	\$'000	\$'000	\$'000	\$'000
<b>Opening balance at 1 July 2016</b>	2,525	5,685	-	8,210
Additions	-	423	27,920	28,343
Transfers	(2,525)	-	2,525	-
Other movements	-	12	-	12
Fair value adjustments	-	(1,072)	-	(1,072)
<b>Closing balance at 30 June 2017 and opening balance at 1 July 2017</b>	-	<b>5,048</b>	<b>30,445</b>	<b>35,493</b>
Disposed	-	(3,205)	(27,920)	(31,125)
Other movements	-	(211)	-	(211)
<b>Closing balance at 30 June 2018</b>	-	<b>1,632</b>	<b>2,525</b>	<b>4,157</b>

### Recognition and measurement

During the year ended 30 June 2018, Aspen settled the sale of Spearwood South, WA and Aspen Whitsundays Shores, QLD properties. Disposal groups held for sale includes all assets and liabilities pertaining to development syndicates consolidated by Aspen. These development syndicates have all made resolutions to sell all of their remaining assets and liabilities, and to complete an orderly wind up. At 30 June 2018, four development syndicates included in disposal groups held for sale were in liquidation. Refer to page 10 of the Directors report and note 22 for further details on these development syndicates. All assets held for sale form part of the non-core segment.

### Impairment

Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis, except that no loss is allocated to financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with Aspen's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on re-measurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

### Cumulative income or expense included in Other Comprehensive Income ("OCI")

There is no cumulative income or expenses included in OCI relating to the assets classified as held for sale.

## 10: Liabilities classified as held for sale

	Liabilities of disposal group held for sale	Liabilities classified as held for sale
	\$'000	\$'000
<b>Opening balance at 1 July 2016</b>	12	12
Other movements	111	111
<b>Closing balance at 30 June 2017 and opening balance at 1 July 2017</b>	<b>123</b>	<b>123</b>
Other movements	(80)	(80)
<b>Closing balance at 30 June 2018</b>	<b>43</b>	<b>43</b>

**11: Provisions**

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Current</b>		
Employee benefits	625	594
Deferred purchase consideration	-	900
Onerous lease	1,273	1,013
Other	504	581
	<b>2,402</b>	<b>3,088</b>

**Movements in provisions during the financial year**

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Carrying amount at beginning of the year</b>	<b>3,088</b>	3,344
Additional provisions recognised	906	1,310
Provisions used	(1,592)	(1,566)
<b>Carrying amount at end of the year</b>	<b>2,402</b>	<b>3,088</b>

**Recognition and measurement**

A provision is recognised if, as a result of a past event, Aspen has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**Key estimate: discounting**

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

**Short term employee benefits**

Liabilities for employee benefits for wages, salaries, annual leave and accumulating sick leave represent present obligations resulting from employees' services provided to reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that Aspen expects to pay as at reporting date including related on-costs, such as workers compensation insurance and payroll tax.

A provision is recognised for the amount expected to be paid under short-term cash bonus plans if Aspen has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Long term employee benefits**

Aspen's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using expected future increase in wages and salary rates including related on-costs and expected settlement dates.

**Key estimate: discounting**

Management judgement is required in determining the following key assumptions used in the calculation of long service leave at balance date:

- future increases in salaries and wages;
- future on-cost rates; and
- experience of employee departures and period of service.

The total long service leave liability is \$0.07 million (2017: \$0.03 million)

**12: Capital management****Aspen's capital management objectives**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future growth of Aspen's business.

The Board monitors the level of distributions paid to securityholders.

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Equity and reserves</b>		
Issued capital	490,361	500,985
Reserves	7,129	2,030
Accumulated losses	(362,782)	(359,467)
Non-controlling interests	(20,032)	(19,979)
<b>Net capital</b>	<b>114,676</b>	<b>123,569</b>
<b>Net financial debt</b>		
Net interest bearing debt less cash*	-	-

\*Aspen has outstanding debt of \$4.700 million (2017: \$Nil)

Aspen regularly assesses the adequacy of its capital requirements, cost of capital and gearing as part of its broader strategic plan.

The Board can alter the capital structure of Aspen by:

- issuing new securities;
- buying back securities;
- adjusting the amount of distributions paid to securityholders;
- returning capital to securityholders;
- selling assets to reduce debt or increase cash on hand;
- buying assets to increase debt or decrease cash on hand;
- adjusting the timing of development and capital expenditure; and
- by the operation or suspension of a dividend reinvestment plan.

During the year, Aspen Group bought back 5.600 million securities, at an average price of \$0.99.

The Group holds finance facilities totalling \$55.000 million. The facility, comprising of \$45.000 million debt, \$5.000 million overdraft and \$5.000 million bank guarantees, has a 2 year tenure ending June 2020 and is aligned to support the broader strategic objectives of the group. The facility has been established on commercial terms consistent with the scale and operations of the group. At 30 June 2018, Aspen had a debt of \$4.700 million from the drawdown of these finance facilities.

**Net debt reconciliation**

At 30 June 2018, Aspen had net cash of \$8.670 million (including cash required to satisfy AFSL requirements – refer to Note 4).

	Consolidated	
	2018	2017
	\$'000	\$'000
Cash and cash equivalents	13,370	22,741
Borrowings – repayable after one year	(4,700)	-
<b>Net cash</b>	<b>8,670</b>	<b>22,741</b>

	Consolidated	
	2018	2017
	\$'000	\$'000
Cash and liquid investments	13,370	22,741
Gross debt – variable interest rates	(4,700)	-
<b>Net cash</b>	<b>8,670</b>	<b>22,741</b>

	Cash and cash equivalents	Borrowing – due after one year	Total
	\$'000	\$'000	\$'000
<b>Net cash as at 1 July 2016</b>	48,800	-	48,800
Cashflows	(26,059)	-	(26,059)
<b>Net cash as at 30 June 2017 and at 1 July 2017</b>	<b>22,741</b>	<b>-</b>	<b>22,741</b>
Cashflows	(9,371)	(4,700)	(14,071)
<b>Net cash as at 30 June 2018</b>	<b>13,370</b>	<b>(4,700)</b>	<b>8,670</b>

Aspen was compliant with its debt covenants during the year and remains compliant with its debt covenants at the date of signing this financial report.

**13: Distributions**

	Aspen securityholders			
	Cents per security		Total amount	
	2018 Cents	2017 Cents	2018 \$'000	2017 \$'000
<b>Paid during the year</b>				
Final distribution for the previous year	2.5	4.6	2,547	4,990
Interim distribution for the year	2.1	2.1	2,120	2,140
Capital return	5.0	-	5,094	-
	<b>9.6</b>	<b>6.7</b>	<b>9,761</b>	<b>7,130</b>
<b>Proposed and unpaid at the end of the year</b>				
Final distribution for the year	2.1	2.5	2,022	2,547
	<b>2.1</b>	<b>2.5</b>	<b>2,022</b>	<b>2,547</b>

Aspen's distributions policy considers taxable income of the Trust, operating profits, stay in business capital requirements and forecast cash flows.

	2018 \$'000	2017 \$'000
<b>Dividend franking accounts</b>		
Franking credits - calculated at current tax rate of 30% (2017: 30%) available to securityholders of Aspen for subsequent financial years	<b>2,183</b>	2,183

The above available amounts are based on the balance of the dividend franking account at year-end adjusted for:

- Franking credits that will arise from the payment of the current tax liabilities;
- Franking debits that will arise from the payment of dividends recognised as a liability at the year-end;
- Franking credits that will arise from the receipt of dividends recognised as receivables by the tax consolidated group at the year-end; and
- Franking credits that the Company may be prevented from distributing in subsequent years.



**14: Equity and reserves**

<b>Movement in stapled securities</b>	<b>Securities</b>	
	'000 units	\$'000
<b>At 1 July 2016</b>	102,476	501,665
Issue of stapled securities	11	13
Security buy-back	(590)	(693)
<b>At 30 June 2017 and 1 July 2017</b>	101,897	500,985
Issue of stapled securities	36	38
Capital return	-	(5,094)
Security buy-back	(5,600)	(5,568)
<b>At 30 June 2018</b>	<b>96,333</b>	<b>490,361</b>

**The nature of Aspen's contributed equity**

Aspen does not have an authorised capital or par value in respect of its issued securities. Holders of stapled securities are entitled to receive dividends and distributions as declared from time to time and are entitled to one vote per stapled security at securityholder meetings. The liability of a member is limited to any remaining unpaid amount in relation to a member's subscription for securities.

**Issued capital**

Issued capital represents the amount of consideration received for stapled securities issued by Aspen. Issue related costs directly attributable to the issue of capital are accounted for as a deduction from equity, net of tax, from the proceeds.

<b>Reserves</b>	<b>Revaluation reserve</b>	<b>Total Reserves</b>
	\$'000	\$'000
<b>At 1 July 2016</b>	69	69
Revaluation of property, plant and equipment, net of tax	1,961	1,961
<b>At 30 June 2017 and 1 July 2017</b>	2,030	2,030
Revaluation of property, plant and equipment, net of tax	5,099	5,099
<b>At 30 June 2018</b>	<b>7,129</b>	<b>7,129</b>

**Revaluation reserve**

The revaluation reserve represents the amount to which PPE has been revalued in excess of historical cost.

**15: Earnings per stapled security**

	Consolidated	
	2018	2017
Profit for the year attributable to ordinary equity holders of the parent entity (\$ '000)	825	409
Basic weighted average number of stapled securities (No. '000)	100,081	102,011
Diluted weighted average number of stapled securities (No. '000)	100,784	102,773
<b>EPS from total operations:</b>		
Basic earnings per stapled security (cents per security)	0.772	0.401
Diluted earnings per stapled security (cents per security)	0.766	0.398
<b>EPS from continuing operations:</b>		
Basic earnings per stapled security (cents per security)	0.101	(0.797)
Diluted earnings per stapled security (cents per security) *	0.100	(0.797)
<b>EPS from discontinuing operations:</b>		
Basic earnings per stapled security (cents per security)	0.671	1.198
Diluted earnings per stapled security (cents per security)	0.666	1.189

\*Potential ordinary securities are only considered dilutive if loss per security increases on conversion to ordinary securities.

**Calculation of earnings per stapled security****Basic earnings per stapled security**

Basic earnings per stapled security is calculated by dividing the profit/(loss) attributable to securityholders of Aspen by the weighted average number of ordinary stapled securities outstanding during the year.

**Diluted earnings per stapled security**

Diluted earnings per stapled security is calculated by dividing the profit/(loss) attributable to securityholders of Aspen by the weighted average number of ordinary stapled securities outstanding during the year after adjusting for the effective dilutive security granted under security plans accounted for as options and rights granted under employee security plans.

**16: Interest bearing loans and borrowings**

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Current</b>		
Secured debt facilities	-	-
<b>Non-current</b>		
Secured debt facilities	4,700	-
<b>Total interest-bearing loans and borrowings</b>	<b>4,700</b>	<b>-</b>

**Recognition and measurement**

Interest bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest bearing borrowings are measured at amortised cost with any difference between cost and redemption value being recognised in the Income Statement over the period of the borrowing on an effective interest basis.

**Funding activities**

Aspen holds a finance facility with a total limit of \$55.000 million (inclusive of a \$5.000 million overdraft facility and a \$5.000 million guarantee facility). This facility is secured with first ranking registered real property mortgages over Aspen Group's directly owned properties, and a fixed and floating charge over Aspen Group Ltd, Aspen Property Trust, Aspen Living Villages Pty Ltd and Aspen Property Developments Pty Ltd.

**Terms and debt repayment schedule**

	Secured	Maturity	Consolidated		Consolidated	
			Face value	Carrying value	Face value	Carrying value
			2018	2018	2017	2017
			\$'000	\$'000	\$'000	\$'000
Debt facility	June 2020	4,700	4,700	-	-	

As at 30 June 2017, Aspen also had an additional bank guarantee facility with its previous financier. This bank guarantee facility has been extinguished during the financial year ended 30 June 2018.

**17: Financial risk management**

Aspen holds financial instruments for the following purposes:

*Financing:* to raise finance for Aspen's operations or, in the case of short-term deposits, to invest surplus funds.

*Operational:* Aspen's activities generate financial instruments, including cash, trade receivables, trade payables and finance advances.

*Risk management:* to reduce risks arising from the financial instruments described above, including interest rate swaps.

Aspen's holding of these financial instruments exposes it to risk. The Board reviews and approves policies for managing each of these risks, which are summarised below:

- credit risk
- liquidity risk; and
- market risk, including interest rate risk.

These risks affect the fair value measurements applied by Aspen.

**Credit risk****Nature of the risk**

Credit risk is the risk that a contracting entity will not complete its obligation under a financial instrument or customer contract that will result in a financial loss to Aspen. Aspen is exposed to credit risk from its operating activities (primarily from trade and other receivables) and from its financing activities, including deposits with financial institutions and other financial instruments.

**Credit risk management: trade and other receivables**

Aspen's policy is to, wherever possible, trade with recognised, creditworthy third parties and to obtain sufficient collateral or other security where appropriate as a means of mitigating the risk of financial loss from defaults. Derivative counterparties and cash transactions are limited to high credit quality financial institutions. Management performs ongoing monitoring of settlements based on contract terms.

Other than as disclosed as major customers on page 45, Aspen has a diverse range of customers and tenants, and therefore there are no significant concentrations of credit risk either by nature of industry or geographically.

An ageing of trade receivables past due is included in note 5. The credit risk of trade receivables neither past due nor impaired has been assessed as low on the basis of credit ratings (where available) or historical information about counterparty default. Refer to note 2 for the details on the impairment recognised on Aspen's financial assets.

The following concentrations of the maximum credit exposure of current trade and other receivables are shown for the consolidated entity:

	Consolidated	
	2018	2017
	\$'000	\$'000
Trade receivables (net of provisions)	1,503	2,114
GST and other receivables	205	462
Subsidiary held for sale – cash	1,627	1,710
Subsidiary asset held for sale – receivables	-	110
	<b>3,335</b>	<b>4,396</b>

**Liquidity risk****Nature of the risk**

Liquidity risk is the risk that Aspen will not be able to meet its financial obligations as they fall due. Aspen is exposed to liquidity risk primarily due to its capital management policies, which view debt as an element of Aspen's capital structure (see note 12).

**Liquidity risk management**

Liquidity risk is managed by monitoring cash flow requirements on a monthly basis to ensure that Aspen will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses and to optimise its cash return on investments. Aspen endeavours to maintain funding flexibility by keeping committed credit lines available. Surplus funds are, where possible, paid against debt, or invested in instruments that are tradeable in highly liquid markets with highly rated counterparties.

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Financing facilities</b>		
Secured debt facilities	45,000	70,000
Bank overdraft and guarantees	10,000	11,300
	<b>55,000</b>	<b>81,300</b>
<b>Facilities used at balance date</b>		
Secured debt facilities	4,700	-
Bank guarantees	298	2,547
	<b>4,998</b>	<b>2,547</b>
<b>Facilities unused at balance date</b>		
Secured debt facilities	40,300	70,000
Bank overdraft and guarantees	9,702	8,753
	<b>50,002</b>	<b>78,753</b>

for the year ended 30 June 2018

**Assets pledged as security**

At 30 June 2018, Aspen's property assets, comprising PPE and goodwill, have been pledged as security against debt facilities. Refer to note 16 regarding the secured debt facilities.

**Maturity of financial liabilities**

The following tables analyse Aspen's financial liabilities, including net and gross settled financial instruments, into relevant maturity periods based on the remaining period at the reporting date to the contractual maturity date.

	< 6 months	6-12 months	1-2 years	2-5 years	> 5 years	Total contractual cash flows	Carrying amount (assets)/ liabilities
Year ended 30 June 2017	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Non-derivatives</b>							
Trade and other payables	5,084	-	-	-	-	-	5,084
Liabilities of subsidiaries held for sale	123	-	-	-	-	-	123
Deferred consideration	-	1,250	-	-	-	-	1,250
<b>Total non-derivatives</b>	<b>5,207</b>	<b>1,250</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,457</b>
<b>Derivatives</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Year ended 30 June 2018</b>							
<b>Non-derivatives</b>							
Trade and other payables	5,842	-	-	-	-	-	5,842
Liabilities of subsidiaries held for sale	43	-	-	-	-	-	43
Interest bearing loans and borrowings	-	-	4,700	-	-	-	4,700
<b>Total non-derivatives</b>	<b>5,885</b>	<b>-</b>	<b>4,700</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,585</b>
<b>Derivatives</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The amounts disclosed in the table are the contractual undiscounted cash flows and hence will not necessarily reconcile with the amounts disclosed in the balance sheet. The future cashflows on derivative instruments may be different from the amount in the table as interest rates change. Except for these liabilities, it is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

**Market risk**

Aspen is exposed to market risk primarily due to interest rates and equity prices that can affect Aspen's income or the value of its holdings of financial instruments.

**Nature of interest rate risk**

Aspen has a policy of ensuring that the majority of its exposure to changes in interest rates on borrowings is on a fixed rate basis. Combined with fixed rate securities, interest rate swaps denominated in Australian dollars are entered into to achieve an appropriate mix of fixed and floating rate interest rate exposures.

Aspen manages a proportion of its cash flow interest rate risk through the use of fixed interest rate swaps, which have the economic effect of converting borrowings from floating rates to fixed rates. Under the interest rate swaps, Aspen agrees with hedge counterparties to exchange at specified intervals the difference between fixed contract rates and floating rate interest amounts, calculated with reference to the agreed notional principal amount.

At 30 June 2018, due to the low level of interest bearing debt, Aspen did not have any interest rate swaps (30 June 2017: nil).

**Interest risk management**

Aspen's policy is to limit exposure to adverse fluctuations in interest rates, which could erode Group profitability and adversely affect securityholder value. The policy requires Aspen to hedge between 50% - 85% of its debt. In circumstances where Aspen is outside of this policy bandwidth, a clear path to returning to within the policy within a reasonable timeframe is required, otherwise Aspen must either put in place or cancel (as applicable) hedging.

To manage the interest rate exposure, Aspen generally enters into interest rate swaps, in which Aspen agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

**Exposure**

As at the reporting date, Aspen had the following financial assets and liabilities with exposure to interest rate risk. Interest on financial instruments, classified as variable rate, is repriced at intervals of less than one year. Interest on financial instruments, classified as fixed rate, is fixed until maturity of the instrument. Other financial instruments of Aspen that are not included in the following table are non-interest-bearing and are therefore not subject to interest rate risk.

	2018		2017	
	Balance \$'000	Weighted average interest rate %	Balance \$'000	Weighted average interest rate %
Fixed rate instruments				
Term deposits	5,202	2.54%	11,994	2.14%
Variable rate instruments				
Cash and cash equivalents	3,168	1.39%	5,747	1.46%
Cash held in restricted funds	5,000	2.54%	5,000	1.75%
Cash and cash equivalents - subsidiaries held for sale	1,627	0.93%	1,710	0.36%
Interest bearing loans and borrowings	(4,700)	3.18%	-	-
	5,095		12,457	
Total fixed and variable rate instruments	10,297		24,451	

### Aspen's sensitivity to interest rate movements

The following sensitivity analysis shows the impact that a reasonably possible change in interest rates would have on Aspen's profit after tax and equity. The impact is determined by assessing the effect that such a reasonably possible change in interest rates would have had on the interest income/(expense) of the group and the impact on financial instrument fair values. This sensitivity is based on reasonably possible changes over a financial year, determined using observed historical interest rate movements for the preceding five-year period, with a heavier weighting given to more recent market data.

	Impact on profit \$'000	Impact on equity \$'000
<b>2017</b>		
Australian variable interest rate +100bps	125	125
Australian variable interest rate -100bps	(125)	(125)
<b>2018</b>		
Australian variable interest rate +100bps	51	51
Australian variable interest rate -100bps	(51)	(51)

The interest rates used to discount estimated cash flows, where applicable, are based on the Commonwealth government yield curve at the reporting date plus an appropriate credit spread, and were as follows:

	2018 %	2017 %
Interest rate	3.55%	3.28%

### Equity price risk

Equity investments are long term investments that have been classified as available for sale. Aspen is exposed to insignificant equity price risk arising from its equity investments.

### Fair values

The carrying amounts and estimated fair values of all Aspen's financial instruments recognised in the financial statements are materially the same.

The methods and assumptions used to estimate the fair value of financial instruments are as follows:

#### Cash

The carrying amount of cash is considered as the fair value due to the liquid nature of these assets.

#### Receivables/payables

Due to the short-term nature of these financial rights and obligations, their carrying amounts are estimated to approximate their fair values.

#### Interest-bearing liabilities

Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held or based on discounting expected future cash flows at market rates.

#### Other financial assets/liabilities

The fair values of derivatives, corporate bonds, term deposits held at fair value and borrowings have been calculated by discounting the expected future cash flows at prevailing interest rates using market observable inputs. The fair values of loan notes and other financial assets have been calculated using market interest rates.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Subsequent changes in the fair value are recognised immediately in profit or loss. Aspen does not hold any derivatives which are designated as a hedging instrument.

Regular way purchases and sales of financial assets are accounted for at trade date, i.e. the date that Aspen commits itself to purchase or sell the asset.

**Valuation of financial instruments**

For financial instruments measured and carried at fair value, Aspen uses the following to categorise the method used:

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

Aspen has an established control framework with respect to the measurement of fair values. This includes finance staff that have overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and report directly to the Chief Financial Officer.

These finance staff regularly review significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or external valuations is used to measure fair values, then the finance staff assess the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of accounting standards, including the level in the fair value hierarchy in which such valuations should be classified. Significant valuation matters are reported to the Aspen Audit, Risk and Compliance Committee.

Aspen's financial instruments are valued using market observable inputs (Level 2) with the exception of available for sale financial assets at fair value (level 3) which were valued at \$0.304 million (30 June 2017: \$0.440 million).

Information about how the fair value of financial instruments is calculated and other information required by the accounting standards, including the valuation process and critical assumptions underlying the valuations are disclosed in the table below:

**Fair value measurement, valuation techniques and inputs**

<b>Class of assets / liabilities</b>	Equity investment
<b>Fair value hierarchy</b>	Level 3
<b>Valuation technique</b>	NTA per security
<b>Inputs used to measure fair value</b>	Estimated NTA based on last audited financial statements and Rights issued post audit
<b>Unobservable inputs 30 June 2018</b>	Dec-17 proforma unaudited financial statements

<sup>1</sup> Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs)

There have been no transfers between Level 1, Level 2 and Level 3 fair value measurements during the year ended 30 June 2018 (2017: \$Nil).

The following table shows a reconciliation of movements in Aspen's financial instruments classified as Level 3 within the fair value hierarchy for the years ended 30 June 2018 and 30 June 2017:

	2018	2017
	\$'000	\$'000
<b>Opening Balance</b>	440	416
<b><u>Total gains or losses</u></b>		
In profit or loss	(136)	24
<b>Closing Balance</b>	304	440

The fair value of financial assets including those available for sale has been determined by reference to the published unit price of the investments at the year-end date. The investment comprises an investment in a closed fund which is not currently meeting redemption requests.

**Reversal of impairment**

An impairment loss in respect of a receivable carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

An impairment loss reversal in respect of an investment in an equity instrument classified as available for sale is not reversed through profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

## 18: Impairment of non-financial assets

### Non-financial assets

The carrying amounts of Aspen's non-financial assets, other than investment property, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated at each reporting date or where there is any indicator of impairment.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less cost of disposal. 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 the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

### Reversal of impairment

Impairment losses, other than in respect of goodwill, are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

Impairment losses previously recognised in Aspen's investment in equity accounted investments are subsequently reversed if the associate subsequently recognises an impairment charge on its assets, and results in Aspen recognising an increased share of equity accounted losses.

**19: Business combinations****Business combinations**

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to Aspen. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired. 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 Aspen's share of the net identifiable assets acquired is recorded as goodwill. Any goodwill that arises is tested for impairment at each reporting date or where any indication of impairment is identified. Any gain on a bargain purchase is, after review, recognised in profit or loss immediately.

Acquisition transactions costs that Aspen incurs in connection with a business combination are expensed as incurred. These are included as *acquisition costs* disclosed in Note 2(c) above. Any contingent consideration payable is measured at fair value at the acquisition date.

If all the business combinations during the year had occurred on 1 July 2017, the Group would have generated an estimated additional revenue and profit for the year ended 30 June 2018 of \$4.005 million and \$1.386 million respectively.

**Acquisition of business – accommodation properties**

During the year, Aspen settled two accommodation properties:

- Darwin FreeSpirit Resort and Koala Shores Holiday Park.

These acquisitions included the tangible assets of the park properties as well as the existing park businesses and as a result, these transactions are accounted for as business combinations.

Goodwill calculations	\$'000
Consideration transferred	29,450
Less: fair value of identifiable net assets	(23,012)
<b>Goodwill</b>	<b>6,438</b>

The goodwill is mainly attributable to the value of the existing businesses which is in excess of PPE acquired.

	\$'000
<b>Consideration transferred</b>	
Cash	29,450
	<b>29,450</b>
<b>Identifiable assets acquired and liabilities assumed</b>	
Property, plant and equipment	23,012
	<b>23,012</b>

**Revenue and profit contribution**

The accommodation properties acquired during the year contributed revenues of \$4.418 million and a net profit of \$0.963 million to Aspen for the year from settlement of each accommodation property to 30 June 2018.

**20: Intangible Assets**

	Consolidated	
	2018	2017
	\$'000	\$'000
Goodwill	23,972	17,534
Licenses	225	-
Software	53	-
	<b>24,250</b>	<b>17,534</b>

	Consolidated	
	2018	2017
	\$'000	\$'000
Opening	17,534	14,248
Additions	6,716	3,286
	<b>24,250</b>	<b>17,534</b>

The goodwill outlined above is an indefinite life intangible asset and exists solely in respect to the tourism / retirement operating segment.

**Recognition and measurement****Goodwill**

Goodwill that is recognised by Aspen is measured at cost less accumulated impairment losses. Goodwill is not amortised and is tested for impairment annually at each balance sheet date or where any indication of impairment is identified.

**Goodwill - additions**

The business combinations of two park acquisitions, as disclosed in note 19, resulted in the acquisition of \$6.438 million of goodwill.

**Key judgement: goodwill impairment testing**

At the reporting date, management tested the goodwill of \$23.972 million relating to its tourism / retirement business and concluded the goodwill did not require impairment. This goodwill exists solely in respect to properties held by Aspen for the retirement / tourism segment. In testing the goodwill, Aspen considered the latest independent and directors' valuations for each of its properties.

Goodwill is assessed for impairment on an annual basis. The recoverable amount for the group's cash generating units (CGU) are determined based on value-in-use. This calculation uses a discounted forecast cash flow model based on financial budgets approved by the Board. Forecasts were based on projected returns of the business in light of current market conditions and growth rates in line with the consumer price index. The model uses weighted average cost of capital as discount rates and includes an attribution for terminal value.



**21: Subsidiaries**

Parent entity	Ownership interest 2018 %	Ownership interest 2017 %
Aspen Group Limited (stapled entity - Aspen Property Trust)		
<b>Subsidiaries</b>		
Aspen Funds Management Limited	100	100
Aspen Living Villages Pty Limited	100	100
Aspen (Septimus Roe) Pty Limited (in members voluntary liquidation)	100	100
Aspen Property Developments Pty Limited	100	100
Aspen Communities Property Fund <sup>1</sup>	100	100
Aspen Villages Property Fund <sup>2</sup>	100	100
Aspen Equity Investments Pty Limited	100	100
Midland Property Trust	100	100
Caversham Property Development Pty Ltd	100	100
Aspen Whitsunday Shores Pty Limited	54	54
Aspen Development Fund No1 Pty Limited <sup>3</sup>	75	75
Aspen Dunsborough Lakes Pty Ltd ("ADLL")	43	43
Aspen Dunsborough Lakes Resort Pty Ltd (in members voluntary liquidation)	43	43
Fern Bay Seaside Village Pty Ltd ("FBSV")	45	45

<sup>1</sup> Aspen Communities Property Fund comprises:

- Aspen Communities Nominees Pty Limited (in members voluntary liquidation)
- Aspen Communities Management Pty Limited (in members voluntary liquidation)
- Aspen Communities Construction Pty Limited (in members voluntary liquidation)

<sup>2</sup> Aspen Villages Property Fund comprises:

- Aspen Villages Property Trust (in members voluntary liquidation)
- Aspen Villages Nominees Pty Limited (in members voluntary liquidation)

<sup>3</sup> Aspen Development Fund No1 Pty Limited comprises:

- Aspen Development Fund No1 Pty Ltd (in members voluntary liquidation)
- Caversham Property Pty Ltd (in members voluntary liquidation)
- Bradwell Pty Ltd (in members voluntary liquidation)

**Recognition and measurement****Subsidiaries**

Subsidiaries are entities controlled by either the Company or the Trust. The Company or the Trust controls an entity when it 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 over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are consistent with Aspen's accounting policies.

**Loss of control of subsidiaries**

Upon the loss of control, Aspen derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If Aspen retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost.

**22: Discontinued operations**

	Disposal groups held for sale		Non-core operations held for sale		Total discontinued operations	
	2018	2017	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Results of discontinued operations</b>						
Revenue	-	-	1,013	3,940	1,013	3,940
Expenses	(158)	(658)	(154)	(555)	(312)	(1,213)
<b>Profit/(loss) before income tax</b>	<b>(158)</b>	<b>(658)</b>	<b>859</b>	<b>3,385</b>	<b>701</b>	<b>2,727</b>
Finance income	13	15	-	-	13	15
Gain/ (Loss) on disposal after income tax	17	-	(60)	-	(43)	-
Net change in fair value	-	(1,072)	-	(1,080)	-	(2,152)
<b>Profit/(loss) after tax from discontinued operations</b>	<b>(128)</b>	<b>(1,715)</b>	<b>799</b>	<b>2,305</b>	<b>671</b>	<b>590</b>
<b>Assets and liabilities of discontinued operations</b>						
<b>Assets</b>						
Cash and cash equivalents	1,627	1,710	-	-	1,627	1,710
Trade and other receivables	-	110	-	-	-	110
Properties held for sale	-	3,205	2,525	30,445	2,525	33,650
Prepayments and other assets	5	23	-	-	5	23
<b>Total assets</b>	<b>1,632</b>	<b>5,048</b>	<b>2,525</b>	<b>30,445</b>	<b>4,157</b>	<b>35,493</b>
<b>Liabilities</b>						
Trade and other payables	43	103	-	-	43	103
Provisions and other liabilities	-	20	-	-	-	20
<b>Total liabilities</b>	<b>43</b>	<b>123</b>	<b>-</b>	<b>-</b>	<b>43</b>	<b>123</b>
<b>Net assets</b>	<b>1,589</b>	<b>4,925</b>	<b>2,525</b>	<b>30,445</b>	<b>4,114</b>	<b>35,370</b>
<b>Cash flows of discontinued operations</b>						
Net Cash from / (used in) operating activities	(97)	(697)	859	3,622	762	2,925
Net cash from investing activities	3,222	(423)	27,860	-	31,082	(423)
Net cash from/ (used in) financing activities	-	-	-	-	-	-
<b>Net cash flows for the year</b>	<b>3,125</b>	<b>(1,120)</b>	<b>28,719</b>	<b>3,622</b>	<b>31,844</b>	<b>2,502</b>

**Recognition and measurement****Discontinued operations**

A discontinued operation is a component of Aspen's business, the operations and cash flows of which can be clearly distinguished from the rest of Aspen and which:

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

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative Consolidated Income Statement is re-presented as if the operation had been discontinued from the start of the comparative year.

**Disposal groups held for sale**

Aspen has a number of its development subsidiaries classified as a disposal group held for sale.

**Non-core operations held for sale**

This comprises of commercial and industrial properties that have been disposed or are held for sale.

**23: Non-controlling interests**

	ADF	AWSS	FBSV	ADLL	Total
<b>NCI percentage as at 30 June 2018</b>	<b>24.9%</b>	<b>45.9%</b>	<b>54.6%</b>	<b>56.8%</b>	
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Opening balance at 1 July 2016</b>	(15,047)	(3,180)	922	(2,042)	(19,347)
Share of comprehensive income/(expense)	(5)	(617)	(4)	(6)	(632)
<b>Closing balance at 30 June 2017 and opening balance at 1 July 2017</b>	(15,052)	(3,797)	918	(2,048)	(19,979)
Share of comprehensive income/(expense)	(8)	(40)	9	(14)	(53)
<b>Closing balance at 30 June 2018</b>	<b>(15,060)</b>	<b>(3,837)</b>	<b>927</b>	<b>(2,062)</b>	<b>(20,032)</b>

**Recognition and measurement****Acquisition of non-controlling interests**

Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders and therefore no goodwill is recognised as a result. The adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on the proportionate amount of the net assets of the subsidiary.

**Negative non-controlling interests**

Aspen has recognised non-controlling interests for AWSS, ADF and ADLL as at 30 June 2018 even though these NCI's are negative. AWSS and ADF are limited companies, and there is no ability for Aspen to recoup the negative equity attributed to non-controlling interests.

**24: Commitments and contingencies**

	Consolidated	
	2018	2017
	\$'000	\$'000
<b>Contingent liabilities</b>		
Defect maintenance periods	2,500	3,006
Tenant fitout incentives received	-	646
Finance facility bonds	-	100
	<b>2,500</b>	<b>3,752</b>
<b>Operating lease commitments</b>		
<i>Group as lessee (i)</i>		
Within 1 year	1,477	1,240
Greater than 1 year but not more than 5 years	4,292	5,476
More than 5 years	85	253
	<b>5,854</b>	<b>6,969</b>
<i>Group as lessor (ii)</i>		
Within one year	6,151	9,245
Greater than 1 year but not more than 5 years	4,413	12,428
More than 5 years	-	48
	<b>10,564</b>	<b>21,721</b>
<b>Capital commitments (iii)</b>		
<i>Contracted by not provided for and payable:</i>		
Within 1 year (iv)	2,107	10,271
Greater than 1 year but not more than 5 years	-	-
	<b>2,107</b>	<b>10,271</b>
<b>Other expenditure commitments</b>		
Bank guarantees issued to third parties	298	2,547
Insurance bond guarantees	2,500	2,500
	<b>2,798</b>	<b>5,047</b>

- (i) Aspen leases various offices under non-cancellable operating leases. In addition, Aspen leases properties, under non-cancellable leases, on which it operates accommodation businesses. Operating lease expense for the year was \$0.149 million (2017: \$0.097 million).
- (ii) Relates to leases of Aspen owned properties and former corporate offices sub leased.
- (iii) Comprises commitments to expenditure on PPE.
- (iv) Relates to contracted development expenditure for development currently underway at Four Lanterns Estate.

**Bank guarantees issued to third parties**

Bank Guarantees primarily relate to provision of guarantees for Aspen's subsidiaries and associates, security for office lease obligations, and security for deferred purchase consideration.

**25: Subsequent events**

The following material events have occurred between the reporting date and the date of this report:

- On 8 August 2018, Aspen settled the sale of the Midland Property Trust property for \$2.537 million
- Aspen Group announced on 28 August 2018 proposed governance and investment management changes in respect of outsourcing the Responsible Entity (RE) and Investment Management functions for which it plans to seek security holder approval. Due to the process and timetable to be followed, it is too early to identify any potential or likely impact on the Aspen Group Limited other than as communicated in the announcement.

Other than noted above, there has not arisen any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors of Aspen, to affect significantly the operations of Aspen, the results of those operations, or the state of affairs of Aspen, in future financial periods.

**26: Parent entity disclosures**

	Parent	
	2018	2017
	\$'000	\$'000
<b>Assets</b>		
Current assets	26,267	17,527
Non-current assets	5,963	5,675
<b>Total assets</b>	<b>32,230</b>	23,202
<b>Liabilities</b>		
Current liabilities	75,056	59,764
<b>Total liabilities</b>	<b>75,056</b>	59,764
<b>Net liabilities</b>	<b>(42,826)</b>	(36,562)
<b>Equity</b>		
Issued capital	123,190	123,619
Accumulated losses	(166,016)	(160,181)
<b>Total Equity</b>	<b>(42,826)</b>	(36,562)
Profit/(loss) attributable to members of the parent	(5,837)	(3,672)
<b>Total comprehensive profit/(loss) for the year, net of tax, attributable to members of the parent</b>	<b>(5,837)</b>	(3,672)
<b>Guarantees</b>		
<b>Guarantees to external parties</b>		
Insurance bond guarantees	2,500	2,500
<b>Total guarantees to external parties</b>	<b>2,500</b>	2,500
<b>Guarantees to subsidiaries</b>		
ADF	2,500	2,500
<b>Total guarantees to subsidiaries</b>	<b>2,500</b>	2,500

The directors have not identified any material contingencies as at 30 June 2018 (30 June 2017: \$Nil).

**Parent entity financial information**

The financial information for the parent entity of Aspen Group has been prepared on the same basis as Aspen Group's consolidated financial statements, except as set out below.

**Investments in subsidiaries and associates**

Investments in subsidiaries and associates are accounted for at cost in the financial statements of the parent entity. Dividends received from associates and subsidiaries are recognised in the parent entity's statement of profit or loss when its right to receive the dividend is established.

**Guarantees**

The Parent has provided performance guarantees to third parties in respect of certain obligations of its subsidiaries.

The Parent and its subsidiaries as per note 21 provide an unlimited guarantee and indemnity in favour of the Trust's banking facilities. The Parent and the Trust have provided guarantees to financiers and insurance bond providers for a number of Aspen's subsidiaries. Under the terms of the agreements, the Parent and the Trust will make payments to reimburse the financiers upon failure of the guaranteed entity to make payments when due.

**Parent entity financial information**

As at 30 June 2018 the parent had a loan payable to the Trust of \$39.424 million (2017: \$26.090 million). The loan arrangements have a term ending 30 June 2021.

**Going concern**

The Parent has a negative asset position of \$42.826 million. This is due to the Parent not being able to recognise an uplift in the value of its equity in its wholly owned subsidiaries, AFM and Aspen Living Villages Pty Ltd ("ALV"), which hold net assets of \$56.410 million.

When allowing for these net assets, which can be distributed from AFM and ALV by way of dividends solely to the Parent, the Parent's net asset position would increase to a positive net asset position of \$13.584 million. As a consequence, the Board considers it appropriate for the Parent to be classified as a going concern.

Current liabilities exceed current assets by \$48.789 million. This is due to loans owing to related entities within Aspen Group. One of these loans is subject to a loan agreement and the balance of the loans are at call. The Parent has obtained agreement from these related parties that the loans will not be called upon within 12 months of the date of this financial report unless the Parent is in a financial position to repay the loans.

As a consequence of the above, the Board considers it appropriate for the Parent to be classified as a going concern.

**27: Auditor's remuneration**

	Consolidated	
	2018	2017
<b>Fees paid or payable for services provided by the auditor of the Aspen Group:</b>	\$	\$
<b>Audit and review of financial reports</b>		
PwC - 2018	239,400	-
PwC - 2017	33,890	221,000
	<b>273,290</b>	221,000
<b>Assurance related services</b>		
PwC	-	-
	-	-

**28: Related party transactions****Identity of related parties**

Aspen has a related party relationship with its associates.

**Director and executive remuneration**

The remuneration disclosures are provided in sections 1 to 9 of the remuneration report on pages 13 to 25 of this annual report designated as audited and forming part of the directors' report.

	Consolidated	
	2018	2017
	\$	\$
Short-term benefits	1,266,950	1,523,956
Long-term benefits	84,200	95,596
Termination benefits	-	39,446
Equity compensation benefits	53,555	102,918
	<b>1,404,705</b>	1,761,916

**29: Other accounting policies****a) New and amended accounting standards and interpretations adopted from 1 July 2016**

All new and amended accounting policies and measurement bases have been adopted in this report for the year ended 30 June 2018. There has been no change to the group's accounting policies and are consistent with those disclosed in the Annual Report for the year ended 30 June 2017.

**b) New and amended standards and interpretations issued but not yet adopted by the Group**

The following standards, amendments to standards and interpretations are relevant to current operations. They are not mandatory for the year ended 30 June 2018 and are available for early adoption but have not been applied by Aspen in this financial report.

Reference	Description	Application of Standard	Application by Group
AASB 9 <i>Financial Instruments</i> AASB 2014-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) and AASB 2014-8 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) – Application of AASB 9 (December 2009) and AASB 9 (December 2010)	AASB 9 includes requirements for the classification and measurement of financial assets and was further amended by AASB 2010-7 to reflect amendments to the accounting for financial liabilities. These requirements aim to improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139 <i>Financial Instruments: Recognition and Measurement</i> . It also includes a logical model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially-reformed approach to hedge accounting.  Management does not expect any impact on its financial statements from the adoption of this standard.	1 January 2018	1 July 2018
AASB 15 Revenue from contracts with customers	The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.	1 January 2018	1 July 2018
AASB 2014-5 Amendments to Australian Accounting Standards arising from AASB 15	A new five-step process must be applied before revenue can be recognised: <ul style="list-style-type: none"> <li>• Identify contracts with customers</li> <li>• Identify the separate performance obligations</li> <li>• Determine the transaction price of the contract</li> <li>• Allocate the transaction price to each of the separate performance obligations, and</li> <li>• Recognise the revenue as each performance obligation is satisfied.</li> </ul> Key changes to current practice are: <ul style="list-style-type: none"> <li>• Any bundled goods or services that are distinct must be separately recognised, and any discounts or rebates on the contract price must generally be allocated to the separate elements.</li> <li>• Revenue must be recognised earlier than under current standards if the consideration varies for any reasons (such as for incentives, rebates, performance fees, royalties, success of an outcome etc) – minimum amounts must be recognised if they are not at significant risk of reversal.</li> <li>• The point at which revenue is able to be recognised may shift: some revenue which is currently recognised at some point in time at the end of a contract may have to be recognised over the contract term and vice versa.</li> <li>• There are new specific rules on licences, warranties, non-refundable upfront fees and, consignment arrangements, to name a few.</li> <li>• As with any new standard, there are also increased disclosures.</li> </ul> Entities will have a choice of full retrospective application, or prospective application with additional disclosures.  Management does not expect any impact on its financial statements from the adoption of this standard.		
AASB 16 Leases	The new standard supersedes AASB 117 Leases and specifies recognition, measurement, presentation and disclosure requirements of leases. The standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with lessor accounting substantially unchanged from AASB 117.  If Aspen adopted the new standard from 1 July 2018, management estimates a decrease to opening retained earnings of \$1.14 million. Assets would increase by \$4.45 million and liabilities would increase by \$5.62 million.	1 January 2019	1 July 2019

# Directors' declaration

for the year ended 30 June 2018

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## Directors' Declaration

1. In the opinion of the directors of Aspen Group Limited and Aspen Fund Management Limited (as responsible entity for Aspen Property Trust):
  - (a) the consolidated financial statements and notes set out on pages 38 to 72, are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of Aspen's Group's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Act 2001*; and other mandatory professional reporting requirements.
  - (b) there are reasonable grounds to believe that Aspen Group Limited will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declaration required by Section 295A of the *Corporations Act 2001* from the CEO and CFO for the financial year ended 30 June 2018.
3. The directors draw attention to note 2(a) to the consolidated financial statements, which includes statement of compliance with *International Financial Reporting Standards* as issued by the *International Accounting Standards Board*.

Signed in accordance with a resolution of the directors.



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Clive Appleton

Chairman

SYDNEY, 28 August 2018



## Additional Securities Exchange Information

### 1. Stapled Security

Aspen Group is quoted on the Australian Securities Exchange as a stapled security (ASX code APZ).

A stapled security is created through the joining of a share (Aspen Group Ltd) and a trust unit (Aspen Property Trust) to form a single security traded on the Australian Securities Exchange.

### 2. Distribution Policy

Aspen Group's distribution policy is to pay distributions on a semi-annual basis.

Distributions paid for the 2017/18 financial year totalled 4.2 cents per security.

#### Dividend and Distribution Re-Investment Plan ("DRP")

Aspen Group's DRP has been suspended since September 2012.

### 3. Capital Structure

As at 10 October 2018 Aspen Group had 96,286,271 securities on issue.

#### (a) Voting Rights

For all securities voting rights are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll shall have one vote.

#### (b) Distribution of Securities

Analysis of numbers of holders by size of holding:

Size of Holding	Number of Securityholders
1 - 1,000	523
1,001 to 5,000	533
5,001 to 10,000	190
10,001 to 100,000	301
More than 100,001	46
Total	1,593

The number of security investors holding less than a marketable parcel is 316 and they collectively hold 51,892 securities.

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

## (c) Twenty Largest Securityholders of Stapled Securities

The names of the twenty largest holders of securities as at 10 October 2018 are listed below:

	Name	10 October 2018	%IC
1	J P MORGAN NOMINEES AUSTRALIA LIMITED	31,623,071	32.84%
2	CITICORP NOMINEES PTY LIMITED	12,771,240	13.26%
3	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	11,838,830	12.30%
4	SELWYN JOHN CUSHING and BEVAN DAVID CUSHING	6,613,129	6.87%
5	PERSHING AUSTRALIA NOMINEES (AUSTRALIA) LIMITED	4,800,000	4.99%
6	REDBROOK NOMINEES PTY LTD	2,680,845	2.78%
7	BNP PARIBAS NOMS PTY LTD	2,183,452	2.27%
8	BIG MORETON PTY LTD	1,100,000	1.14%
9	CITICORP NOMINEES PTY LIMITED	856,312	0.89
10	MRS SARAH FOLETTA	830,000	0.86
11	MR RUSSELL OWEN COWLEY	649,952	0.68
12	DEEMCO PTY LIMITED	642,983	0.67
13	WALLBAY PTY LTD	585,012	0.61
14	METRO PLUS PTY LTD	539,404	0.56
15	NETWEALTH INVESTMENTS LIMITED	468,000	0.49
16	MR ROBERT ALEXANDER HOAD	460,000	0.48
17	LUTON PTY LTD	448,652	0.47
18	METRO STORAGE PTY LTD	400,000	0.42
19	B MCK SUPER PTY LTD	311,000	0.32
20	MR DONALD GORDON MACKENZIE & MRS GWENNETH EDNA MACKENZIE	307,166	0.32
	<b>TOTAL</b>	<b>80,109,048</b>	<b>83.20%</b>
	<b>Balance of Register</b>	<b>16,177,223</b>	<b>16.80%</b>
	<b>Grand TOTAL</b>	<b>96,286,271</b>	<b>100.00%</b>

## (d) Substantial Securityholders

Aspen Group has received notification of the following substantial securityholders (5% or more of the issued capital).

Date of Last Notification	Securityholder	No. of stapled securities	% of the issued capital
30 August 2018	K D Cushing Family Trust	6,118,517	6.354%
8 May 2018	Mill Hill Capital Pty Ltd	22,382,539	22.83%
25 May 2016	Legg Mason Asset Management Australia Limited	8,708,485	7.69%
14 October 2016	Commonwealth Bank of Australia	11,120,717	10.85%

# Annual Report

for the year ended 30 June 2018 – Aspen Group Limited

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## Disclaimer

This report has been prepared by Aspen Group Limited (“Aspen”) and should not be considered in any way to be an offer, invitation, solicitation or recommendation with respect to the subscription for, purchase or sale of any security, and neither this document nor anything in it shall form the basis of any contract or commitment. Prospective investors should make their own independent evaluation of an investment in Aspen. Nothing in this report constitutes investment, legal, tax or other advice. The information in this report does not take into account your investment objectives, financial situation or particular needs. The information does not purport to constitute all of the information that a potential investor may require in making an investment decision.

Aspen has prepared this report based on information available to it. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this report. To the maximum extent permitted by law, none of Aspen, its directors, employees or agents, nor any other person accepts any liability, including, without limitation, any liability arising from fault or negligence on the part of any of them or any other person, for any loss arising from the use of this report or its contents or otherwise arising in connection with it.

This report contains forward looking information. Indications of, and guidance on, future earnings, distributions and financial position and performance are forward looking statements. Forward looking statements are based on Aspen Group’s current intentions, plans, expectations, assumptions, and beliefs about future events and are subject to risks, uncertainties and other factors which could cause actual results to differ materially. Aspen Group and its related bodies corporate and their respective directors, officers, employees, agents, and advisers do not give any assurance or guarantee that the occurrence of any forward-looking information, view or intention referred to in this report will actually occur as contemplated.

All references to dollar amounts are in Australian currency unless otherwise stated.

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## CORPORATE DIRECTORY

### Manager and Responsible Entity:

Aspen Funds Management Limited  
ABN 48 104 322 278, AFSL 22 7933

### Board of Directors

Clive Appleton	<i>Non-Executive Chairman</i>
Guy Farrands	<i>Non-Executive Director</i>
John Carter	<i>Non-Executive Director</i>

### Executive Management

Joel Cann	<i>Chief Executive Officer</i>
Emmanuel Zammit	<i>Chief Financial Officer</i>

Suite 307, Level 3  
37 Pitt Street  
Sydney NSW 2000

**T** +61 2 9151 7500

**F** +61 2 9151 7599

**E** [homemail@aspengroup.com.au](mailto:homemail@aspengroup.com.au)

### Group Company Secretary

Mertons Corporate Services Pty Limited  
Mark Licciardo and Belinda Cleminson (jointly held)

### Auditors

PriceWaterhouseCoopers  
One International Towers Sydney  
Watermans Quay  
Barangaroo NSW 2000

**T** (02) 8266 0000

**F** (02) 8266 9999

### Share Registry

Link Market Services  
Level 12  
680 George Street  
Sydney NSW 2000

**T** 1300 554 474

**F** (02) 9287 0303



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