McPHERSON'S
Est. 1860

20 September 2019

Company Announcements
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Madam / Sir

Please find attached a copy of the McPherson's Limited Annual Report for the year ended 30 June 2019.

Yours sincerely

Paul Witheridge
Chief Financial Officer and Co-Company Secretary

McPHERSON'S

Est. 1860

CREATING BETTER IN

Health, Wellness & Beauty

DR. LEWINN'S®

[A'kin]®

ESTD 1928 LADY JAYNE®

manicare®

swisspers®

Multix®

2019 ANNUAL REPORT


INNOVATIVE SKINCARE
SMART BEAUTY
EFFICACIOUS NATURAL
UNIQUE INNOVATION
LEADING SUSTAINABILITY
YOUTH TECH INNOVATION

ENRICHING *People's lives* WITH OUR *Innovative Brands*

OUR BUSINESS

McPherson's Limited, established in 1860, is a leading supplier of Health, Wellness and Beauty products in Australasia and increasingly China, with operations in Australia, New Zealand and Asia. McPherson's markets and distributes beauty care, hair care, skin care and personal care items such as facial wipes, cotton pads and foot comfort products, as well as a range of kitchen essentials such as baking paper, cling wrap and aluminium foil.

McPherson's manages some significant brands for agency partners and via joint venture arrangements such as Kotia, however, the majority of revenue is derived from the company's diversified portfolio of owned market-leading brands, including Dr. LeWinn's, A'kin, Manicare, Lady Jayne, Swisspers, Multix, Moosehead and Maseur.

Manufacturing is outsourced to various suppliers, predominantly in Asia and Australia. McPherson's maintains a strong presence in Hong Kong and mainland China, focused on product sourcing and quality assurance.

CREATING BETTER IN Health, Wellness & Beauty

FINANCIAL CALENDAR*

November 2019
The Annual General meeting of McPherson's Limited will be held at the offices of Thomson Geer, Level 25, 1 O'Connell Street, Sydney, on Monday 18 November 2019 at 11.00 a.m. (AEDT)

February 2020
Appendix 4D for the half year ended 31 December 2019

May 2020
Investor Day presentation

August 2020
Appendix 4E for the financial year ended 30 June 2020

September 2020
Annual Report for the financial year ended 30 June 2020

* Dates and location may be subject to change.

FINANCIAL HIGHLIGHTS

STATUTORY PROFIT AFTER TAX

+165%

(2019: $13.7m; 2018: $5.2m)

UNDERLYING PROFIT BEFORE TAX FROM CONTINUING OPERATIONS*

+17%

(2019: $19.0m; 2018: $16.3m)

UNDERLYING EARNINGS PER SHARE FROM CONTINUING OPERATIONS*

+33%

(2019: 13.0¢/share; 2018: 9.8¢/share)

SALES REVENUE FROM CONTINUING OPERATIONS*

+7%

(2019: $210.3m; 2018: $196.2m)

SALES REVENUE FROM CORE 6 BRANDS

+13%

(2019: $149.1m; 2018: $132.1m)

NET DEBT REDUCED BY

24%

(2019: $7.5m; 2018: $9.8m)

OPERATING CASH CONVERSION FROM CONTINUING OPERATIONS*

117%

(2019: 117%; 2018: 82%)

* Excluding Coty Fine Frangrances distribution.

DR. LEWINN'S
Ultra R4 Collagen Surge Plumping Gel

KEY ACHIEVEMENTS

INCREASED
MARKET SHARE
with core portfolio supported by product innovation, sustainable packaging, marketing differentiation and strategic partnership in pharmacy and grocery

STRATEGIC SUPPLY
PARTNERSHIP
with Aware to ensure supply chain continuity to fulfil strong demand from China for Dr. LeWinn's

STRONG CHINA-FACING
BUSINESS
increasing Dr. LeWinn's sales from $1 million in 2017 to $16 million in 2019

REVAMPED
R&D PROGRAMME
with 80% increase in R&D investment

ENHANCED
EXPERTISE
and capabilities for the Marketing, Key Account Managers and Export teams

NEW BUSINESS
DEVELOPMENT
team focused on M&A and ventures

REINVIGORATED
SINGAPORE & NZ
businesses now back to growth trajectory

KOTIA
JOINT VENTURE
launched in April 2019 with its unique deer milk skincare offering, with an exclusive national distribution agreement with Priceline in Australia and broad-based coverage distribution in New Zealand with Green Cross and Farmers

SUGARBABY
JOINT VENTURE
formed in May 2019, targeting the fast growing millennial segment with a launch scheduled for October 2019

SOULFUL
JOINT VENTURE
completed in July 2019, marking the Group's first meaningful move into the health and nutrition spaces

Australian Natural Skincare

A'KIN
Australian Tea Tree Oil Detoxifying Mask

I am pleased to present McPherson's 2019 Annual Report, outlining the significant progress we have made on our three-year strategy.

GRAHAM CUBBIN
Chairman

Dear Shareholders,

I am pleased to present McPherson's Annual Report for the year ending 30 June 2019.

Throughout the year, we made significant progress in growing the business in Health, Wellness and Beauty through initiatives under four strategic pillars; focusing on our core six owned brands, exploring new product platforms, moving to strategic customer and supplier partnerships and driving value from our geographic footprint.

This commitment to our strategy and our ability to leverage macro trends has translated into strong financial results in FY19 with underlying profit after tax up 35% on last year, excluding Coty Fine Fragrances distribution from last year, to $13.7 million and statutory profit after tax up 165% from $5.2 million in FY18.

Our investment in revitalising our brands, merchandising and advertising, expansion and strengthening of customer partnerships and our exclusive China partnership with ABM resulted in a healthy increase in demand for our products, despite the subdued retail environment.

Complementing organic growth, we also grew our product range through new joint ventures with Kotia, Sugarbaby and Soulful, creating a strong new product pipeline to capture a greater share of Australia's $17 billion Health, Wellness and Beauty market over the medium term.

While investing in long-term growth opportunities, it was pleasing that at the same time we were able to reduce net debt by 24% to $7.5 million from $9.8 million in FY18, with gearing a very modest 7% at 30 June 2019. In addition, the Group's improved working capital efficiency resulted in strong operating cash flows. Our robust balance sheet creates a solid foundation for investment in new markets as well as further diversification of our product range. It also provides the financial strength to actively pursue acquisitions that provide immediate incremental earnings to the Group.

McPherson's winning culture and experienced team are central to our success. Led by our Managing Director, Laurie McAllister's 'can do' philosophy, our team is grounded in sound values and behaviours such as accountability, innovation and collaboration. In addition to this unique culture, we have a united Board of Directors and an experienced management team who have established long-term, sustainable relationships with key external stakeholders. This is one of McPherson's key strengths and positions us well to build on the momentum created in FY19 to deliver meaningful growth in FY20.

KEY HIGHLIGHTS

Revising our agency brands partnership model has ensured we maximise the benefits from growing brands and dedicate more focus on owned brands. This is delivering results. Our six core owned brands; Manicare, Lady Jayne, Dr. LeWinn's, A'kin, Multix and Swisspers, have attained leading market positions and are significantly outperforming Australia's pharmacy channel with 11% growth this year.

A key element driving growth of owned brands is innovation. To fuel differentiation, we have increased our investment in R&D by approximately 80% during the year and delivered 11 first-to-market products including the Multix 'greener' range and new paper stem Swisspers cotton buds, appealing to the sustainable macro trend that is gaining momentum as consumers make the switch to more environmentally-friendly options. Key to our product innovation pipeline is an understanding of the trends driving consumer choices and McPherson's has excellent capabilities to ensure we are tapped into these trends.

Capitalising on international affiliation for Australian products, we further expanded our geographic presence with a focus on Asia. Our strategic and exclusive partnership with ABM has been key to McPherson's establishment of a China-facing business. Sales from China increased over 400% in FY19, demonstrating the value of this relationship. With China's middle-class population projected to exceed 600 million over the next few years, the China export opportunity is significant.

We have also returned New Zealand to profitability and are looking to establish distribution in the Middle East in line with our new market entry strategy.

DIVIDEND

The Board's dividend policy to distribute a minimum of 60% of the Company's underlying profit after tax to shareholders, subject to other cash requirements, remains unchanged. Given our intent for future acquisitions and capital investment, we have also retained our dividend reinvestment plan.

The Board has declared a final dividend of 6.0 cents per share fully franked, payable on 26 September 2019 to shareholders on the register at 9 September 2019. This takes total dividends for the year to 10.0 cents per share, excluding a 2.0 cents per share special dividend, representing a 17.6% increase on the prior year's dividend of 8.5 cents per share and a payout ratio of 77%.

BOARD APPOINTMENTS

Over the last 18 months, we have implemented a refresh of the Board, appointing Directors with relevant experience for our strategy who are well-equipped to drive our business forward. As part of this, we added an additional Director role to the Board, so that the Board now comprises five Directors, with four independent Non-Executive Directors.

The appointment of Alison Mew to the Board this financial year concludes the refresh program, following the appointment of Grant Peck and Geoff Pearce in the 2018 financial year. Alison has more than 30 years of leadership and executive management experience in Australasia across a diverse range of functions within the biopharmaceutical and health services sectors. In addition to her vast technical and operational expertise, Alison has been involved in corporate acquisitions, divestments and strategic planning, which will add significant value as McPherson's considers expansion into new, high growth Health and Wellness categories.

STATUTORY PROFIT AFTER TAX
$13.7M
(165% growth)

UNDERLYING PROFIT* AFTER TAX
$19.0M
(35% growth)

NET DEBT REDUCED BY
24.0%
(to $7.5m)

TOTAL DIVIDENDS FOR 2019/SHARE
10.0¢
(41% growth, including a 2.0¢ special dividend)

* Excluding Coty Fine Frangrances distribution.

OUTLOOK

McPherson's expects to maintain growth momentum in FY20, firmly focusing on the vast opportunities offered by the Health, Wellness and Beauty market. Our optimism stems from the market's strong margins, a growing domestic and international consumer base and demand from Asia, particularly China.

As a strong participant in Australia, New Zealand and export channels and with deep customer relationships, particularly within the pharmacy and grocery channels, McPherson's is well positioned to capture greater share of the market.

Given the Group's impressive financial performance and strong balance sheet, the team is devoting considerable effort and resources to identify and evaluate potential acquisition opportunities in line with our strategy. This will complement organic growth and leverage McPherson's scale efficiencies.

The Board would like to thank Laurie McAllister and his team for their enthusiasm and dedication to the evolution of our business as well as the values and behaviours that enable our success.

On behalf of the Board, thank you to our loyal shareholders for your continued support of the Company. We are excited about another successful year ahead.

GRAHAM CUBBIN
Chairman

DR. LEWINN'S
Line Smoothing Complex S8

Our team's unwavering focus on expanding McPherson's presence in the Health, Wellness and Beauty markets has driven our strong financial results, ensuring we have a solid platform to pursue further growth in FY20 and beyond.

LAURENCE MCALLISTER
Managing Director

Dear Shareholders,

We are pleased to report positive results in FY19 from continuing operations, exceeding the guidance we provided when we released our 1H19 results. Key financial outcomes for FY19 were as follows:

- 17% increase in underlying net profit before tax, excluding Coty Fine Fragrances distribution, to $19.0 million
- 7% growth in underlying sales revenue, excluding Coty Fine Fragrances distribution, to $210.3 million
- 33% increase in underlying earnings per share, excluding Coty Fine Fragrances distribution, to 13.0 cents
- 43% increase in operating cash conversion to 117%

At the start of the 2019 financial year, we announced ten business imperatives for the year, providing more granularity on how we will achieve our three year strategy. These were:

1. Refocus our business purely on Health, Wellness and Beauty
2. Revitalise owned McPherson's brands
3. Improve and maintain financial strength
4. Move from transactional to strategic partnerships
5. Integrate and grow acquired skincare brands: Dr. LeWinn's and A'kin
6. Create a China facing business
7. Ensure we have our team fit for the future
8. Turn around performance in New Zealand and Singapore and expand into Asia
9. Gain efficiencies and savings across the supply chain infrastructure
10. Create a New Business team focused on M&A and new ventures

We have achieved all of these imperatives during FY19. In addition, we continued to de-risk our business and strengthen the balance sheet, further reducing debt by 24% during the financial year.

At 30 June 2019, gearing was 7%, a continued reduction from FY18. McPherson's is in a very strong financial position to pursue opportunities in the market in the coming financial year.

FOCUSSED ON OUR CORE SIX BRANDS

During FY19, we saw good momentum across our core six brands which comprise Manicare, Dr. LeWinn's, A'kin, Swisspers, Lady Jayne and Multix.

By investing in innovation, improving in-store execution, increasing advertising, strengthening customer partnerships and expanding into new markets, segments and categories, we achieved a 13% increase in sales revenue from these brands.

Dr. LeWinn's delivered an outstanding result, recording a 125% increase in sales revenue and consolidating its position as the number one Australian cosmeceutical brand in the facial skincare pharmacy channel. In the domestic market, Dr. LeWinn's sales outpaced category growth by four times, demonstrating that customers have a clear preference for the brand. Offshore, Dr. LeWinn's is also seeing strong take-up, particularly in China where its growth has been supported by our strategic and exclusive partnership with ABM.

Innovation is an important area of our business that we continue to foster. Through FY19, we increased research and development investment by 80% to support product innovation and differentiation. Our efforts resulted in the launch of Manicare Sonic Mini, an affordable cleansing tool, Glam for Magnetic Lash Technology, new Lady Jayne detangling brushes, as well as multiple new clinically-proven Dr. LeWinn's and natural A'kin products.

Spearheading innovation in sustainability was the launch of green and reusable ranges of Multix bags, wraps and foils which increased the brand's market share by 2%, with 12% growth. The 'Choose Wisely, Choose Multix' television and digital campaign, launched in August 2018, further built brand equity with 54% of all Australian households purchasing a Multix product in the last financial year.

By reducing our reliance on revenue from agency brands, we have increased the proportion of revenue from our own brands to 76% of total sales, compared with 69% in FY18 and maximised the benefits from growing brands with better margins. We will continue to pursue growth of these brands in FY20.

DEEPENING CUSTOMER RELATIONSHIPS

An ongoing focus for us has been the shift from tactical to strategic customer relationships. We continued to undertake joint business planning with key customers and optimised trading terms, which have delivered mutual growth for McPherson's and our partners.

The value of these efforts is clear: we have increased participation from customers by 65%, added 48,000 incremental distribution points and expanded into 92 new doors in the last 12 months. This is especially impressive given the highly competitive state of the retail market.

SUPPLY CHAIN EFFICIENCY

An efficient supply chain is a key enabler of our business and we have been working hard to drive efficiency in purchasing, warehousing and delivering our products to customers. Through this focus, we have actively reduced supply chain costs by 56% over the last five financial years, saving $7.5 million and reducing working capital by 40% in the last two financial years. Our warehouse has 40% excess capacity to accommodate organic growth as well as future acquisitions.

To future proof our business, we invested $3.0 million in a strategic supply partnership with the Aware Group, with its 22,000 square metre plant based in Dandenong, one of the largest in Australia. This will deliver reliable supply continuity and shorter lead times so that we can meet the anticipated further rapid growth in our skincare products.

UNDERLYING NET PROFIT* BEFORE TAX	UNDERLYING SALES REVENUE*	OPERATING CASH CONVERSION	UNDERLYING EARNINGS PER SHARE*
$19.0M	$210.3M	117%	13.0¢
(17% growth)	(7% growth)	(2018: 82%)	(33% growth)

* Excluding Coty Fine Frangrances distribution.

ACQUISITIONS, A KEY FOCUS

Complementing organic growth, we are actively pursuing potential opportunities in line with our strategy to grow our presence in the Health, Wellness and Beauty market. Our recently established New Business team has reviewed over 100 potential new business opportunities throughout FY19 and we are pleased to have secured three new joint ventures as outcomes from its work. A summary of these are below:

- In November 2018, we announced a joint venture with New Zealand Deer Cosmetics, to create a unique market offering as the world's first cosmetic range formulated with pure New Zealand deer milk, under the new brand 'Kotia'.
- In May 2019, we announced a joint venture with Sugarbaby, an Australian-based skin care, beauty and tanning brand. Through this, Sugarbaby is planning to launch a refreshed and improved range of quality Sugarbaby products in the first half of FY20, targeting the fast-growing millennial beauty segment of the market and complementing our existing portfolio.
- Our most recent joint venture with Soulful in July 2019 marks our first meaningful entry into the Health and Wellness segment. With a current product range that includes dried fruit snacks, honey, and student, pregnancy and adult milk powder, we are excited about the domestic and export potential of this brand and its product range.

These joint ventures provide a pipeline of long-term growth that we can foster, with a measured approach, in the financial year ahead. More immediately, as Graham alluded to in his report, we are firmly focused on securing a game-changing acquisition in FY20, to complement expected continued growth from our own brands and the additional value being realised from our joint ventures.

OUTLOOK

Our business is ready for its next phase of growth. The foundations for growth in Health, Wellness and Beauty are in place, our core brands are performing strongly, we have the right team in place, and the business has low levels of gearing. Although it is early in the new financial year, we are encouraged by the momentum in our business and, for this reason, we have provided an outlook for the 2020 financial year. We are expecting profit before tax in FY20 to be approximately 10% above FY19.

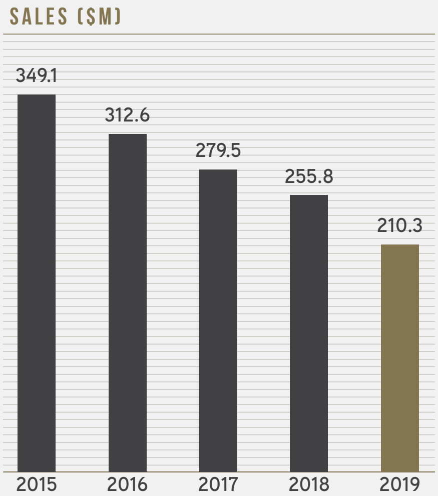
Led by Chairman Graham Cubbin, our Board has been extremely supportive of our long-term strategy and I thank them for their continued insight and knowledge. Our success would also not be possible without our fantastic team of individuals, each of whom are experts in their respective fields and who truly embody McPherson's values and culture.

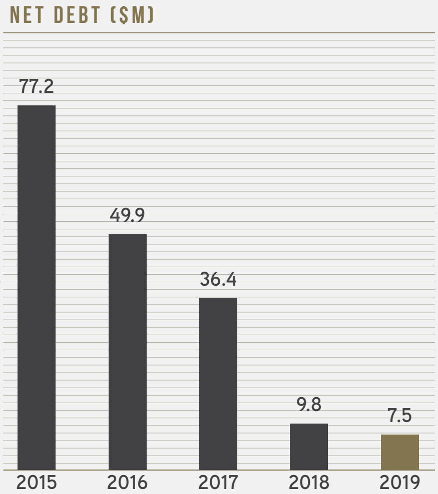
Thank you also to our shareholders for your continued support and I look forward to updating you with further progress throughout the next financial year.

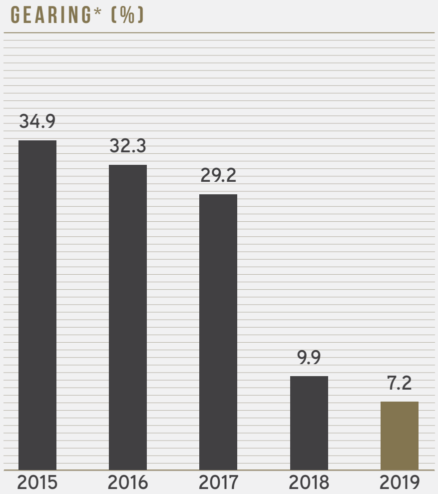
LAURENCE MCALLSITER
Managing Director

A'KIN
Age-Defy Skincare Range

Review of Operations







* Net debt / (net debt + shareholders' funds)

DIVESTMENT OF HOME APPLIANCES BUSINESS IN FY18

The Group divested its Home Appliances business to Glen Dimplex Australia Pty Ltd in February 2018 with approximately $29.5 million in net consideration applied to reduce the Group's debt. In order to improve comparability, the comparative figures quoted below for FY18 exclude the Home Appliances business, unless stated otherwise.

RESULTS FOR THE YEAR

McPherson's has reported sales of $210.3 million for the year ended 30 June 2019, in line with the previous year's $210.4 million. The Group reported a 7% increase in sales from continuing operations, excluding Fine Fragrances, to $210.3 million (FY18: $196.2 million). The strong result was primarily due to the successful execution of McPherson's strategic business imperatives, as outlined below, resulting in 11% growth in sales revenue from owned brands compared with the previous corresponding period (pcp).

EBIT (earnings before interest and tax) was $19.9 million, 8% below FY18 ($21.6 million), excluding significant non-recurring items in FY18, noting that in FY19 there are no significant, non-recurring items reported, i.e. the underlying and statutory results for FY19 are aligned.

PBT (profit before tax) from continuing operations was $19.0 million, in line with FY18 ($19.0 million), excluding significant items from the FY18 PBT. The significant non-recurring items before tax from continuing operations in FY18 comprised a $0.5 million restructuring costs, $0.9 million buyback of bonds costs and $0.5 million hedge ineffectiveness due to extinguishment of interest rate swaps.

Earnings per share (eps), excluding significant non-recurring items from FY18, increased 5% from 12.4 cents in FY18 to 13.0 cents in FY19.

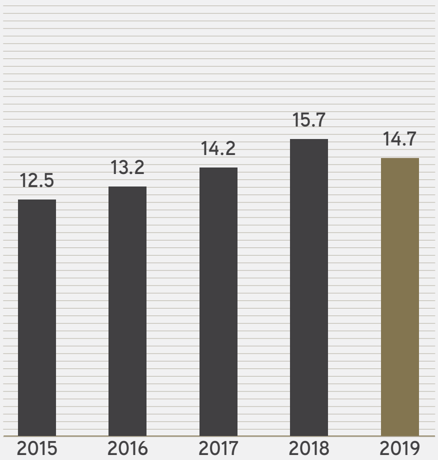
Inclusive of the aforementioned significant non-recurring items and discontinued operations in FY18, McPherson's reported a 165% increase in statutory profit after tax of $13.7 million (FY18: $5.2 million).

McPherson's achieved a very strong cash conversion of 117% in FY19 (FY18: 82%) due to a favourable sales mix leading to reduced trade debtors at year end, a reduction in inventory due to the termination of the Trilogy agency agreement and strong sales in Q4 of FY19. Net debt reduced by 24% from $9.8 million at 30 June 2018 to $7.5 million at 30 June 2019. This reduction in net debt was achieved despite key strategic investments in the Kotia joint venture and the Aware Group, totalling $5.9 million. The company's gearing ratio (net debt/total funds employed) decreased to 7.2% at 30 June 2019 from 9.9% at 30 June 2018.

McPherson's Directors declared a total dividend of 12.0 cents per share (cps) fully franked for the full year, comprising ordinary dividends of 10.0 cps and a 2.0 cps special dividend, 41% above the FY18 total dividend of 8.5 cents per share fully franked. The ordinary dividend payout ratio for the year ended 30 June 2019 was 77% of eps.

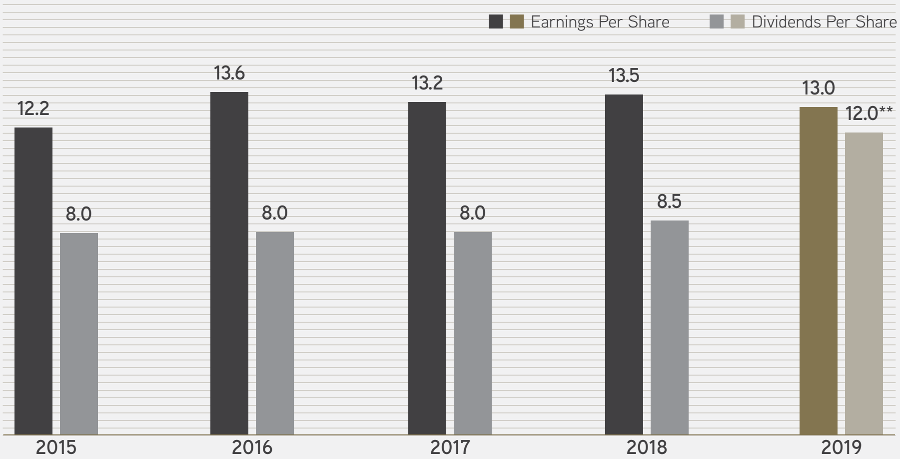
McPherson's refers to its owned brands Manicare, Dr. LeWinn's, A'kin, Swisspers, Lady Jayne and Multix as its "core six brands". The majority of these brands are market leaders in their categories. In FY19, McPherson's recorded 13% growth in sales revenue from its core six brands, driven by significant export and domestic growth (125%) on pcp from Dr. LeWinn's.

RETURN ON AVERAGE SHAREHOLDERS' FUNDS* (%)



* Profit after tax excluding Significant Items / 2-year average shareholders' funds

EARNINGS & DIVIDENDS PER SHARE (CENTS/SHARE)*



* Excluding Significant Items
** Includes a 2.0¢ special dividend

STRATEGIC PARTNERSHIPS

McPherson's exclusive strategic partnership with Access Brand Management (ABM) is delivering meaningful results and growth in China with sales increasing from $3 million in FY18 to $16 million in FY19. A key enabler has been McPherson's strategic supply partnership with the Aware Group. This was clearly illustrated when the Aware Group commenced production for McPherson's three months early to meet strong demand for Dr. LeWinn's products, both domestically and from ABM for the China market.

PRODUCT INNOVATION

McPherson's has continued to invest in its research and development (R&D) capability with an increase of approximately 80% in FY19, the R&D team growing from 8 to 11 staff and over 100 new products developed to support innovations across the business's brands. The rapidly growing mask category in skincare was an area of particular focus and success for the business in FY19, driving strong skincare sales growth in the domestic and export markets.

NEW BUSINESS DEVELOPMENT

McPherson's recently established New Business Development Team has actively evaluated over 100 potential new business opportunities in FY19. The Kotia Deer Milk joint venture was the first to be established by the team in November 2018 with New Zealand Deer Cosmetics Ltd (NZDC), a privately owned New Zealand company, to create a unique market offering as the world's first cosmetic range formulated with pure New Zealand deer milk under the new brand "Kotia". The Kotia cosmetic range is formulated with New Zealand deer milk pioneering a new frontier between natural actives and scientifically proven cosmetics to improve skin health, provide nourishing hydration, protect against environmental pollutants and deliver unique formulations for anti-ageing, skin rejuvenation and brightening. The range is developed by a leading New Zealand skincare specialist, dermatologically tested and appropriately certified with clinical proven performance.

The Sugarbaby joint venture was established in May 2019 to create a unique and strengthened offering in the millennial beauty seekers segment of the market. Established in Melbourne in 1998 by two high profile creative founders, Nicci and Lizie Clifton, Sugarbaby has a rich heritage in colour cosmetics, tanning and skincare with established sales channels across department stores, pharmacies and e-commerce.

Nicci and Lizie have a wealth of experience in developing innovative beauty products and are highly regarded in the industry as being trend setters who are passionate about environmental and social issues. Through the new venture, McPherson's will leverage its expertise to extend the brand into new segments with a focus on innovative and refreshed beauty enhancer products such as masks, lash serums and lip plumpers.

Additionally, the Soulful joint venture was established in July 2019 and will be McPherson's first entry into the Health & Wellness segments. The Soulful product range currently includes Dried Fruit snacks, an Infused Honey range, and Student, Pregnancy and Adult milk powder which are significant international segments. The adult nutritional drinks market in China alone is forecast to reach $A1.5 billion by 2023, growing at over 35% annually. The Soulful brand also has strong potential within the broader gut health and digestive market, which is currently sized at approximately $A0.4 billion domestically, growing at over 5% annually, and sized at $A3.5 billion in China, growing at over 11% annually.

[1] Excluding Coty Fine Frangrances distribution.

GEOGRAPHICAL SEGMENTATION OF SALES

AUSTRALIA

McPherson's Australian operations' sales revenue was $193.2 million a decrease of 1% on FY18 ($194.1 million). Sales from Agency brands reduced by $17.8 million in FY19, primarily due to the termination of the Coty fine fragrances agreement effective 31 January 2018, which led to a $14.2 million decline in sales. This was largely offset by the significant growth in the "core six brands". In particular, sales revenue from the Dr. LeWinn's brand grew by 125%.

NEW ZEALAND

McPherson's New Zealand business offers a similar range of products to those sold in the Australian market and experienced a significant improvement in performance in FY19 with a 15% increase in sales to $A9.6 million, largely driven by strong growth in the Dr. LeWinn's brand and growth in agency sales.

ASIA

From its Asia sales headquarters in Singapore, McPherson's markets an extensive range of Health, Wellness & Beauty products throughout the Asian region. Brands include the key Group-owned brands of Manicare, A'kin, Lady Jayne and Swisspers complemented by a number of licensed brands. Sales reduced by 5% to $A7.5 million in FY19, due to decreases in agency and private label sales. The Group also has a sourcing operation located in Hong Kong that manages many aspects of product procurement and quality assurance.

CORPORATE STRATEGY

The results were achieved in the current financial year through the execution of McPherson's 10 strategic imperatives, being:

1. Refocus our business purely on Health, Wellness and Beauty
2. Revitalise our owned McPherson's brands
3. Improve and maintain financial strength
4. Move from transactional to strategic partnerships with our top six customers
5. Integrate and grow acquired skincare brands: Dr. LeWinn's and A'kin
6. Create a China facing business
7. Ensure we have our team fit for the future with appropriate expertise, capabilities and values
8. Improve performance in New Zealand and Singapore, and expand into Asia
9. Gain efficiencies and savings across the supply chain infrastructure
10. Create a New Business team focused on M&A and new ventures

Execution of these strategic imperatives in FY19 provides a solid foundation for growth in FY20. McPherson's also continues to explore new business opportunities, including seeking a material merger or acquisition opportunity. Investment in our R&D and innovation capabilities to fuel future growth also remains a key strategic imperative for the business.

RISK MANAGEMENT AND COMPLIANCE

The Board has ultimate responsibility for the oversight of risk management and compliance across the Group.

Risk is an integral part of the Group's decision-making process and all risks and opportunities are adequately and appropriately assessed to ensure that significant risk exposures are minimised. The Group's risk and compliance frameworks ensure that all risks and compliance obligations are properly identified and managed, that insurances are adequate and that processes are in place to ensure compliance with regulatory requirements.

The Managing Director is accountable to the Board for the development and management of the Group's risk and compliance frameworks and is supported by the Chief Financial Officer in terms of adopting appropriate risk management and compliance processes, including regular and transparent reporting to the Audit, Risk Management and Compliance Committee of the Board. The Senior Leadership Team of the Group is actively involved in the review, isolation and mitigation of key risks and each senior manager is responsible for the management of risk and compliance with relevant laws and regulations.

The material risks that have potential to have an effect on the Group's financial prospects, and how the Group manages these risks, include:

Reduction in consumer demand

Given McPherson's reliance on consumer spending, adverse changes to the general economic landscape in Australasia or consumer sentiment for the Group's products could impact its financial results. This risk is addressed through keeping abreast of economic and consumer data/research, innovative product development and brand building.

Workplace health and safety

Given the physical nature of the Group's operations, workplace health and safety are of paramount importance. Significant effort and attention have been placed on internal policies and processes to ensure that employees are aware of their legal obligations and the productivity benefits that come from working safely. A tone of safety first is set at the top of the organisation and is reinforced through commitment of resources including a dedicated workplace health and safety officer.

Foreign currency fluctuation

The Group sources the majority of its inventory in currencies other than Australian dollars, with the US dollar being the predominant sourcing currency. Consequently, significant fluctuations in the AUD/USD exchange rate can materially impact the Group's result. The Board has established, and regularly reviews the Group's foreign currency hedging policy with the objective of mitigating short to medium term foreign currency risk.

Consistent with the policy, the Group continues to operate a comprehensive foreign exchange hedging program, which mitigates the impact of Australian dollar and US dollar movements. The Group's foreign exchange hedging and the instruments used for foreign exchange hedging remain unchanged, being options and foreign exchange contracts on a rolling basis.

Raw material price fluctuation

A significant proportion of the Group's inventory costs are influenced by movements in the price of commodities such as resin and aluminium. Such commodity prices are usually denominated in US dollars and historically are correlated with movements in the AUD / USD exchange rate. This correlation provides a degree of natural hedge against the profit impact of AUD / USD currency movements; consequently, separate risk mitigation measures are not utilised to manage this risk.

Loss of a major customer or deranging of a major product range

A significant proportion of the Group's sales is to two customers in the grocery channel. The delisting of a material product range by these customers could materially reduce McPherson's profitability. In order to mitigate this risk, the Group strives to provide superior customer service, product innovation and competitive pricing. It is also pursuing a strategy of channel diversification, as demonstrated by the recent joint venture activity in Health, Wellness and Beauty.

Exposure to the China market

An increasing portion of the Group's sales is generated directly and indirectly by demand from consumers based in China. Consequently, the Group has an exposure to any change in the Chinese market that may impact this demand, such as a change in government regulations that may impact sales of the Group's products to China based consumers. The Group seeks to mitigate this risk by attempting to understand and anticipate changes in the China market that may impact its sales. Additionally, the Group engages with business partners and advisors that are compliant with Chinese regulations and have a strong understanding of the Chinese market.

Deficiency in product quality

As a supplier of branded consumer products to retailers, the Group has an exposure to product faults which could lead to liability claims and product recalls. To control this risk, the Group adopts stringent quality control and supplier verification procedures. In addition, it holds adequate product and public liability insurance and product recall insurance.

Compliance with debt facility undertakings

A portion of the Group's capital requirement is in the form of debt facilities supplied by Financial Institutions that require the Group to comply with various undertakings, including specific financial ratios or covenants, in order for the Group to continue to access facilities. The Group seeks to adopt a debt structure that in both quantum and terms has sufficient capacity to withstand a short term decline in earnings or assets that may impact its ability to meet its various debt facility undertakings.

Cyber security

The Group places significant reliance on its Information Technology (IT) systems to transact with customers and connect with consumers. The inability to utilise or access our IT systems through a successful denial of service, ransomware or other form of attack could materially impact the Group's ability to transact and hence affect its earnings. The Group uses firewall monitoring software and anti-virus software to block potential cyber threats. Additionally, it has a network monitoring and alert tool that is designed to detect and signal unusual network behaviour. Ongoing external review and input are implemented to ensure the effectiveness of 'cyber' controls to meet ever evolving threats of this nature.

Talent management

The loss of key Management talent and potential underutilisation of key Management Talent represents a key risk to the business that is mitigated by Human Resources establishing talent development plans, well targeted incentive programs and succession plans.

Regulatory compliance

The general risk of compliance with changes in Australian Consumer Law and product standards, with related implications for supplier and inventory management, as well as penalties for non-conformance, is managed by the employment of appropriately knowledgeable employees accessing regular updates on changes in standards. Additionally, regular staff training is conducted by external legal experts in Australian Consumer Law.

kōtia
Rejuvenating Serum

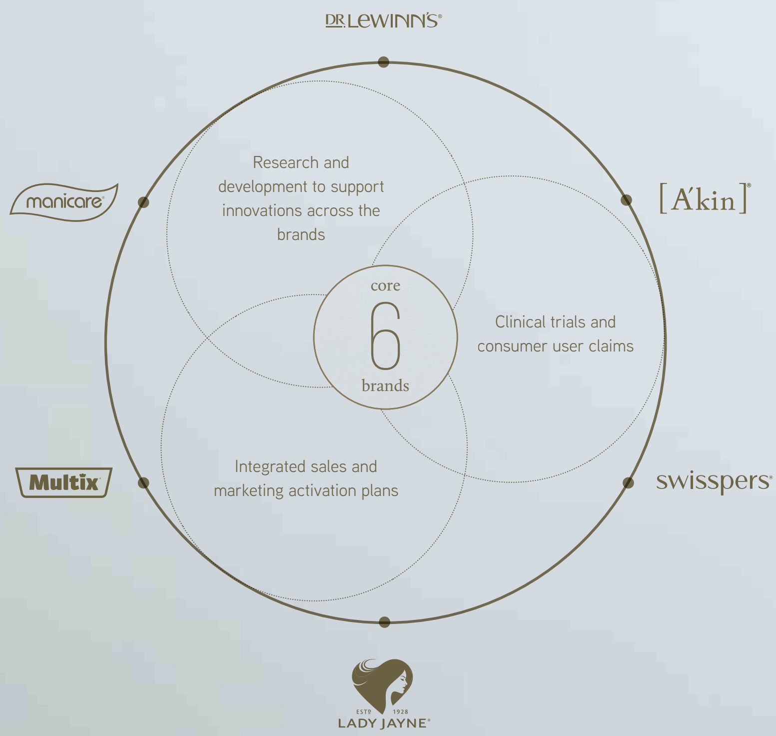
Category Overview

McPherson's has continued to invest in the Group's market leading owned brands and has aligned itself with strong reputable agency brands and joint ventures that complement the Group's portfolio.

The focus in 2019 was to accelerate the innovation program for the Group's core six brands; Dr. LeWinn's, A'kin, Manicare, Lady Jayne, Multix and Swisspers, leveraging key consumer macro trends and market leading business intelligence.

The growth in core six brands was led by increased investment in:

- Research & Development to fuel differentiated superior innovation and leading edge sustainable new products;
- Clinical and consumer user efficacy claims;
- High impact in-store merchandising units;
- Through the line brand campaigns;
- Digital amplification and engagement initiatives; and
- Market expansion plans.

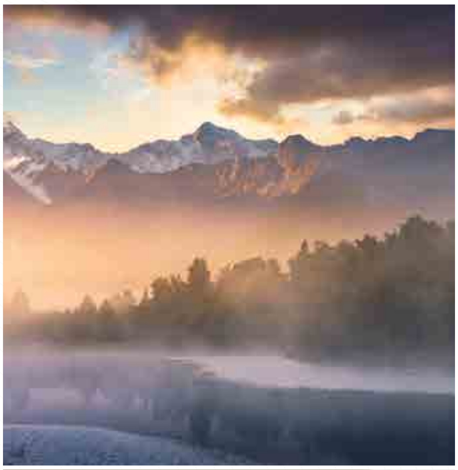


GLAM PRO
Magnetising Eyeliner

Health, Wellness & Beauty

Market leading Brands

INNOVATIVE SKINCARE



EFFICACIOUS NATURAL

UNIQUE INNOVATION

SMART BEAUTY

YOUTH TECH INNOVATION

LEADING SUSTAINABILITY

Core Six Brands

DR.LEWINN'S®

DR.LEWINN'S

2019 was an exceptional year for Dr. LeWinn's in both domestic and international markets, with 125% growth in sales revenue year on year.

Strategic innovation saw the Dr. LeWinn's brand capitalise on the lucrative sheet mask market, with the launch of two new Ultra R4 sheet masks using Advanced Bio-Cellulose Second Skin Technology and the introduction of a unique Vitamin Infused Micellar Water under the Private Formula sub-range.

The launch of Ultra R4 Collagen Surge Plumping Gel in the second half of 2019 delivered a premium, innovative and sensorial product experience with clinically proven results. Supported by a fully integrated communications campaign and retailer activations, Collagen Surge led the ranking of the Facial Skincare Cosmeceutical Category in the last quarter of 2019.

While domestic sales were strong, the international market continued to experience an even stronger growth trajectory. The Line Smoothing Complex range continued to grow and set new records in China, while the launch of Collagen Surge Plumping Gel started strong with over 5,000 units sold in just 58 seconds.

Moving forward a combination of innovative products, superior formulations, entry into new categories and a continued focus on consumer engagement through communications and retailer programs will see Dr. LeWinn's continue to solidify itself as a true Australian Cosmeceutical Facial Skincare brand.

SALES REVENUE
+125%
GROWTH

DR. LEWINN'S
Line Smoothing Complex

A'KIN

A'kin achieved strong growth domestically, with 11% growth in sales revenue year on year, despite constantly changing and highly competitive skin and hair care segments in the Naturals category.

A'kin capitalised on high growth and on-trend categories with the launch of new face sheet masks, natural roll-on deodorants and clinically proven anti-ageing creams; Age-Defy Line Smoothing Day Cream, Age-Defy Firming Night Cream & Age-Defy Lifting Eye Cream.

The award winning brand has also recently entered the hair treatment category with the launch of Miracle Shine Conditioning Hair Mask, with promising early sales.

Looking forward, A'kin will leverage growing macro trends to strategically launch innovative and exciting new products whilst focusing on international expansion, as the desire for quality natural and Australian made products gains significant momentum.

DOMESTIC SALES REVENUE

+11% GROWTH

Reflecting growth in the Naturals category

A'KIN
Moisture Rich Conditioner

MANICARE

In 2019, Manicare further strengthened its leadership in Beauty Tools, growing faster than the category with the successful launch of "Smart Tech Beauty" in the pharmacy channel, new interactive merchandising units in Chemist Warehouse and increased ranging in the grocery channel.

Harnessing the benefits of cleansing and skin health with the emerging use of premium skin care devices, Manicare Sonic Mini, a rechargeable facial cleansing brush, delivered strong results in pharmacy in 2019.

Partner collaborations were instrumental in refreshing the range and leveraging media opportunities. Manicare partnered with the Australian fashion brand Aje, who opened the Mercedes-Benz Fashion Week Australia in May 2019.

Innovation being a strategic pillar, Glam by Manicare released in April 2019 the world's most innovative lash technology in Australia, with Magnetising Eyeliner and Lash System under the Glam Pro range. The launch created an instant buzz in the beauty community reaching over 12 million consumers in digital and print media.

> Release of Magnetising Eyeliner and Lash System, the world's most
> INNOVATIVE
> Lash technology

GLAM PRO
Magnetising Eyeliner and Lash System

ESTD 1928
LADY JAYNE®

LADY JAYNE

Lady Jayne celebrated 90 years of style in 2018 and continued to lead the market with innovative and superior new products.

Focusing on the appealing 'detangling' segment, the new Flexi Glide Brush range features a new flexi head and elongated bristles, complimenting the core range to drive new consumer trial and repertoire purchase. Innovation in this space delivered 70% of the overall new product development revenue growth in 2019.

Lady Jayne launched Little Miss Jayne in the pharmacy channel, a playful and colourful rotational range of high-quality hair accessories. Little Miss Jayne features different textures and on-trend formats, reinventing the classic head band and clip.

Lady Jayne's increased investment in merchandising units has cemented the brand as the category beacon within the pharmacy channel. Further channel expansion in 2019 will expand brand accessibility and connection with younger consumers.

Finally, Lady Jayne's popular Smooth and Knotless brushes will receive a designer make over in September 2019, with a fashion print from Australian designer Bec + Bridge, adorning the brush over the summer and gifting Season.

V

Increasing share with
DETANGLING
innovation

LADY JAYNE
Flexi-Glide
Detangling Brush

swisspers®

SWISSPERS

Swisspers, a brand trusted and loved by Australian families maintained its strong market share within the cotton category in 2019.

The launch of the Earth kind cotton tips with paper stems drove incremental sales in both the grocery and pharmacy channels. Made with sustainably sourced paper and packaging that uses 80% less plastic, the Earth Kind range appeals to eco-conscious consumers, who are concerned that plastic in traditional cotton tip stems can be a marine pollutant when disposed of inappropriately.

Swisspers commitment towards sustainable product offerings will continue in the future with new product development plans underway using materials that care for the skin as well as the environment. This ongoing innovation is critical for the long term relevance of the brand, and is a clear demonstration of corporate social responsibility.

V

Introduction of Earth kind and

ECO-FRIENDLY

stems and packaging

SWISSPERS
Earth Kind Cotton Tips

MULTIX
Compostable Bag

MULTIX

The Multix brand extended its market share leadership in 2019 within the bags, wraps and foils category, with sales increasing year on year, far outpacing category growth.

The key contributor to growth was the successful 'Choose Wisely' TV and digital advertising campaign investment, continued innovation in improved environmental offers and alternatives to plastic under the Greener sub-brand.

Multix Greener benefited from the change in legislation in single use plastic bags and the changing consumer sentiment towards plastics in general.

Multix Greener now includes foil, cling, baking paper and a range of plant based and 100% home compostable bags.

The Multix Greener home compostable range is widely available in grocery with the AS5810 standard home compostability certfication.

Furthermore, management expects Multix Greener will experience further growth as municipal councils across Australia increasingly offer food waste collection bins and require this material certification for use in their collection systems.

Further innovation in sustainable products is planned for launch in early 2020.

V

AS5810
Australian Standard
Home Compostability Certification

Strategic Investments

McPherson's has recently announced the acquisition of a stake in the Aware business, Australia's leading manufacturer of natural, certified organic and eco-friendly products for the personal care and homecare market.

Aware owns one of Australia's largest and most innovative manufacturing facilities with Therapeutic Goods Administration (TGA) and Good Manufacturing Practice (GMP) certifications, based in the southern Melbourne suburbs.

With this partnership, McPherson's shores up continuity of supply for its advanced skincare brands with an eye on continued, dedicated and priority supply for Asian markets.

Dedicated output and technical staff bring confidence of an integrated supply chain with an eye on China in particular. The Hammond Road facility is based in Dandenong and, with 22,000 sqm, is one of the largest manufacturing sites in Australia.

With significant capacity, a 2,000 sqm TGA clean room, and McPherson's hunger to supply its Dr. LeWinn's and A'kin brands, mutual opportunities exist for both partners.

McPherson's, with 40% warehouse capacity at its Sydney based Kingsgrove facility, will look to unlock its own capacity opportunities with Aware manufacturing, eyeing the advanced skincare brands, in particular along with its recent acquisitions and joint venture brands announcements.

V

200 MILLION

UNITS MANUFACTURED IN 2019 AND GROWING!

HAMMOND ROAD FACILITY
Dadenong (VIC)

kōtia
Regenerative Nourishment

Kōtia launched in February 2019 in the pristine surrounds of Queenstown, New Zealand. The event was attended by over 70 guests comprising media from both sides of the Tasman, key customers and influencers keen to be a part of the world's first deer milk skincare brand.

Since launch, the brand has been heralded with accolades from beauty media and consumers alike, including being judged the best new anti-aging product by Harper's Bazaar. It achieved the maximum 5 star rating from trusted online review site Beauty Heaven for its serum and night cream respectively. It also received international praise at the CIBE China Tradeshow in Shanghai, where the brand won the "Most Potential Brand Award".

In Australia, Kōtia has entered into an exclusive partnership with Priceline Pharmacy to range the brand across 340 stores. The combination of McPherson's investment behind the brand and the power of Priceline's marketing assets saw Kōtia become one of the fastest growing new skincare brand launches for Priceline in 2019. In New Zealand, the brand is sold throughout Green Cross Life and Unichem Pharmacy Network and in Farmers.

Nature's Secret to Regeneration

TRIED & TESTED
Rated 5/5 stars
★★★★★
by beautyheaven
Trial Team members
beautyheaven.com.au

SUGARBABY
AUSTRALIA

Founded in 1998 from humble beginnings by Melbourne sisters Lizie and Nicci Clifton as a bath bomb range, Sugarbaby has grown into an internationally recognised iconic Australian wellness and beauty brand helping consumers to look and feel their beachy best.

The brand's philosophy embodies a holistic approach to skin health and wellness, and shares the same powerful characteristics as a perfect summer. With a clear focus on the Gen Z and Millennial consumers, its quirky style is full of personality with a quick wit that oozes Aussie attitude and confidence.

Sugarbaby's product portfolio consists of premium 100% Australian made facial skincare masks infused with treatment style actives and skin nurturing extracts, as well as a hip range of self-tanning products that are seriously good for your skin.

Making a stand for positive change in everything it does, Sugarbaby is committed to the ongoing global Go Green trends by using Green PCR/PE packaging to ensure that the business becomes more sustainable, environmentally responsible and green.

V

ONE IN FIVE
AUSTRALIANS ARE GEN Z
A$4.2BN INDUSTRY
with 2.1% growth*

* Cosmetic & Toiletry Retailing in Australia

clean + kind + vegan

Soulful

The Soulful mission is to support families and their health and nutritional needs, whether that be through functional food, digestives or supplements. Soulful is about creating smart, wholesome nutrition and healthy living solutions accessible to everyone, with a commitment to making consumers lives easier.

Soulful products are scientifically formulated using only the freshest and most nutritious ingredients. The brand ethos is to combine the power of nature with evidence based research, and proudly ensures all products meet stringent Australian quality standards.

The growth opportunities in health and wellness products are predicted to be in four high-growth segments which fit with the potential identified for the Soulful brand:

- Fortified and functional foods, which contain added ingredients intended to aid health;
- Free-from and natural products, including gluten-free and certified organic;
- Vitamins and supplements; and
- Personalised nutrition.

Making Health Easy

V

CSIRO estimates Health & Sustainable lifestyles to be worth

A$25 BILLION

by 2030

SOULFUL MILK POWDER
Student Formula

GRAHAM A. CUBBIN
B.Econ. (Hons)

Independent Non-Executive Director and Chairman of the Board

Expertise and experience
Mr. Cubbin is the Chairman of the McPherson's Limited Board. He was appointed an Independent Non-Executive Director of the Company on 28 September 2010 and was appointed Chairman of McPherson's Limited on 1 July 2015.

Mr. Cubbin was a senior executive with Consolidated Press Holdings Limited (CPH) from 1990 until September 2005, including Chief Financial Officer for 13 years. Prior to joining CPH, Mr. Cubbin held senior finance positions with a number of major companies, including Capita Financial Group and Ford Motor Company. Mr. Cubbin has over 20 years experience as a Director and Audit Committee member of public companies in Australia and the United States.

Special responsibilities
Chairman of the Board
Member of the Nomination and Remuneration Committee
Member of the Audit, Risk Management and Compliance Committee

Other current Directorships in ASX listed companies
Mr. Cubbin is a Director of WPP AUNZ Ltd, Bell Financial Group Limited and White Energy Company Limited.

Former Directorships in ASX listed companies in last three years
Director of Challenger Limited

Interests in shares and performance rights
200,000 ordinary shares in McPherson's Limited

No performance rights held

LAURENCE MCALLISTER

Managing Director

Experience and expertise
Mr. McAllister was appointed Managing Director of McPherson's Limited on 21 November 2016.

Mr. McAllister is an experienced international senior executive with strong consumer marketing and dynamic commercial experience. Prior to this role, Mr. McAllister worked for over 23 years with the Coca-Cola Company, managing New Product Development, M&A, Innovation and the Research and Development function across Europe, Eurasia and the Middle East. Mr. McAllister was also the President of Nordics and the Chief Commercial & Marketing Officer for Japan for the Coca-Cola Company. Throughout this tenure, Mr. McAllister represented the Coca-Cola Company on Boards in Germany, Sweden, Norway, Denmark and Finland.

More recently at Sanofi, Mr. McAllister was the Managing Director of the ANZ Affiliate, responsible for six business units with a turnover of $1.0 billion and $0.5 billion in profit before tax. In addition to this, Mr. McAllister was on the Board of Medicines Australia for 2 years representing the $18 billion Pharmaceutical Industry and led a significant turnaround of Sanofi's Consumer Health Care business in Australia and New Zealand.

Special responsibilities
Managing Director

Other current Directorships in ASX listed companies
None

Former Directorships in ASX listed companies in last three years
None

Interests in shares and performance rights
Nil ordinary shares in McPherson's Limited

2,454,000 performance rights are held over ordinary shares of McPherson's Limited

GRANT W. PECK
B. Bus, CA

Independent Non-Executive Director

Expertise and experience
Mr. Peck was appointed an Independent Non-Executive director of McPherson's Limited on 14 December 2017. With effect from 20 February 2018, Mr. Peck was appointed a member and Chairman of the Board's Audit, Risk Management and Compliance Committee, and a member of the Board's Nomination and Remuneration Committee.

Mr. Peck has more than 27 years of branded consumer goods experience both domestically and internationally, including leading the finance and supply chain functions in both large and mid-sized FMCG (fast moving consumer goods) organisations. He has a strong record of delivering improved performance outcomes across varied functions, business sectors and geographies.

Currently the CEO of Sunny Ridge Farms, Mr. Peck most recently held the position of Chief Financial Officer of Carlton & United Breweries and was previously the Group Managing Director of Supply for CUB with the Fosters Group. Mr. Peck has also held senior general management roles in the food industry with McCormick & Co, where he was responsible for the industrial products business in Australia, and also Chief Financial Officer for the Asia Pacific region with responsibility for operations in China, Singapore and joint ventures throughout Asia.

Mr. Peck holds a Bachelor of Business and is a Chartered Accountant.

Special responsibilities
Chairman of the Audit, Risk Management and Compliance Committee
Member of the Nomination and Remuneration Committee

Other current Directorships in ASX listed companies
None

Former Directorships in ASX listed companies in last three years
None

Interests in shares and performance rights
14,400 ordinary shares in McPherson's Limited

No performance rights held

JANE M. McKELLAR
MA (Hons)

Independent Non-Executive Director

Expertise and experience
Ms. McKellar was appointed an Independent Non-Executive Director of McPherson's Limited on 23 February 2015. Ms. McKellar is an experienced international senior executive with extensive customer-focused, brand, marketing and digital experience across a number of high-profile, global brands.

Ms. McKellar commenced her career at Unilever in London and her subsequent roles have included global CEO of Stila Corporation, Managing Director of Elizabeth Arden Australia, Founding CEO of Excite.com Asia Pacific, Director of Sales and Marketing for Microsoft (MSN), and Founding Director of Ninemsn.

Ms. McKellar holds a Master of Arts (Hons) from the University of Aberdeen and is a Graduate of the Australian Institute of Company Directors.

Special responsibilities
Chairman of the Nomination and Remuneration Committee
Member of the Audit, Risk Management and Compliance Committee

Other current Directorships in ASX listed companies
Ms. McKellar is a Director of Automotive Holdings Group and GWA Group. Ms. McKellar is also on the Board of NRMA.

Former Directorships in ASX listed companies in last three years
None

Interests in shares and performance rights
6,277 ordinary shares in McPherson's Limited

No performance rights held

GEOFFREY R. PEARCE

Independent Non-Executive Director

Expertise and experience

Mr. Pearce was appointed an Independent Non-Executive Director of McPherson's Limited on 20 February 2018.

Mr. Pearce has more than 40 years of experience in the pharmaceutical, cosmetic and personal care industries. He has extensive experience in pharmaceutical and cosmetic manufacturing as well as raw material sourcing and product distribution, having established, operated and grown a number of personal care businesses in these industries.

Special responsibilities

None

Other current Directorships in ASX listed companies

Mr. Pearce is a Non-Executive Director and Chairman of Probiotec Limited and a Non-Executive Director of Cann Group Limited.

Former Directorships in ASX listed companies in last three years

Former co-founder and Director of BWX Limited

Interests in shares and performance rights

690,939 ordinary shares in McPherson's Limited

No performance rights held

ALISON J. MEW

MSc (Hons)

Independent Non-Executive Director

Expertise and experience

Ms. Mew was appointed an Independent Non-Executive Director of McPherson's Limited on 24 July 2018.

Ms. Mew has more than 30 years of leadership and executive management experience in Australasia across a diverse range of functions within the biopharmaceutical and health services sectors. Her experience includes product manufacturing, quality systems, logistics, sales and marketing, as well as research and development. Ms. Mew is also familiar with the regulatory environment that governs the healthcare market. In addition to these technical and operational activities, Ms. Mew has been involved in corporate acquisitions and divestments as well as the strategic planning process.

Ms. Mew has recently held the positions of Chief Operating Officer and then Chief Executive Officer of Genetic Technologies Limited, an ASX and NASDAQ listed leading edge genetic testing services business.

Ms. Mew holds a Bachelor of Science and a Master of Science (Microbiology), has undertaken the Executive Development Programme at Melbourne Business School and is a Graduate of the Australian Institute of Company Directors.

Special responsibilities

None

Other current Directorships in ASX listed companies

None

Former Directorships in ASX listed companies in last three years

None

Interests in shares and performance rights

12,000 ordinary shares in McPherson's Limited

No performance rights held

PAUL WITHERIDGE

B.Com, CA

Chief Financial Officer and Joint Company Secretary

Expertise and experience

In May 2010, Mr. Witheridge was appointed the Chief Financial Officer of McPherson's Consumer Products Pty Ltd. Mr. Witheridge was appointed Chief Financial Officer and Joint Company Secretary of McPherson's Limited on 1 December 2011.

Mr. Witheridge holds a Bachelor of Commerce and is a Chartered Accountant.

Before joining McPherson's, Mr. Witheridge held senior financial and company secretarial positions with a number of listed companies in the retail sector including Angus and Coote Limited and OPSM Limited. Prior to that, Mr. Witheridge spent six years within KPMG's Audit and Assurance Practice.

PHILIP R. BENNETT

B.Com, CA

Joint Company Secretary

Expertise and experience

Mr. Bennett was appointed Company Secretary of McPherson's Limited on 2 February 2012. Mr. Bennett had previously held the position of Chief Financial Officer of McPherson's Limited since 2000, and Company Secretary from 1995, and stepped down from both these positions in November 2011.

Mr. Bennett holds a Bachelor of Commerce from the University of Melbourne and is a Chartered Accountant.

Before joining McPherson's, Mr. Bennett held senior financial and company secretarial positions with another listed company, and prior to that was a senior manager with a major Australian chartered accounting firm.

MANICARE
Sonic Mini

Corporate Governance Statement

This statement outlines the key aspects of the Group's corporate governance framework and main governance practices. The Board of Directors is committed to achieving and demonstrating the highest standards of corporate governance. This is considered to be essential for the long term performance and sustainability of the Group, and to protect and enhance the interests of shareholders and other key stakeholders.

The Company and Board regularly review the Group's governance arrangements, as well as developments in market practice, stakeholder expectations and regulations. The Group's corporate governance arrangements conform to the Corporate Governance Principles and Recommendations (3rd Edition) issued by the ASX Corporate Governance Council ("ASX Corporate Governance Principles").

The Company will shortly undertake a further comprehensive review of its corporate governance arrangements, including with reference to the 4th Edition of the ASX Corporate Governance Principles issued in February 2019, and the Board will then make any appropriate changes which may arise from that review.

This Corporate Governance Statement has been approved by the Board and is current as at 14 August 2019. The statement outlines the Group's main corporate governance practices in place during the financial year ended 30 June 2019, and currently.

Copies or summaries of the governance documents referred to in this statement can be found in the Corporate Governance section of the McPherson's Limited website which is located at the following address:

https://www.mcphersons.com.au/corporate-governance.

The Board of Directors presents its report on the consolidated entity (referred to hereafter as McPherson's or the Group) consisting of McPherson's Limited and the entities it controlled at the end of, or during, the year ended 30 June 2019.

a) Directors

The following persons were Directors of McPherson's Limited from the beginning of the financial year to the date of this report except as indicated:

G.A. Cubbin (Chairman)

L. McAllister (Managing Director)

G.W. Peck (Chairman of the Audit, Risk Management and Compliance Committee)

J.M. McKellar (Chairman of the Nomination and Remuneration Committee)

G.R. Pearce

A.J. Mew (appointed on 24 July 2018)

b) Principal activities

McPherson's, established in 1860, is a leading supplier of Health, Wellness and Beauty products in Australasia and increasingly China, with operations in Australia, New Zealand and Asia. McPherson's markets and distributes beauty care, hair care, skin care and personal care items such as facial wipes, cotton pads and foot comfort products, as well as a range of kitchen essentials such as baking paper, cling wrap and aluminium foil.

McPherson's manages some significant brands for agency partners and via joint venture arrangements such as Kotia, however, the majority of revenue is derived from the company's diversified portfolio of owned market-leading brands, including Dr. LeWinn's, A'kin, Manicare, Lady Jayne, Swisspers, Multix, Moosehead and Maseur.

Manufacturing is outsourced to various suppliers, predominantly in Asia and Australia. McPherson's maintains a strong presence in Hong Kong and mainland China, focused on product sourcing and quality assurance.

c) Dividends

Details of dividends paid or declared in respect of the current financial year are as follows:

	$'000
Interim ordinary dividend of 4.0 cents per fully paid ordinary share and a special dividend of 2.0 cents per fully paid ordinary share paid on 21 March 2019 (both fully franked)	6,309
Final ordinary dividend of 6.0 cents per fully paid ordinary share declared by Directors (fully franked) and payable on 26 September 2019 but not recognised as a liability at year end	6,380
Total dividends in respect of the financial year	**12,689**

The 2018 final ordinary dividend of $2,619,000 (2.5 cents per fully paid ordinary share) referred to in the Directors' Report dated 22 August 2018 was paid on 19 October 2018.

d) Consolidated results

The consolidated profit after tax of the Group for the financial year ended 30 June 2019 was $13,721,000 (2018: $5,176,000). No significant non-recurring items were recognised for the financial year ended 30 June 2019 (2018: $8,842,000). The consolidated profit after tax for the year ended 30 June 2018, excluding significant non-recurring items, was $14,018,000. Refer to Note 3 Significant Items for further information.

e) Review of operations

The review of operations of the Group is contained in the Chairman's Report on page 8 and the Review of Operations on pages 12 to 15 of the Annual Report and forms part of this Directors' Report.

f) Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year.

g) Events subsequent to balance date

On 23 July 2019, the Group announced the creation of the Soulful joint venture, which is McPherson's first entry into the Health & Wellness segments. The Soulful product range currently includes Dried Fruit snacks, an Infused Honey range, and Student, Pregnancy and Adult milk powder which are significant international segments. Under the terms of the agreement, McPherson's acquires a 51% interest in the venture company in exchange of $1.2 million cash consideration, and holds a call option for the remaining 49% holding.

No other matter or circumstance, other than what has been noted above, has arisen since 30 June 2019 that has significantly affected the Group's operations, results or state of affairs, or may do so in future financial years.

h) Likely developments and expected results of operations

In the opinion of the Directors, it would prejudice the interests of the Group to include additional information, except as noted above, and as reported elsewhere in the Directors' Report and the financial statements, which relates to likely developments in the operations of the Group and the expected results of these operations in financial periods subsequent to 30 June 2019.

i) Information on Directors

The following information is up to date at the date of this report.

Particulars of the qualifications, experience and special responsibilities of each Director as at the date of this report are set out on pages 30 to 31 of the Annual Report and form part of this Directors' Report.

The interests of Directors in the share capital of the parent entity or in a related entity are contained in the register of Directors' shareholdings of the Company as at the date of this report and are set out on pages 30 to 31 of the Annual Report and form part of this Directors' Report.

Meeting of Directors

The number of Board, Audit, Risk Management and Compliance Committee, and Nomination and Remuneration Committee meetings held during the year ended 30 June 2019, and the number of meetings attended during that period by each Director, are set out below:

	Board Meetings		Audit, Risk Management and Compliance Committee Meetings		Nomination and Remuneration Committee Meetings	
Director	Held	Attended	Held	Attended	Held	Attended
Graham A. Cubbin	9	9	4	4	5	5
Laurence McAllister	9	9	n/a	n/a	n/a	n/a
Jane M. McKellar	9	9	4	4	5	5
Grant W. Peck	9	9	4	4	5	5
Geoffrey R. Pearce	9	9	n/a	n/a	n/a	n/a
Alison J. Mew [1]	9	9	n/a	n/a	n/a	n/a

1. Ms. Mew was appointed as Independent Non-Executive Director on 24 July 2018.

j) Company Secretaries

Particulars of the qualifications and experience of the Company Secretaries are set out on page 31 of the Annual Report and form part of this Directors' Report.

k) Remuneration Report

Letter from the Chairman of the Board's Nomination and Remuneration Committee

Dear Shareholders,

The Board is pleased to present McPherson's Remuneration Report for the year ended 30 June 2019. Our Remuneration Report provides shareholders with a clear and transparent explanation of how we aligned our remuneration policies and outcomes with business performance, reflecting principles which require remuneration to be market competitive, performance based and equitable, and aligned with shareholders' returns.

Our remuneration structure

Oversight of executive remuneration is a fundamental responsibility of the Board. The Board regularly reviews and tests McPherson's remuneration approach to ensure that it remains strongly aligned with shareholder interests. Last year, the Nomination and Remuneration Committee conducted a review with the assistance of remuneration consultants, Guerdon Associates, in order to evaluate our remuneration structure in the context of McPhersons' business strategy, stakeholder feedback, community expectations and relevant market standards. The review confirmed that McPherson's remuneration structure remains appropriate, supporting our strategic objectives and suitably rewarding the delivery of sustainable shareholder returns.

We continue to critically assess our approach to remuneration to ensure that McPherson's practices remain appropriate, reflect current industry best practice, are underpinned by robust risk management, and attract and retain the best talent.

2019 remuneration outcomes

Application of our remuneration framework has ensured that remuneration outcomes for key management personnel (KMP) and other senior executives in 2019 were strongly aligned with shareholder interests.

One fundamental principle is the link between the realisation of long-term incentives, total shareholder returns (TSR) and earnings per share (EPS). The execution of the Group's strategy by KMP resulted in an annual increase of 33% in EPS in 2019, excluding fine fragrance earnings from 2018 EPS. Over the three years to 30 June 2019, TSR has increased at a compound annual growth rate (CAGR) of 20.3%.

Overall, while performance for the year demonstrated strong momentum in the growth of owned brand sales and underlying EBIT, the total variable remuneration for 2019 was down on the prior period, reflecting a shortfall in the Group's EBIT target. This demonstrates our commitment to performance-based rewards.

Performance outcomes positioning McPherson's for growth

2019 has been another year of improved financial health and quality of earnings, with growth in underlying profit before tax, excluding fine fragrances, of 17%, from $16.3 million in 2018 to $19.0 million in 2019. McPherson's achieved a strong operating cash conversion of 117% for 2019, consequently net debt reduced from $9.8 million at 30 June 2018 to $7.5 million at 30 June 2019, representing a leverage ratio of 0.3 times EBITDA and a gearing of approximately 7.2%. The reduction in net debt was achieved notwithstanding key investments totalling $5.9 million having been made in the Aware Group, the new Kotia and Sugarbaby joint ventures and dividend payments totalling $7.0 million made during the year to shareholders.

The Group's strategic direction has been validated by a solid growth of 13% in sales from our core six owned brands, being Dr. LeWinn's, A'kin, Manicare, Lady Jayne, Swisspers and Multix. Other highlights in 2019 included:

- Strong business model with Access Brands Management, with sales revenue from China exports 5 times higher than 2018, primarily driven by Dr LeWinn's;
- Transition of Dr. LeWinn's skincare production to the Aware Group to create efficiencies and savings across the supply chain;
- Increased market presence with over 48,000 incremental distribution points in Australian Pharmacy and Grocery Channels;
- Successful launch of the Kotia and Sugarbaby joint ventures in New Zealand and Australia.

As noted in the Managing Director's report, the growth outlook for McPherson's has been further enhanced by the recent execution of the new Soulful venture.

We hope you find this report informative and a clear demonstration of our commitment to responsible and effective remuneration practices.

Yours sincerely

Jane McKellar
Chairman of the Nomination and Remuneration Committee

k) Remuneration Report (continued)

The McPherson's Limited 2019 remuneration report sets out key aspects of the Group's remuneration policy and framework, and provides details of the remuneration awarded to the Group's Non-Executive Directors, Managing Director and other key management personnel.

The remuneration report contains the following sections:

- KMP covered in this report
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Contractual arrangements for executive KMP
- Share-based compensation
- Additional information

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001.*

Key management personnel covered in this report

Directors

The following persons were Directors of McPherson's Limited during the financial year:

Name	Role	Term as KMP in 2019
G.A. Cubbin	Chairman (Non-Executive)	Full year
L. McAllister	Executive Director & Managing Director	Full year
J.M. McKellar	Non-Executive Director	Full year
G.W. Peck	Non-Executive Director	Full year
G.R. Pearce	Non-Executive Director	Full year
A.J. Mew	Non-Executive Director	Appointed 24 July 2018

Other key management personnel

In addition to the Directors noted above, the following Group executives were also considered to be key management personnel during the financial year:

Name	Role	Term as KMP in 2019
P. Witheridge	Chief Financial Officer and Company Secretary	Full year
L. Pirozzi	International Sales Director	Full year except for maternity leave from 1 August 2018 to 26 October 2018

Changes since the end of the reporting period

There have been no changes in KMP since the end of the reporting period.

k) Remuneration Report (continued)

Remuneration structure for key management personnel

McPherson's remuneration structure is as follows. It is designed to support the Board's remuneration strategy and is consistently applied to all key executive management personnel.

On Boarding	Inspire	Develop	Career	Retain
Attract Key Talent into inclusive environment	High Performing Winning Culture	Talent Management	Succession Planning	Reward & Recognition

FR – Fixed Remuneration	STI – Short Term Incentive (at risk)	LTI – Long Term Incentive (at risk)
Cash	Cash	Equity
Base plus superannuation	Reward for in-year performance STI outcome paid in August after the financial year end	Performance Rights subject to performance conditions
Salary based on market and internal relativities, performance, qualifications and experience	STI outcome based on the Group's financial, divisional and individual performance	Performance is measured over 3 and 4 years
Market Competitive Remuneration Package	Reward and Recognition for High Performing Key Talent against determined organisational and individual targets	Alignment to long term shareholder value across strategy supporting executive retention

Remuneration Governance framework

The illustration below summarises the Group's remuneration governance framework:

Remuneration principles

- Align and contribute to the Group's key strategic business objectives and desired business outcomes
- Align executives' remuneration with the interests of shareholders
- Assist the Group in attracting executives and retaining the best talent required to execute the business strategy
- Support the Group's performance based culture against business plans and shareholder returns
- Be fair, equitable and easy to understand

Benchmarking

- Consultants Guerdon Associates provide independent advice, information and recommendations relevant to remuneration decisions every two years, with the next review to take place in 2020
- The Nomination & Remuneration Committee receives information from Guerdon Associates in relation to remuneration market data and analysis for the annual executive fixed remuneration review

Nomination and Remuneration Committee

- Reviews, evaluates and makes recommendations to the Board in relation to the following remuneration matters:
  - ✔ Executive remuneration and incentive policies and schemes
  - ✔ Remuneration framework for Non-Executive Directors
  - ✔ Managing Director and other executives' remuneration packages and performance objectives
  - ✔ Managing Director's performance
  - ✔ Managing Director and other executives' development plans
  - ✔ Recruitment, retention and termination policies and procedures
  - ✔ Superannuation arrangements
  - ✔ Diversity policy and assessing progress against objectives

McPherson's Limited Board

- Overall responsibility for the remuneration strategy and outcomes for executives and Non-Executive Directors
- Reviews and approves recommendations from the Nomination & Remuneration Committee

k) Remuneration Report (continued)

Principles used to determine the nature and amount of remuneration

The Group's remuneration strategy is focused on the alignment between performance, prudent risk management and reward outcomes. In a practical context the remuneration strategy is designed to support the attraction, retention and reward of the high performing talent required to deliver superior and sustained returns to shareholders. The remuneration strategy is underpinned by the guiding principles outlined below:

Market-competitive	Performance-based and equitable	Aligned with shareholders and underpinned by sound risk management
– Attract and retain KMP and employees with the necessary capabilities and experience to deliver McPherson's business strategy. – Remuneration structure and quantum benchmarked to the external market applying applicable remuneration surveys and publicly disclosed data. – Independent review of KMP remuneration benchmark data by McPherson's remuneration adviser (Guerdon Associates). – A blend of fixed and variable remuneration (both short and long-term) based on the responsibilities of each role.	– Performance and reward aligned to motivate management to deliver long-term growth for McPherson's and its shareholder. – Differentiation of remuneration outcomes based on superior individual contribution to McPherson's performance. – Demonstration of McPherson's values and associated behaviours assessed in the performance management process and accordingly linked to remuneration outcomes. – Rigorous annual calibration of performance and reward recommendations to ensure internal equity, fairness and transparency.	– Long-term share-based awards, with vesting subject to the achievement of total shareholder return (TSR) and earnings per share (EPS) performance targets and time-based vesting conditions. – Remuneration processes and governance in place to ensure that remuneration arrangements encourage prudent risk management.

The overall level of executive reward takes into account the performance of the Group over a number of years, with greater emphasis given to the current year.

The following table summarises the performance of the Group over the last five years:

	2019	2018	2017 [2]	2016 [2]	2015 [2]
Profit/(loss) after tax for the year from continuing operations ($'000)	**13,721**	11,359	(387)	9,330	6,650
Profit after tax from continuing operations – excluding significant items ($'000)	**13,721**	12,944	11,384	11,277	9,772
Basic earnings/(loss) per share (cents) from continuing operations	**13.0**	10.9	(0.4)	9.4	6.9
Basic earnings per share (cents) – excluding significant items from continuing operations	**13.0**	12.4	11.0	11.4	10.1
Dividends declared for the relevant financial year ($'000)	**12,688**	8,866	8,288	7,926	7,748
Dividend payout ratio as a percentage of profit / (loss) after tax for the year from continuing operations (%)	**92.5**	78.1	n/m [3]	84.9	116.5
Dividend payout ratio as a percentage of profit from continuing operations excluding significant items (%)	**92.5**	68.5	72.8	70.3	79.3
Increase / (decrease) in period end share price (%)	**(29.3)** [1]	31.2	48.6	54.9	(48.4)
Total KMP incentives as percentage of profit / (loss) from continuing operations for the year (%)	**2.7**	5.8	(139.1)	1.0	6.5
Total KMP incentives as percentage of profit after tax from continuing operations excluding significant items (%)	**2.7**	5.1	4.7	0.8	4.4

1) As at 31 July 2019, post the ASX release of the preliminary full year results, the share price had increased 11% over the price at 30 June 2018

2) The comparative numbers of the Group have been restated to show the discontinued operations separately from the continuing operations.

3) Ratio not considered meaningful due to loss after tax recognised for the year.

k) Remuneration Report (continued)

Executive remuneration

The executive remuneration and reward framework has three components:

- Fixed Remuneration, including superannuation and benefits;
- Short-term performance incentives (STI); and
- Long-term incentives (LTI).

The Remuneration Framework is summarised in the following table:

Element	Purpose	Performance Metrics	Potential Value	Changes for 2020
Fixed Remuneration	Provide competitive market salary which may be delivered as cash, prescribed non-cash financial benefits including motor vehicles and superannuation contributions.	Nil	Market rate. Reviewed annually to reflect increases in responsibility and to ensure it remains market competitive. Increases are not guaranteed in the executives' contracts.	None
STI	Reward for current year performance available when value has been created for shareholders and when profit and other outcomes are consistent with or exceed financial targets for the business plan.	Group or divisional earnings before interest and tax (EBIT) together with pre-determined significant role specific objectives. Short-term cash bonuses in relation to the achievement of specific outcomes associated with certain significant events.	50% of fixed remuneration. New members of the senior leadership team will have an STI target of 40% of fixed remuneration. At the discretion of the Nomination and Remuneration Committee.	None
LTI	Alignment to long-term shareholder returns via the Performance Rights plan. Participants benefit from the vesting of Performance Rights if performance objectives are met.	**Managing Director:** i. High Level Performance Rights (HLP) – Compound annual growth rate (CAGR) in earnings per share (EPS) over three years. ii. Exceptional Level Performance Rights (ELP) – CAGR in total shareholder return (TSR) over four years. **Other senior executives:** 50% of vesting determined with reference to CAGR in EPS and 50% with reference to CAGR in TSR, each over three years.	**Managing Director:** $1 million per annum in total comprising: i. HLP – 50% of fixed remuneration. ii. ELP – remaining balance of $1 million per annum. **Other senior executives:** 30% to 40% of fixed remuneration.	Other senior executives will have an LTI target of 40% of fixed remuneration.

Short-term incentives (STI)

Each year the Nomination and Remuneration Committee considers the appropriate targets and key performance indicators together with the level of payout if targets are met or exceeded. The 2019 STI targets for the Managing Director and senior executives were structured as follows:

STI element target	Criteria
i) Financial target 35% of fixed remuneration	Group earnings before interest and tax (EBIT) outcomes for the financial year, excluding significant, non-recurring items and adjusted for actual funds employed outcomes compared with the prior period
ii) Non-financial target [1] 15% of fixed remuneration	Achievement of specific role based key performance indicators, subject to the Group achieving at least 80% of its 2019 EBIT budget

1. Or higher at the discretion of the Nomination and Remuneration Committee in order to recognise the achievement of strategic initiatives.

An assessment regarding eligibility for a cash bonus is made by reference to actual performance outcomes when these are known following the conclusion of the financial year. Short-term incentives are normally payable in late August following the end of the financial year to which the incentive relates.

Based on the Group's profit performance in 2019, the Nomination and Remuneration Committee has determined that the Managing Director, KMPs and other senior executives are not eligible for an STI in relation to element (i) as the underlying EBIT outcome in 2019 was below that reported in 2018.

k) Remuneration Report (continued)

Based on the Group's achievement of pre-determined objectives in 2019 and the significant steps taken to position the business well for 2020, the Nomination and Remuneration Committee has determined that the Managing Director, KMPs and other senior executives are eligible for an STI in relation to element (ii) above in 2019.

From time-to-time additional short-term cash bonuses are paid to senior executives in relation to the achievement of specific outcomes associated with certain significant events. Examples of such events may include, among others, completing a significant acquisition or investment, achieving a required divestment outcome, completing a significant restructure project or completing a refinancing of the business. The Nomination and Remuneration Committee is responsible for determining when such bonus payments are applicable and the amount to be paid. In 2019, the Nomination and Remuneration Committee has determined that, due to significant progress made by management with the Group's 10 Strategic Business Imperatives, as outlined in the Review of Operations, an additional bonus equivalent to approximately 10% of fixed remuneration will be payable to each of the KMP.

Specific STI performance metrics and outcomes for each KMP in 2019 are summarised in the table below:

<table>
<tr><th>KMP</th><th>Metrics</th><th>Potential STI outcomes</th><th>2019 Outcomes</th></tr>
<tr><td>Managing Director</td><td rowspan="3">Financial
i) If <100% of prior year underlying EBIT with reference to Group EBIT: No STI payable
ii) If between 100% and 110% of prior year underlying EBIT with reference to Group EBIT: Pro-rata STI payable
iii) If 110% and above prior year underlying EBIT with reference to Group EBIT: Maximum target STI payable
Non-Financial
Achievement of role specific pre-determined objectives providing at least 80% of budget Group EBIT is achieved</td><td>Financial
Pro-rata to target 35% of fixed remuneration
Non-Financial
15% of fixed remuneration [1]</td><td>Financial
Nil
Non-Financial
$111,000
Specific outcomes
$74,000</td></tr>
<tr><td>Chief Financial Officer and Company Secretary</td><td>Financial
Pro-rata to target 35% of fixed remuneration
Non-Financial
15% of fixed remuneration [1]</td><td>Financial
Nil
Non-Financial
$59,348
Specific outcomes
$40,652</td></tr>
<tr><td>International Sales Director</td><td>Financial
Pro-rata to target 35% of fixed remuneration
Non-Financial
15% of fixed remuneration [1]</td><td>Financial
Nil
Non-Financial
$48,000
Specific outcomes
$32,000</td></tr>
</table>

1. Or higher at the discretion of the Nomination and Remuneration Committee in order to recognise the achievement of strategic initiatives.

Long-term incentives (LTI)

Long-term incentives are provided to executives to align this element of compensation with the objective of improving long-term shareholder returns. During the current year, the Group continued with its Performance Rights plan (the McPherson's Limited Performance Rights Plan) to provide long-term incentives to executives. Under this plan, participants are granted Performance Rights which only vest if certain performance conditions (relating to compound annual growth in earnings per share and total shareholder return – refer to page 46 for further information) are met and the executive is still employed by the Group at the end of the vesting period, or where not employed at the end of the vesting period is deemed to be a "good leaver" by the Board. Participation in the plan is at the discretion of the Nomination and Remuneration Committee and no individual has a contractual right to receive any guaranteed benefits. The maximum LTI opportunity for the Managing Director is $1 million per annum and for other senior executives in 2019 is either 30% or 40% of fixed remuneration.

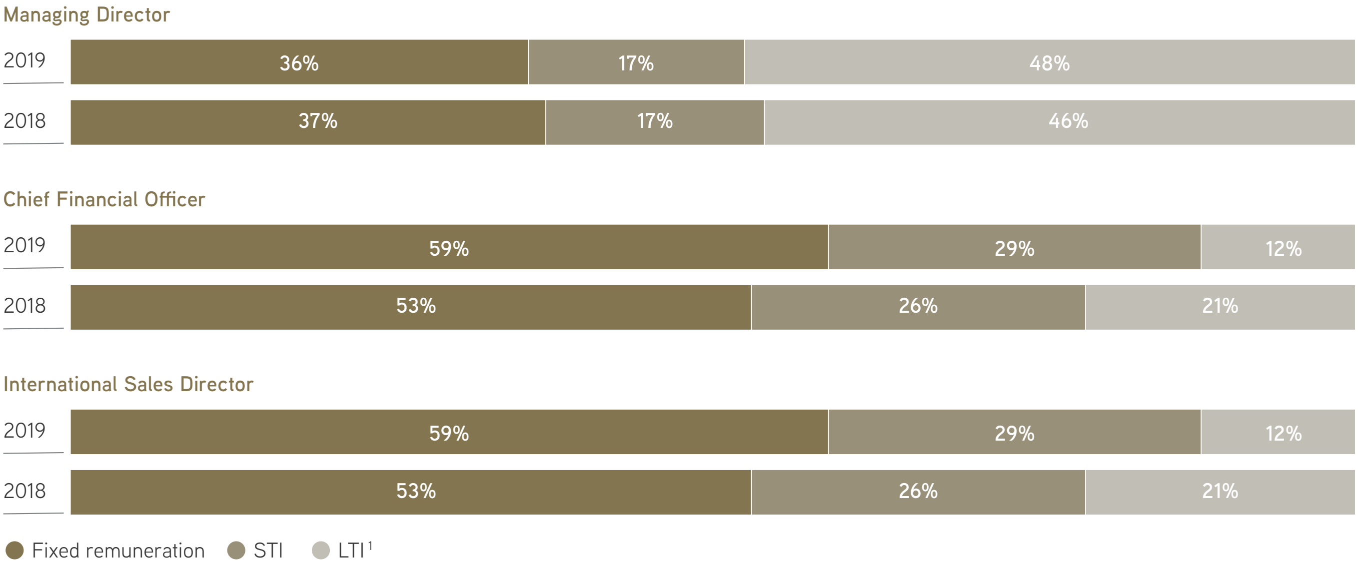
Subject to the ASX Listing Rules, the Board may determine that a Right will become a Vested Right and may be exercised, whether or not any or all applicable exercise conditions have been satisfied if (in the Board's opinion) one of the following events has occurred or is likely to occur:

- The merger or consolidation of the Group into another entity occurs;
- A takeover bid is made in respect of the Group and the Board recommends acceptance to shareholders;
- A scheme of arrangement is made or undertaken in respect of the Group, and the Board in its absolute discretion determines exercise to be appropriate;
- Any event similar to those described above involving a change in ownership or control of the Group or all or substantial part of the assets of the Group; or
- Any other event as determined by the Board in its absolute discretion.

k) Remuneration Report (continued)

Further information regarding share-based compensation in the form of Performance Rights is contained later in the Remuneration Report on page 46.

The graph below shows the structure of the 2019 remuneration opportunity mix for KMP, compared to 2018.



1. The LTI is an unvested calculation in accordance with AASB 2 Share Based Payments and reflects the impact of the share based payment transaction on the profit and loss statement.

Voting and comments made at the Company's 2018 Annual General Meeting (AGM)

Of the total votes cast in relation to the adoption of the 2018 remuneration report by shareholders present at the AGM and by proxy, 93.6% voted in favour of the resolution. Several general questions relating to remuneration and the 2018 remuneration report were asked by shareholders at the 2018 AGM, which were appropriately responded to by the Chairman and other Non-Executive Directors at the meeting.

Details of remuneration

Amounts of remuneration

Details of the remuneration of the Directors of McPherson's Limited and the other KMP of McPherson's Limited and the McPherson's Limited Group for the current and previous financial years are set out in the following tables.

2019	Short-term Benefits				Post employment Benefits	Long-term Benefits	Share-based Payments	
Name	Cash Salary & Fees [1] $	Cash Bonus [2] $	Non-monetary Benefits [3] $	Termination Benefits $	Super-annuation $	Long-Service Leave $	Performance Rights $	Total $
Directors of McPherson's Limited								
G.A. Cubbin (Chairman)	150,247	—	—	—	14,274	—	—	164,521
L. McAllister (Managing Director)	727,747	185,000	58,404	—	25,000	13,781	95,399	1,105,331
J.M. McKellar	91,354	—	—	—	8,679	—	—	100,033
G.W. Peck	85,349	—	—	—	8,108	—	—	93,457
G.R. Pearce	75,730	—	—	—	7,194	—	—	82,924
A.J. Mew [4]	71,167	—	—	—	6,761	—	—	77,928
Total Directors' Remuneration 2019	**1,201,594**	**185,000**	**58,404**	**—**	**70,016**	**13,781**	**95,399**	**1,624,194**
Other Group Key Management Personnel								
P. Witheridge	323,617	100,000	20,472	—	24,996	10,253	(28,293)	451,045
L. Pirozzi [5]	193,892	80,000	—	—	15,976	2,932	4,121	296,921
Total Other Key Management Personnel Remuneration 2019	**517,509**	**180,000**	**20,472**	**—**	**40,972**	**13,185**	**(24,172)**	**747,966**
Total Remuneration 2019 – Group	**1,719,103**	**365,000**	**78,876**	**—**	**110,988**	**26,966**	**71,227**	**2,372,160**

1. Cash salary and fees includes movements in the annual leave provision relating to the Managing Director and other executive key management personnel.
2. Excludes, where relevant, any part of the awarded bonus amount that was paid as a superannuation contribution. Refer to pages 43 to 44 for further information on bonuses awarded.
3. Non-monetary benefits comprise salary sacrificed components of remuneration packages including motor vehicles and related fringe benefits tax and allowances.
4. Ms Mew was appointed on 24 July 2018.
5. Ms Pirozzi was on maternity leave from 1 August 2018 to 26 October 2018 which explains the relatively low outcome in comparison to 2018.

k) Remuneration Report (continued)

Amounts of remuneration (continued)

2018	Short-term Benefits				Post employment Benefits	Long-term Benefits	Share-based Payments	
Name	Cash Salary & Fees [1] $	Cash Bonus [2] $	Non-monetary Benefits [3] $	Termination Benefits $	Super-annuation $	Long-Service Leave $	Performance Rights $	Total $
Directors of McPherson's Limited								
G.A. Cubbin (Chairman)	150,248	—	—	—	14,274	—	—	164,522
L. McAllister (Managing Director)	702,593	260,738	57,143	—	25,000	12,200	352,025	1,409,699
A.M. Lacaze [4]	61,194	—	—	—	—	—	—	61,194
J.M. McKellar	87,513	—	—	—	8,314	—	—	95,827
P.M. Payn [5]	56,900	—	—	—	5,405	—	—	62,305
G.W. Peck [6]	44,826	—	—	—	4,258	—	—	49,084
G.R. Pearce [7]	27,282	—	—	—	2,592	—	—	29,874
Total Directors' Remuneration 2018	**1,130,556**	**260,738**	**57,143**	**—**	**59,843**	**12,200**	**352,025**	**1,872,505**
Other Group Key Management Personnel								
P. Witheridge	325,419	292,825	20,472	—	24,996	5,673	786	670,171
L. Pirozzi	304,682	109,527	—	—	25,175	4,413	13,901	457,698
Total Other Key Management Personnel Remuneration 2018	**630,101**	**402,352**	**20,472**	**—**	**50,171**	**10,086**	**14,687**	**1,127,869**
Total Remuneration 2018 – Group	**1,760,657**	**663,090**	**77,615**	**—**	**110,014**	**22,286**	**366,712**	**3,000,374**

Amounts disclosed as remuneration of Directors and executives exclude premiums paid by the Group in respect of Directors' and Officers' liability insurance contracts. Further information relating to these insurance contracts is set out in paragraph (m) of the Directors' Report.

1. Cash salary and fees includes movements in the annual leave provision relating to the Managing Director and other executive key management personnel.
2. Excludes, where relevant, any part of the awarded bonus amount that was paid as a superannuation contribution. Refer to pages 43 to 44 for further information on bonuses awarded.
3. Non-monetary benefits comprise salary sacrificed components of remuneration packages including motor vehicles and related fringe benefits tax and allowances.
4. Ms Lacaze's fees were paid to a related party, Morgan Consulting Pty Ltd. Ms Lacaze resigned on 20 February 2018.
5. Ms Payn resigned on 20 February 2018.
6. Mr. Peck was appointed on 14 December 2017.
7. Mr. Pearce was appointed on 20 February 2018.

Relative proportions of remuneration

The relative proportions of remuneration that are linked to performance and those that are fixed are set out in the table below.

Long term incentives relating to Performance Rights form part of the remuneration amounts as disclosed in this report. There were no other option related amounts included in the current or prior year remuneration. The table below illustrates the relative proportions of remuneration paid out in 2019 and 2018, except in relation to the LTI element which is determined in accordance with AASB 2 Share-based Payments.

	Fixed Remuneration		At Risk - STI		At Risk - LTI	
Name	**2019**	2018	**2019**	2018	**2019**	2018
Executive Director of McPherson's						
L. McAllister	**75%**	56%	**16%**	19%	**9%**	25%
Other key management personnel of the Group						
P. Witheridge	**84%**	56%	**22%**	44%	**(6%)**	—
L. Pirozzi	**72%**	73%	**27%**	24%	**1%**	3%

k) Remuneration Report (continued)

Performance based remuneration granted and forfeited during the year

The following table shows for each KMP how much of their 2019 STI cash bonus was awarded and how much was forfeited. The table also shows the value of Performance Rights granted during the year.

	STI Cash Bonus			LTI Performance Rights		
Name	Target Opportunity $	Awarded as % of Target Opportunity	Forfeited %	Value Granted $	Value Exercised $	Value Forfeited $
Executive Director of McPherson's						
L. McAllister	$370,000	50%	50%	448,120	—	—
Other key management personnel of the Group						
P. Witheridge	$197,825	51%	49%	82,058	—	57,000
L. Pirozzi	$160,000	50%	50%	71,916	—	—

Summary of KMP Remuneration and KPI Objectives for 2019

KMP	Fixed Remuneration	STI	LTI	KPI Objectives
L. McAllister Managing Director	$740,000 including super $50,000 motor vehicle allowance	Target cash bonus of 50% of fixed remuneration (excluding motor vehicle allowance), comprising 35% of fixed remuneration based on a financial metric and 15% of fixed remuneration based on role specific pre-determined KPI objectives Discretionary STI based on achievement of specific outcomes	Rights under the Performance Rights plan as follows: Rights to be granted as a long term incentive on an annual basis with a face value of up to a maximum of $1 million per annum: i) High Level Performance Rights (HLP) Rights with a face value of 50% of fixed remuneration subject to a target earnings per share compound annual growth rate hurdle, measured over a 3 year performance period; and ii) Exceptional Level Performance Rights (ELP) Balance of the maximum LTI opportunity were subject to an absolute "total shareholder return" hurdle of at least 15% per annum, measured on a compound basis over a 4 year performance period.	Restore underperforming elements of the portfolio Grow market share across the core 6 MCP brands Bring compelling acquisition or JV targets to the table that fit our strategic criteria for material new sources of growth Deliver compelling capabilities/results across Asia Maintain a strong focus on health and safety agenda and records Build a competent, aligned senior team and with international capability
P. Witheridge Chief Financial Officer and Company Secretary	$395,650 including super	Target cash bonus of 50% of fixed remuneration, comprising 35% of fixed remuneration based on a financial metric and 15% of fixed remuneration based on role specific pre-determined KPI objectives Discretionary STI based on achievement of specific outcomes	Rights under the Performance Rights Plan equal to 40% of fixed remuneration with: i) 50% of the maximum opportunity subject to a target earnings per share compound annual growth rate hurdle, measured over a 3 year performance period; and ii) 50% subject to an absolute "total shareholder return" hurdle of at least 10% per annum, measured on a compound basis over a 3 year performance period	Assist in the establishment of rigorous criteria to assess new business opportunities and reinvestment of capital back into MCP brands Drive working capital efficiency improvement initiatives Reduce borrowing costs Facilitate various Information Technology enhancements to improve customer service levels and improve operational efficiency Develop and execute a focused plan to improve investor relations and analyst and broker engagement Improve the risk reporting and risk management processes of the Group

k) Remuneration Report (continued)

Summary of KMP Remuneration and KPI Objectives for 2019 (continued)

KMP	Fixed Remuneration	STI	LTI	KPI Objectives
L. Pirozzi International Sales Director	$290,000 including super $30,000 motor vehicle allowance	Target cash bonus of 50% of fixed remuneration (including motor vehicle allowance), comprising 35% of fixed remuneration based on a financial metric and 15% of fixed remuneration based on role specific pre-determined KPI objectives Discretionary STI based on achievement of specific outcomes	Rights under the Performance Rights Plan equal to 40% of fixed remuneration (including motor vehicle allowance) with: i) 50% of the maximum opportunity subject to a target earnings per share compound annual growth rate hurdle, measured over a 3 year performance period; and ii) 50% subject to an absolute "total shareholder return" hurdle of at least 10% per annum, measured on a compound basis over a 3 year performance period	Implement and embed forecasting processes and practices Deliver on China growth through a comprehensive integrated plan for each brand (domestic and China facing) and revised structure to support growth Lead expansion strategy in new domestic channels and international markets in Australia, New Zealand and Singapore Develop and implement integrated customer plans to support the growth of our Health, Wellness & Beauty business, driving growth for the MCP portfolio and category share Continue to optimise the MCP investment strategy via review of activity and ROI, Trading Terms & Execution across Key Accounts Build Key Account capabilities to support strategy and growth Develop and implement a commercial model to market, supported by a defendable price architecture

Contractual arrangements for executive KMP

Remuneration and other terms of employment for the Managing Director and other senior executives are formalised in employment agreements. Each of these agreements set out details of the base package amount, inclusive of superannuation and other benefits, and provide for performance incentives. The agreements also provide for participation, when eligible, in the McPherson's Limited Performance Rights Plan.

The agreements do not normally reflect a fixed term of employment or nominate a specified amount to be paid on termination of employment. The agreements normally provide that the termination notice period may be paid out by the Group.

The major provisions of the employment agreements relating to remuneration for the executives considered to be key management personnel are set out below.

Name	Term of agreement	Fixed remuneration including superannuation and motor vehicle benefits [1]	Termination
L. McAllister Managing Director	On-going	$790,000	Contract may be terminated on 6 months' notice by either the Company or executive.
P. Witheridge Chief Financial Officer and Company Secretary	On-going	$395,650	Contract may be terminated on 6 months' notice by the Company and on 3 months' notice by the executive.
L. Pirozzi International Sales Director	On-going	$320,000	Contract may be terminated on 1 months' notice by either the Company or executive.

1. The annual fixed remuneration amounts quoted are as at 30 June 2019. They are reviewed annually by the Nomination and Remuneration Committee.

k) Remuneration Report (continued)

Share-based compensation

Performance Rights

Each Performance Right carries an entitlement to acquire one ordinary share in the Company for no consideration subject to the satisfaction of the vesting conditions which are based on performance and time related conditions. The Performance Rights carry no dividend or voting rights.

Approval for the issue of Performance Rights granted to the Managing Director for the calendar years from 2016 to 2018 was obtained under ASX Listing Rule 10.14 at the Company's 2016 Annual General Meeting.

The number of Rights that will vest will be determined proportionately on a straight line basis as follows:

Type of Rights	KMP	Year of Grant	Vesting Hurdles	Vesting Period
Commencement Rights	Managing Director	2017	To continue to be the Managing Director of the Company until 1 November 2019	3 years
High Level Performance Rights (HLP) and Performance Rights	HLP – Managing Director Performance Rights – Chief Financial Officer (and Company Secretary) and International Sales Director	2017	Zero Rights vesting at +3.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +8.0% (or higher) Underlying EPS CAGR	3 years
		2018	Zero Rights vesting at +5.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
HLP	Managing Director	2019	Zero Rights vesting at +5.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
Performance Rights	Chief Financial Officer (and Company Secretary) and International Sales Director	2019	**First 50% of Rights** Zero Rights vesting at +5.0% Underlying EPS CAGR (or less), to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
			Remaining 50% of Rights 25% of Rights vesting at +10.0% TSR CAGR (at least), to 100% of Rights vesting at +15.0% (or higher) TSR CAGR	3 years
Exceptional Level Performance Rights (ELP)	Managing Director	2017 & 2018	25% of Rights vesting at +15.0% TSR CAGR (at least), to 100% of Rights vesting at +25.0% TSR CAGR (or higher)	4 years
		2019	25% of Rights vesting at +15.0% TSR CAGR (at least), to 100% of Rights vesting at +20.0% TSR CAGR (or higher)	4 years

The base year EPS to be used in determining whether the vesting conditions have been satisfied is the reported Underlying EPS for the 30 June financial year immediately prior to when the rights were issued. Subject to the ASX Listing Rules, the Underlying EPS is subject to further adjustment at the discretion of the Nomination and Remuneration Committee when considered appropriate.

TSR will be calculated based on movements in the Company's share price and total dividends paid by the Company during the relevant performance period. The base share price to be used in determining whether the vesting conditions have been satisfied for the Managing Director's ELP Rights and the 50% of other KMP's rights which are assessed on TSR CAGR outcomes, is the volume weighted average share price for the 20 trading days ending on 30 June immediately prior to when the rights were issued.

k) Remuneration Report (continued)

Details of LTI awards are set out in the following table:

Name	Financial year of grant	Financial year in which rights may vest	Number of rights granted	Fair value of rights at grant date [1]	Face value of rights at grant date [2]	Number of rights vested during the year	Vested %	Number of rights forfeited during the year	Value at date of forfeiture	Forfeited %
L. McAllister Commencement rights	2017	2020	263,000	$222,235	$300,000	—	—	—	n/a	—
HLP	2017	2020	318,000	$270,656	$350,000	—	—	—	n/a	—
	2018	2021	235,000	$294,410	$350,000	—	—	—	n/a	—
	2019	2022	214,000	$276,060	$350,000	—	—	—	n/a	—
ELP	2017	2021	590,000	$212,990	$650,000	—	—	—	n/a	—
	2018	2022	436,000	$245,468	$650,000	—	—	—	n/a	—
	2019	2023	398,000	$172,060	$650,000	—	—	—	n/a	—
P. Witheridge	2016	2019	114,000	$57,000	$71,000	—	—	114,000	$57,000	100
	2017	2020	64,000	$56,128	$71,000	—	—	—	n/a	—
	2018	2021	49,000	$61,446	$73,129	—	—	—	n/a	—
	2019	2022	89,000	$82,058	$146,258			—	n/a	—
L. Pirozzi	2018	2021	43,000	$53,922	$64,035	—	—	—	n/a	—
	2019	2022	78,000	$71,916	$128,070	—	—	—	n/a	—

1. The fair value at grant date is calculated in accordance with AASB 2 *Share-based Payments*.
2. The face value at grant date is calculated using the 20 day VWAP preceding the date of grant

The fair value of the Performance Rights issued were valued as follows:

Performance Rights	Fair value
Commencement Rights and HLP	Independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the commencement date or grant date less the present value of expected dividends forgone prior to vesting
ELP	Independently valued at grant date using the assumptions underlying the Black-Scholes methodology to produce a simulation model which allows for the incorporation of the Total Shareholder Return (TSR) hurdle that must be met before these rights vest Consequently, in addition to being sensitive to the dividend yield, the ELP Rights are also sensitive to market volatility and the initial TSR, with the risk free rate as a further valuation input
Other Performance Rights	**Financial year of grant before 2019** Independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the grant date less the present value of expected dividends forgone prior to vesting **Financial year of grant 2019** EPS CAGR element independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the grant date less the present value of expected dividends forgone prior to vesting TSR CAGR element independently valued at grant date using the assumptions underlying the Black-Scholes methodology to produce a simulation model which allows for the incorporation of the Total Shareholder Return (TSR) hurdle that must be met before these rights vest. Consequently, in addition to being sensitive to the dividend yield, the Performance Rights are also sensitive to market volatility and the initial TSR, with the risk free rate as a further valuation input

Restriction on removing the 'at risk' aspect of any instruments granted as part of remuneration

The Group's Securities Trading Policy contains a restriction on removing the 'at risk' aspect of any instruments granted to executives as part of their remuneration package. Performance Rights Plan participants may not enter into any transaction designed to remove any 'at risk' aspect before the instruments vest.

k) Remuneration Report (continued)

Performance Rights (units) held by KMP

Name	Balance at start of the year	Granted as compensation	Vested rights	Cancelled	Balance at the end of the year	Vested and exercisable	Unvested
L. McAllister Commencement rights	263,000	—	—	—	263,000	—	263,000
HLP	553,000	214,000	—	—	767,000	—	767,000
ELP	1,026,000	398,000	—	—	1,424,000	—	1,424,000
P. Witheridge Performance Rights	227,000	89,000	—	(114,000)	202,000	—	202,000
L. Pirozzi Performance Rights	43,000	78,000	—	—	121,000	—	121,000

Shares held by key management personnel

Name	Balance at the start of the year	Other non-remuneration changes during the year	Balance at the end of the year
Directors of McPherson's Limited			
G.A. Cubbin	150,000	50,000	200,000
L. McAllister	—	—	—
J.M. McKellar	1,560	4,717	6,277
G.W. Peck	14,400	—	14,400
G.R. Pearce	690,939	—	690,939
A.J. Mew (appointed 24 July 2018)	—	12,000	12,000
Other key management personnel			
P. Witheridge	110,000	(10,000)	100,000
L. Pirozzi	—	—	—

Employee share schemes

In the prior year, a scheme under which shares may be issued by the company to employees for no cash consideration was approved by the Board of Directors. This scheme was introduced to improve employee engagement, reward our employees for service and provide employees with an ownership interest in the company, thereby improving the alignment of investor and employee objectives. All employees, excluding the Managing Director and other members of the Senior Leadership Team who are entitled to a long term incentive, who have been continuously employed by the group for a period of at least one year are eligible to participate in the scheme at the discretion of the Board of Directors. Employees may elect not to participate in the scheme.

Under the scheme, eligible employees may be granted up to $1,000 worth of fully paid ordinary shares in the Group annually for no cash consideration. The shares granted in 2018 vested on 31 July 2019 provided the employee remains employed by the Group. The number of shares issued to participants in the scheme is the offer amount divided by the weighted average price at which the company's shares are traded on the Australian Stock Exchange during the week ending the day before the date of issue on 31 July 2019.

Applications under the scheme are accepted at the discretion of the Board of Directors. Shares issued under the scheme may not be sold until the earlier of three years after issue or cessation of employment. In all other respects the shares rank equally with other fully-paid ordinary shares on issue. The Board of Directors has determined that the scheme will be continued in 2020 on the same basis as outlined above.

	2019
Number of shares issued on 31 July 2019 under the plan to participating employees	**120,771**

The number of shares issued to participants on 31 July 2019 was calculated based on the $1,000 offer amount divided by the weighted average price of $1.763 at which the company's shares were traded on the Australian Stock Exchange during the week ending the day before the date of issue on 31 July 2019.

Non-Executive Directors

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Remuneration of Non-Executive Directors is determined by the Board within an aggregate Non-Executive Directors' fee pool limit which is periodically recommended for approval by the shareholders. The aggregate was last considered by shareholders at the 2018 Annual General Meeting when a total remuneration of $650,000, increased from $550,000, (each inclusive of superannuation), was approved by shareholders. The Board asked shareholders to approve such increase as a consequence of an increase in the number of Non-Executive Directors from four to five, to provide capacity for the fees to be increased if required, and to provide the flexibility to appoint an additional Director if it was appropriate to do so.

Including superannuation guarantee contributions made on their behalf by the Company, Non-Executive Director remuneration for the year ended 30 June 2019 totalled $518,862 (2018: $462,806).

k) Remuneration Report (continued)

Non-Executive Directors are not entitled to participate in any incentive scheme, nor are they eligible to receive share options or performance rights.

The remuneration of individual Non-Executive Directors was last reviewed by the Nomination and Remuneration Committee on 1 July 2017, at which time Non-Executive Director fees and committee fees were increased by 10%, the previous fee increase being 3% on 1 October 2014. The Chairman and other Non-Executive Directors receive additional fees for their membership of the Board's Audit, Risk Management and Compliance Committee. The Chairman of the Nomination and Remuneration Committee also receives an additional fee, however the members of that committee do not. Directors may direct the Company to make superannuation guarantee contributions, or additional superannuation contributions allocated from their Directors' or committee membership fees, to any complying nominated superannuation fund.

At the Annual General Meeting of shareholders held on 7 November 1997, shareholders authorised the Company to enter into agreements with Directors (called "Director's Deeds") which set out certain rights and obligations of the Director. The Directors' Deeds do not reflect a fixed term of appointment as Directors are subject to retirement and re-election by shareholders at least every three years.

The following fees applied for the year ended 30 June 2019 and continue to apply at the date of this report:

	2019	2018
Base fees		
Chairman	**$144,243**	$144,243
Other Non-Executive Directors	**$75,730**	$75,730
Additional fees		
Audit, Risk Management & Compliance Committee (Chairman)	**$9,620**	$9,620
Audit, Risk Management & Compliance Committee (Member)	**$6,006**	$6,006
Nomination & Remuneration Committee (Chairman)	**$9,620**	$9,620

The above amounts exclude company superannuation guarantee contributions payable on behalf of Directors at a rate of 9.50% on the base fees and additional fees.

Additional information

Loans to Directors and Executives

There were no loans made to Directors of McPherson's Limited or to any KMP of the Group, including their related entities during the year, nor were there any loans outstanding at the end of the current or prior financial year.

Other transactions with Directors and Executives

During the year, the Group sold minor quantities of its products for domestic use to KMP on terms and conditions no more favourable than those adopted when dealing with other employees at arm's length in the same circumstances.

There were no transactions between the Group and the Directors of McPherson's Limited or with any KMP of the Group, including their related entities, during the current or previous financial year other than those disclosed above, and relating to remuneration and to transactions concerning performance rights and shares, and the following transaction:

- On 28 February 2019, McPherson's entered into a Subscription Deed and an Issuer Deed Poll with Aware Environmental Limited for the issuance of 3,000,000 convertible notes to McPherson's at $1.00 subscription price each. Mr. Geoffrey Pearce is a Director and a significant shareholder of Aware Environmental Limited. The transaction was conducted on normal commercial arm's length terms and entered into in order to provide a more robust, preferential and reliable basis of skin care product supply to McPherson's and at lower cost.

l) Shares under option

There are no unissued ordinary shares of McPherson's Limited under option at the date of this report.

Shares issued on the exercise of options

No ordinary shares of McPherson's Limited were issued during the year ended 30 June 2019 (2018: Nil), or since that date, under the McPherson's Limited Employee Share Scheme as no options were exercised. There are no options outstanding at the date of this report.

m) Indemnification and insurance of officers

The Group has agreed to indemnify the current Directors and certain current executives of the Group against all liabilities to another person (other than the Group or a related body corporate) that may arise from their position as Directors or officers of the Group, to the extent permitted by law. The agreement stipulates that the Group will meet the full amount of any such liabilities, including costs and expenses.

During the financial year, McPherson's Limited paid a premium to insure Directors and certain officers of the Group. The Directors and officers covered by the insurance policy include the current Directors and Secretaries of McPherson's Limited, Directors or Secretaries of controlled entities who are not or were not also Directors or Secretaries of McPherson's Limited, senior management of the Group and senior management of divisions and controlled entities of McPherson's Limited. As the insurance policy operates on a claim made basis, former Directors and officers of the Group are also covered.

The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company or controlled entities. The insurance policy outlined above does not contain details of premiums paid in respect of individual Directors and officers of the Company. The insurance policy prohibits disclosure of the premium paid.

n) Environmental regulation

The Group is not subject to significant environmental regulation in respect of its operations. The Group is committed to achieving a high standard of environmental performance and the Group monitors its compliance with environmental regulations. The Board is not aware of any significant breaches of environmental regulation during the period covered by this report.

o) Proceedings on behalf of the Group

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

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

p) Non-audit services

The Group may decide to employ the external auditor on assignments additional to their statutory audit duties, where the external auditor's expertise and experience with the Group are relevant.

Details of the amounts paid or payable to the external auditor (PricewaterhouseCoopers) for non-audit services provided during the year are set out below.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit, Risk Management and Compliance Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit, Risk Management and Compliance Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional* Accountants.

During the year, the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2019 **$**	2018 $
Other services		
PricewaterhouseCoopers Australian firm:		
– Information and communications technology (ICT) review	–	85,000
Total remuneration for other services	–	85,000
Total remuneration for non-audit services	–	85,000

A copy of the auditor's independence as required under section 307C of the *Corporations Act 2001* is set out on page 51.

q) Rounding

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and, in accordance with that instrument, all financial information in this Directors' Report and the Financial Report have been rounded to the nearest thousand dollars unless otherwise stated.

r) Audit, Risk Management and Compliance Committee

As at the date of this report, McPherson's Limited has an Audit, Risk Management and Compliance Committee consisting of the following independent Non-Executive Directors:

- G.W. Peck (Chairman)
- G.A. Cubbin
- J.M. McKellar

Signed in accordance with a resolution of the Directors:

G.A. Cubbin
Chairman
14 August 2019

L. McAllister
Managing Director
14 August 2019

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Auditor's Independence Declaration

As lead auditor for the audit of McPherson's Limited for the year ended 30 June 2019, 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 McPherson's Limited and the entities it controlled during the period.

S.T. Maher

Shannon Maher
Partner
PricewaterhouseCoopers

Sydney
14 August 2019

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DIRECTORS' DECLARATION

We, Graham A. Cubbin and Laurence McAllister, being two of the Directors of McPherson's Limited, declare that in the Directors' opinion:

a) the financial statements and notes as set out on pages 59 to 99 and the remuneration report on pages 36 to 49 are in accordance with the *Corporations Act 2001*, including:

    i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

    ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of its performance, as represented by the results of its operations and its cash flows, for the financial year ended on that date;

b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

c) at the date of this declaration, there are reasonable grounds to believe that the parties to the Deed of Cross Guarantee identified in Note 31 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee described in Note 31.

Note 1(a) confirms that the financial statements also comply with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Managing Director and Chief Financial Officer required by Section 295A of the *Corporations Act 2001*.

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

G.A. Cubbin	**L. McAllister**
Chairman	Managing Director
14 August 2019	14 August 2019

Independent auditor's report

To the members of McPherson's Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of McPherson's 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 2019 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 2019
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, which include a summary of significant accounting policies
- the directors' declaration.

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

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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	***Audit scope***	***Key audit matters***
• For the purpose of our audit we used overall Group materiality of \$0.95 million, which represents approximately 5% of the Group's profit before tax from continuing operations. • 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 Group profit before tax from continuing operations because, in our view, it is the benchmark against which the performance of the Group is most commonly measured. • We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.	• Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. • We conducted our audit for the most significant operations being McPherson's Consumer Products Pty Limited Australia. We performed specific audit procedures on the remaining operations and other account balances to obtain sufficient appropriate audit evidence to express an opinion on the Group financial report as a whole.	• Amongst other relevant topics, we communicated the following key audit matters to the Audit, Risk Management and Compliance Committee: – Impairment of goodwill and brand names – Provision for slow moving and obsolete inventory • These are further described in the *Key audit matters* section of our report.

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.

Key audit matter	***How our audit addressed the key audit matter***
Impairment of goodwill (carrying value of $15.8m) and brand names (carrying value of $56.8m) *(Refer to note 1 and 15)* The transformation of the Group's business and the present challenges in the trading environment, such as increasing costs driven by the weak Australian dollar and customer demand, provide uncertainty and require significant judgement in relation to the future cash flows. This has an impact on the value in use and the possibility of impairment of the intangible assets is an area of focus for management. Significant judgement is required to estimate the key assumptions in the models prepared by the Group to determine the recoverable amount of the goodwill and brand names and the amount of any impairment. The most significant areas of judgement relate to: • Cash flow forecasts, including the terminal value forecasts; • Short-term and long-term growth rates; and • The discount rates. Given the level of judgement involved and the magnitude of the intangible assets recognised on the Group's balance sheet, we determined that this was a key audit matter.	We have performed procedures over the impairment models. This has involved assessment of whether the CGUs appropriately included all assets, liabilities and cash flows directly attributable to each CGU and a reasonable allocation of corporate assets and overheads. In assessing the models and the Group's ability to forecast, we have evaluated and challenged the Group's future cash flow forecasts in the models and understood the process by which they were calculated. We have also compared a bridge of FY19 actuals to FY20 budget being the first year of the cash flow models. In addition we tested that forecast cash flows used in the impairment models were consistent with the most up-to-date budgets and business plans formally approved by the Board. We also tested the mathematical accuracy of the models. We compared the discount rates and growth rates used in the models to benchmarks developed by our valuation specialists, which are based on market data and industry research. We also considered the adequacy of disclosures made in the financial statements, including their appropriateness under the accounting standards.

Key audit matter	***How our audit addressed the key audit matter***
Provision for slow moving and obsolete inventory (inventory carrying value of $36.7m) *(Refer to note 1 and 10)* The Group has gross inventories of $40.2m with a provision of $3.5m for inventory obsolescence/slow moving and discontinued stock. Inventory consists of raw materials and finished goods. There has been a continued focus on core brands and reduced use of certain categories of inventory. As management measures inventory at the lower of cost and net realisable value, there is risk that the non-core items are sold below cost. Given the level of judgement involved in calculating the provision and the magnitude of inventory recognised on the Group's balance sheet, we determined that this was a key audit matter.	We performed the following procedures: • Compared the latest sales price available to their cost to check items were either sold above cost or provided for; • Compared line items at year-end to forecasted 12 months sales extrapolated based on recent sales data to identify slow-moving lines and assess their adequacy of provisioning; • Assessed post year-end sales to test whether there is significant movement in relation to slow-moving line items; and • Attended a physical stocktake where we tested a sample to verify the existence of the inventory items and identify any damaged inventory items.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2019, 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 FY2019 Financial Highlights, FY2019 Key Achievements, Chairman's Report, Managing Director's Report, Review of Operations, Board of Directors, Category Overview, Corporate Governance Statement, Shareholder Information and the Corporate Directory.

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

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

If, based on the work we have performed 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.

pwc

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.

Responsibilities of the directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 36 to 49 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of McPherson's Limited for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

PricewaterhouseCoopers

PricewaterhouseCoopers

S.T. Maher

Shannon Maher
Partner

Sydney
14 August 2019

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2019

	Note	2019 $'000	2018 $'000
Continuing operations			
Revenue			
Sales revenue		**210,337**	210,430
Interest	19	**70**	2
Total revenue		**210,407**	210,432
Other income		–	592
Total revenue and other income		**210,407**	211,024
Expenses			
Materials and consumables		**(111,228)**	(112,070)
Employee costs		**(31,643)**	(32,202)
Advertising and promotions		**(21,852)**	(19,338)
Cartage and freight		**(7,010)**	(7,347)
Third party warehousing		**(2,237)**	(2,130)
Rental expenses		**(4,311)**	(4,550)
Depreciation		**(1,475)**	(1,430)
Amortisation of intangibles		**(653)**	(778)
Restructuring costs		**(178)**	(518)
Other expenses		**(9,405)**	(9,622)
Borrowing costs	19	**(956)**	(3,956)
Share of net loss of joint ventures accounted for using the equity method		**(479)**	–
Profit from continuing operations before income tax		**18,980**	17,083
Income tax expense	6(b)	**(5,259)**	(5,724)
Profit from continuing operations after income tax		**13,721**	11,359
Discontinued operations			
Loss from discontinued operations, net of income tax	13	–	(6,183)
Profit for the year after tax		**13,721**	5,176
Other comprehensive income			
Items that may be reclassified to profit or loss			
Changes in fair value of cash flow hedges	23(a)	**(1,138)**	4,698
Exchange differences on translation of foreign operations	23(a)	**490**	392
Reclassification to profit or loss	23(a)	–	(529)
Income tax (expense) relating to these items	23(a)	**328**	(1,249)
Other comprehensive income for the year		**(320)**	3,312
Total comprehensive income for the year		**13,401**	8,488
Total comprehensive income for the year to owners of McPherson's Limited arises from:			
– Continuing operations		**13,401**	14,782
– Discontinued operations		–	(6,294)
Total comprehensive income / (loss) for the year		**13,401**	8,488

Earnings per share		Cents	Cents
Basic earnings /(loss) per share	28	**13.0**	5.0
Diluted earnings/(loss) per share	28	**13.0**	5.0
Basic earnings / (loss) per share from continuing operations	28	**13.0**	10.9
Diluted earnings / (loss) per share from continuing operations	28	**13.0**	10.9

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

CONSOLIDATED BALANCE SHEET

as at 30 June 2019

	Note	2019 $'000	2018 $'000
Current assets			
Cash and cash equivalents	8	**10,472**	8,607
Trade and other receivables	9	**31,877**	29,930
Inventories	10	**36,688**	38,438
Derivative financial instruments	11	**797**	1,559
Financial asset at fair value through profit or loss	12	**2,934**	—
Total current assets		**82,768**	78,534
Non-current assets			
Property, plant and equipment	14	**5,930**	3,268
Intangible assets	15	**73,973**	73,900
Loan receivable from joint ventures	17(d)	**1,570**	—
Deferred tax assets	16	**86**	200
Investment in joint ventures	17(c)	**716**	—
Total non-current assets		**82,275**	77,368
Total assets		**165,043**	155,902
Current liabilities			
Trade and other payables	18	**32,219**	27,958
Borrowings	19	**1,667**	18,454
Provisions	20	**6,098**	7,028
Derivative financial instruments	11	**234**	—
Current tax liabilities		**2,506**	2,919
Total current liabilities		**42,724**	56,359
Non-current liabilities			
Borrowings	19	**16,269**	—
Provisions	20	**709**	743
Deferred tax liabilities	21	**8,813**	8,780
Total non-current liabilities		**25,791**	9,523
Total liabilities		**68,515**	65,882
Net assets		**96,528**	90,020
Equity			
Contributed equity	22	**157,751**	155,882
Reserves	23(a)	**4,674**	4,828
Accumulated losses	23(b)	**(65,897)**	(70,690)
Total equity		**96,528**	90,020

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2019

	Note	Contributed equity $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2018		**155,882**	**4,828**	**(70,690)**	**90,020**
Profit for the year		**—**	**—**	**13,721**	**13,721**
Other comprehensive income		**—**	**(320)**	**—**	**(320)**
Total comprehensive income		**—**	**(320)**	**13,721**	**13,401**
Transactions with shareholders					
Shares issued, net of transaction costs and tax	22	**1,869**	**—**	**—**	**1,869**
Dividends provided for or paid	4	**—**	**—**	**(8,928)**	**(8,928)**
Share-based payment transactions with employees	23(a)	**—**	**166**	**—**	**166**
Total transactions with shareholders		**1,869**	**166**	**(8,928)**	**(6,893)**
Balance at 30 June 2019		**157,751**	**4,674**	**(65,897)**	**96,528**
Balance at 1 July 2017		**154,790**	**1,236**	**(67,540)**	**88,486**
Profit for the year		—	—	5,176	5,176
Other comprehensive income		—	3,312	—	3,312
Total comprehensive income		**—**	**3,312**	**5,176**	**8,488**
Transactions with shareholders					
Shares issued, net of transaction costs and tax	22	1,092	—	—	1,092
Dividends provided for or paid	4	—	—	(8,326)	(8,326)
Share-based payment transactions with employees	23(a)	—	280	—	280
Total transactions with shareholders		**1,092**	**280**	**(8,326)**	**(6,954)**
Balance at 30 June 2018		**155,882**	**4,828**	**(70,690)**	**90,020**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2019

	Note	2019 $'000	2018 $'000
Cash flows from operating activities			
Receipts from customers, inclusive of GST		**240,222**	291,710
Payments to suppliers and employees, inclusive of GST		**(214,376)**	(276,417)
Interest received		**30**	2
Interest and borrowing costs paid		**(890)**	(3,210)
Income taxes paid		**(5,208)**	(5,193)
Net cash inflows from operating activities	32	**19,778**	6,892
Cash flows from investing activities			
Payments for purchase of property, plant and equipment		**(4,119)**	(1,671)
Payments for purchase of other intangible assets		**(643)**	(144)
Payments for acquisition of joint ventures	17	**(1,158)**	–
Loan to joint ventures	17	**(1,529)**	–
Payments for convertible notes	30	**(3,000)**	–
Proceeds from sale of business assets	13	**–**	30,253
Proceeds from sale of property, plant and equipment		**–**	10
Net cash inflows / (outflows) from investing activities		**(10,449)**	28,448
Cash flows from financing activities			
Share issue transaction costs	22	**(10)**	(5)
Proceeds from borrowings		**62,982**	81,048
Repayment of borrowings		**(63,500)**	(81,000)
Bonds buyback		**–**	(25,600)
Interest rate swaps extinguishment		**–**	(681)
Dividends paid		**(7,048)**	(7,229)
Net cash outflows from financing activities		**(7,576)**	(33,467)
Net increase in cash held		**1,753**	1,873
Cash at beginning of financial year		**8,607**	6,584
Effects of exchange rate changes		**112**	150
Cash held at end of financial year	8	**10,472**	8,607

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of McPherson's Limited and its controlled entities.

a) Basis of preparation

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

Compliance with IFRS

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

Historical cost convention

These financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities, including derivative instruments, which are carried at fair value.

New and amended standards

The Group has applied the following amendments to Australian Accounting Standard for the first time for their annual reporting period commencing 1 July 2018:

– AASB 15 Revenue from Contracts with Customers

The impact of the adoption of AASB 15 is disclosed in Note 1(b) below.

New standards that have been issued but are not yet effective for the financial year beginning 1 July 2018 and have not been early adopted have been considered in Note 1(ab).

b) Changes in accounting policies

AASB 15 Revenue from Contracts with Customers

The Group adopted the standard using the modified retrospective approach which means that the cumulative impact of adoption has been recognised in retained earnings as of 1 July 2018 and that the comparatives have not been restated.

The following table shows the adjustment recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, sub-totals cannot be recalculated from the numbers provided. As at 1 July 2018, there was nil impact to the retained earnings. The adjustments are explained in more detail below.

	30 June 2018 as originally presented $'000	Effects of the adoption of AASB 15 $'000	1 July 2018 restated $'000
Current assets			
Trade and other receivables	29,930	4,216	**34,146**
Current liabilities			
Trade and other payables	(27,958)	(4,216)	**(32,174)**

i) Accounting for refunds

When the customer has a right to return the product within a given period, the Group has a potential obligation to refund the purchase price. The Group previously recognised a provision for returns which was measured on a net basis at the margin on the sales ($83,000 at 30 June 2019 and $99,000 at 30 June 2018).

ii) Presentation of assets and liabilities related to contracts with customers

The Group has voluntarily changed the presentation of certain amounts in its balance sheet to reflect the terminology of AASB 15. Customer contract liabilities in relation to expected settlement and promotional discounts, and rights to return of $4,216,000 were previously presented as part of trade and other receivables. The Group has also reclassified $6,748,000 from other payables to contract liabilities on 1 July 2018 within trade and other payables.

c) Principles of consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 1(i)).

Intercompany transactions, balances and unrealised gains on transactions between Group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in controlled entities are accounted for at cost in the individual financial statements of the parent entity.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Changes in ownership interests

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Joint arrangements

Under AASB 11, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Equity method

Under the equity method, investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-investment profits or losses of the investee, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from the joint venture are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Managing Director of McPherson's Limited.

e) Foreign currency translation

Functional and presentation currency

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

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Group companies

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

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;
- Income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates, unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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

f) Revenue recognition

Sales revenue

The Group markets and distributes Health, Wellness and Beauty products. Sales are recognised when the control of the products has transferred, being when the products are delivered to the customer. The customer has full discretion over the price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been delivered to the specific location, the risks of obsolescence and loss have been transferred to the customer, and the Group has objective evidence that all criteria for acceptance have been satisfied.

The Group's products are often sold on terms that include settlement discounts and volume rebates. Revenue from these sales is recognised based on the price specified in the contract, net of estimated discounts and rebates, using the expected value method. A contract liability is recognised for expected discounts and rebates payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as sales are made with credit term normally between 30 and 60 days, which is consistent with market practice.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Accounting for refunds

When the customer has a right to return the product within a given period, the entity has a potential obligation to refund the purchase price. A refund liability for the expected refunds to customers is recognised as adjustment to revenue in trade and other payables. At the same time, the Group has a right to recover the product from the customer where the customer exercises its right of return and recognises an asset in trade and other receivables and a corresponding adjustment to cost of sales. The asset is measured by reference to the former carrying amount of the product. The costs to recover the products are not material because the customer usually returns the product in a saleable condition to the Group.

The Group does not have any contracts where the period between the supply of goods or services to the customer and payment by the customer exceeds one year. Consequently, the Group does not adjust any of the transaction prices for the time value of money.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Other income

Other income is recognised when the income is received or becomes receivable.

g) Income tax

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

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

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

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

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

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

Investment allowances

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

Tax consolidation legislation

McPherson's Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity. McPherson's Limited, as the head entity in the tax consolidated Group, recognises current tax amounts relating to transactions, events and balances of the wholly-owned Australian controlled entities in this Group as if those transactions, events and balances were its own, in addition to the current and deferred tax amounts arising in relation to its own transactions, events and balances. Amounts receivable or payable under a Tax Funding Agreement with the tax consolidated entities are recognised separately as tax-related amounts receivable or payable. Expenses and revenues arising under the Tax Funding Agreement are presented as income tax expense or credits.

h) Leases

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased non-current assets, and operating leases under which the lessor substantially retains all such risks and benefits. Where a non-current asset is acquired by means of a finance lease, the lower of the fair value of leased property and the present value of the minimum lease payments is established as a non-current asset at the beginning of the lease term and amortised on a straight-line basis over its expected economic life. A corresponding liability is also established, and each lease payment is allocated between the principal component and interest expense.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the period of the lease.

i) Business combinations

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition comprises the fair value of the assets transferred, shares issued, and liabilities incurred or assumed at the date of exchange. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair value at the acquisition date. The excess of the consideration transferred over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (refer to Note 1(s)). If the consideration transferred is less than the fair value of the net assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase, but only after a reassessment of the identification and measurement of the net assets acquired. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

j) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

k) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and deposits at call which are readily convertible to cash on hand and which are used in the cash management function on a day-to-day basis net of outstanding bank overdrafts. Bank overdrafts, if any, are shown within borrowings in current liabilities in the balance sheet.

l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement no more than 60 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

m) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on a weighted average basis. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of inventory. Cost of work in progress and finished manufactured products includes materials, labour and an appropriate proportion of factory overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts. Unrealised profits on intercompany inventory transfers are eliminated on consolidation. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

n) Non-current assets, or disposal groups, held for sale and discontinued operations

Non-current assets, or disposal groups, are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits and financial assets.

An impairment loss is recognised for any initial or subsequent write down of the asset, or disposal group, to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, or disposal group, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset, or disposal group, is recognised at the date of derecognition.

Non-current assets, including those that are part of a disposal group, are not depreciated or amortised while they are classified as held for sale.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate cash-generating unit or a group of cash-generating units and is a separate major line of business or geographical area of operations and is part of a single co-ordinated plan to dispose of such a line of business or area of operations. The results of discontinued operations are presented separately in the statement of comprehensive income.

o) Investments and other financial assets

i) Classification

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

ii) Financial assets at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss:

- Debt investments that do not qualify for measurement at either amortised cost or at fair value through other comprehensive income;
- Equity investments that are held for trading; and
- Equity investments for which the entity has not elected to recognise fair value gains and losses through other comprehensive income.

iii) Other financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- The asset is held within a business model with the objective of collecting the contractual cash flows; and
- The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Financial assets at amortised cost are included in receivables in the balance sheet.

iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

p) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months. It is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within finance costs.

When option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the option contract as the hedging instrument.

Gains or losses relating to the effective portion of the change in intrinsic value of the option contracts are recognised in the cash flow hedge reserve within equity. The changes in the time value of the option contracts that relate to the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the cash flow hedge reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- Gain or loss relating to the effective portion of the intrinsic value of option contracts where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), both the deferred hedging gains and losses and the deferred aligned time value of the option contracts are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss.
- Gain or loss relating to the effective portion of the spot component of forward contracts where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), both the deferred hedging gains and losses and the deferred aligned forward points are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss.
- The gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance cost'.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

Hedge ineffectiveness is recognised in profit or loss within finance cost.

q) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of interest rate hedge contracts is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts and other foreign currency contracts are determined using forward exchange market rates and volatilities at the balance sheet date.

The net nominal value of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

r) Property, plant and equipment

All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on assets is calculated using the straight-line method to allocate their net cost, over their estimated useful lives.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer to Note 1(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are included in profit or loss.

s) Intangible assets

i) Goodwill

Goodwill is measured as described in Note 1(i). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised, but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

ii) Brand names

The Group recognises brand names that are acquired as part of a business combination or that are specifically acquired from a vendor. The Group does not recognise internally generated brand names. Brand names are initially recognised at fair value, if acquired as part of a business combination, or at cost, if specifically acquired from a vendor. For brand names specifically acquired from a vendor and held at cost, any subsequent adjustments arising from a contingent consideration arrangement associated with the brand acquisition are reflected in the carrying value of the relevant brand name. Subsequent to initial recognition, brand names are recognised at cost less accumulated impairment losses.

The carrying amount of brand names are not amortised as the Directors are of the view that the brand names held have an indefinite useful life.

Brand names are tested individually for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired. The recoverable amount of a brand name is determined based on the higher of value-in-use or fair value less costs to sell.

iii) IT development and software

Costs incurred in developing products or systems and costs incurred in acquiring software and licences that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of materials and service, direct payroll and payroll related costs of employees' time spent on the project. Amortisation is calculated on a straight-line basis generally over three to five years.

IT development costs include only those costs directly attributable to the development phase and are only recognised where the Group has an intention and ability to use the asset.

iv) Research and development

Research expenditure and development expenditure that do not meet the criteria in (iii) above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

t) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which remain unpaid. These amounts are unsecured and are normally settled within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are initially recognised at fair value and are subsequently measured at amortised cost using the effective interest method.

u) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The cost of products and services provided under warranty is expensed as incurred. The Company provides for warranties based on history of claims and management's best estimate of expected claims.

v) Employee benefits

i) Short-term obligations

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

ii) Other long-term employee benefit obligations

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

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

iii) Bonus plans

A liability for employee benefits in the form of bonuses is recognised in provisions when there is no realistic alternative but to settle the liability and at least one of the following conditions is met:

- There are formal terms for determining the amount of the benefit;
- The amounts to be paid are determined before the time of completion of the financial report; and
- Past practice gives clear evidence of the amount of the obligation.

iv) Superannuation

Contributions to employee superannuation funds are made by McPherson's Limited and controlled entities. Contributions are recognised as an expense as they become payable.

v) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of AASB 137 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. The liabilities for termination benefits are recognised in other creditors unless timing of the payment is uncertain, in which case they are recognised as provisions.

vi) Employee benefit on-costs

Employee benefit on-costs are recognised and included in employee benefit liabilities when the employee benefits to which they relate are recognised as liabilities.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

vii) Share-based payments

Share-based compensation benefits are provided to employees via the McPherson's Limited Employee Share Scheme or the McPherson's Limited Performance Rights Plan.

The fair value of options or rights granted to employees is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is independently determined at grant date and recognised over the period during which the employees become unconditionally entitled to the options or rights.

Non-market vesting conditions are included in assumptions about the number of options or rights that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options or rights that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Upon the exercise of options or rights, the balance of the share-based payments reserve relating to those options or rights is transferred to share capital.

w) Contributed equity and dividends

i) Contributed equity

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

ii) Dividends

Provision is made for any dividend declared by the Directors, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

x) Earnings per share

i) Basic earnings per share

Basic earnings per share is determined by dividing the operating profit after income tax attributable to members of McPherson's Limited by the weighted average number of ordinary shares outstanding during the financial year (refer to Note 28).

ii) Diluted earnings per share

Diluted earnings per share adjusts the basic earnings per share by taking into account all dilutive potential ordinary shares arising from commencement rights granted to the Group's Managing Director and estimated number of shares to be issued under the employee share scheme (refer to Note 28).

y) Borrowings and borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or financial costs.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan and are amortised over the period of the facility to which it relates, unless a shorter period is considered more appropriate.

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

Borrowing costs are expensed as incurred.

z) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

aa) Rounding of amounts

The Group is of a kind referred to in Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument, amounts in this Directors' Report and the Financial Report have been rounded to the nearest thousand dollars unless otherwise stated.

ab) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the 30 June 2019 reporting period. The following new standards have been issued but are not yet effective for the financial year beginning 1 July 2018 and have not been early adopted:

AASB 16 Leases (mandatory for the Group from 1 July 2019)

Nature of change

AASB 16 was issued in February 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset representing the right to use the leased item and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

Management have assessed the following impact from the adoption of the new Lease Standard as at 1 July 2019:

	30 June 2019 as originally presented $'000	Effects of the adoption of AASB 16 $'000	1 July 2019 restated $'000
Current assets			
Right to use asset	–	6,558	**6,558**
Current liabilities			
Lease Liability	–	(10,925)	**(10,925)**
Equity			
Accumulated losses	96,527	4,367	**100,894**

Adoption method

The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption on 1 July 2019.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

ac) Parent entity financial information

The financial information for the parent entity, McPherson's Limited, disclosed in Note 34 has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in subsidiaries

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

ad) Critical accounting estimates and assumptions

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The area involving a higher degree of judgement or complexity, or area where assumptions and estimates are significant is discussed below.

Estimated recoverable amount of goodwill and brand names with an indefinite useful life

The Group tests goodwill and indefinite lived brand names annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. In calculating the recoverable amount of these assets, the use of assumptions is required. Refer to Note 15 for details of these assumptions.

Provision for stock obsolescence

Inventories are valued at the lower of cost and net realisable value. Estimates are required to be made in relation to the recoverable amount of inventory. These estimates are based on projected sales volumes and sell prices determined using current information and past experience, estimates of net realisable values for the excess volumes are made and provisions recognised where necessary.

ae) Reclassification

Certain comparative amounts have been reclassified to conform with the current year's presentation to better reflect the nature of the financial position and performance of the Group.

2. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to financial risks such as currency risk, interest rate risk, credit risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange and interest rate hedge contracts are used to hedge certain risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or other speculative instruments.

Financial risk management is predominantly controlled by a central treasury function under policies approved by the Board of Directors.

Whilst the Group's hedging policy only allows for highly effective hedge relationships to be established, at times some hedge ineffectiveness can arise. Hedge ineffectiveness can arise from the following hedge risks:

Foreign exchange risk

If the timing of the hedged highly probable forecast transaction changes from what was originally estimated;

- If the amount of the hedged highly probable forecast transaction decreases to an amount below the associated hedging instrument amount; or
- If differences arise between the credit risk inherent within the hedged item and the hedging instrument.

Interest rate risk

- If the underlying interest rate inherent within the Group's borrowing arrangements differs from the underlying interest rate included within the hedging instrument;
- If the Group's outstanding borrowings reduce to an amount below that included within the hedging instrument;
- If the time period of the hedging instrument goes beyond the maturity date of the related borrowings and it is unlikely that the Group would refinance its borrowings for a further period; or
- If differences arise between the credit risk inherent within the hedged item and the hedging instrument.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, derivative financial instruments and receivables due from customers.

Liquidity risk

Liquidity risk is the risk that an entity will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

2. FINANCIAL RISK MANAGEMENT CONTINUED

The Group holds the following financial instruments:

	2019 $'000	2018 $'000
Financial assets		
Cash and cash equivalents (Note 8)	**10,472**	8,607
Trade and other receivables (Note 9)	**31,877**	29,930
Derivatives financial instruments (Note 11)	**797**	1,559
Financial assets at fair value through profit or loss (Note 12)	**2,934**	—
Loan receivable from joint ventures (Note 17(d))	**1,570**	—
Total financial assets	**47,650**	40,096
Financial liabilities		
Trade and other payables (Note 18)	**32,219**	27,958
Borrowings (Note 19)	**17,936**	18,454
Derivatives financial instruments (Note 11)	**234**	—
Total financial liabilities	**50,389**	46,412

The fair value measurements of the derivative financial instruments are shown in Note 2(e).

a) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the USD given the majority of the Group's foreign currency purchases are in that currency. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in currencies that are not the entity's functional currency and net investment in foreign operations.

The Board's foreign exchange risk management policy is to hedge 100% of anticipated cash flows, mainly inventory purchases, in USD for twelve months. At balance date, 100% (2018: 100%) of projected USD purchases qualified as "highly probable" forecast transactions for hedge accounting purposes. The Group also hedges material exposures arising in foreign currencies other than USD. The Group uses a mixture of foreign currency options and forward exchange contracts to hedge its exposures to foreign currency. The weighted average hedged rate for the AUD/USD hedges the Group had in place at 30 June 2019 was 0.7023 (2018: 0.7617).

The Group's exposure to foreign currency risk (being unhedged payable and receivable amounts, and outstanding hedges associated with forecast future transactions) at the reporting date was as follows:

A$'000	USD	Euro	GBP	HKD	AUD	CNY
30 June 2019 (Group)						
Trade receivables	**595**	**51**	**43**	**—**	**7**	**6**
Trade payables	**230**	**194**	**74**	**2,202**	**64**	**14**
Forward foreign exchange contracts – buy foreign currency	**32,389**	**—**	**—**	**—**	**—**	**—**
Foreign currency options – buy foreign currency	**33,224**	**—**	**—**	**—**	**—**	**—**
30 June 2018 (Group)						
Trade receivables	1,850	62	—	—	927	166
Trade payables	214	149	77	2,107	460	—
Forward foreign exchange contracts – buy foreign currency	31,196	—	—	—	—	3,477
Foreign currency options – buy foreign currency	20,545	—	—	—	—	—

Group sensitivity

Based on the financial instruments held at 30 June 2019, had the Australian dollar weakened/strengthened by 5% against other foreign currencies at that date, with all other variables held constant, it is estimated that equity would have been $ 1,648,153 higher / $(1,265,789) lower (2018: $1,576,026 higher / $2,024,529 lower), arising from forward foreign exchange contracts and foreign currency options designated as cash flow hedges. The Group's exposure to unhedged amounts is not material.

2. FINANCIAL RISK MANAGEMENT CONTINUED

b) Interest rate risk

The Group's main cash flow interest rate risk arises from long-term borrowings with variable interest rates. The Group manages its interest rate exposure by maintaining a policy to combine, if considered necessary and approved by the Board, fixed and floating rate liabilities through the use of derivative instruments and entry into fixed rate borrowings.

At 30 June 2019, the Group's debt is at variable rates.

	Weighted average interest rate	Balance $'000	% of total loans
2019			
Bank loans – variable rate	**2.2%**	**18,000**	**100%**
Net exposure to cash flow interest rate risk		**18,000**	
2018			
Bank loans – variable rate	2.9%	18,000	98%
Net exposure to cash flow interest rate risk		**18,000**	

c) Credit risk

The maximum exposure to credit risk at balance date is the carrying amount of the financial assets as summarised in Note 2. For derivative instruments, counterparties are limited to approved institutions with secure long-term credit ratings.

Credit limits are set and monitored by management with respect to individual customers and in some instances debtor insurance is taken out against specific customers in order to minimise the credit risk. Credit limits are based on the customers' financial position and prior payment history.

For derivative financial instruments, the Board determines the coverage required by the Group and this is reviewed on a regular basis. The Group uses the major Australian banks as counterparties for most of the Group's derivative instruments. Derivatives entered into by foreign subsidiaries also use the major banks from within that country. Refer to Notes 9, 11 and 12 for additional information regarding receivables and credit risk exposure.

Trade receivables

The loss allowance provision as at 30 June 2019 is determined as follows. The expected credit losses below also incorporate forward looking information.

2019	Neither past due nor impaired	Less than 30 days	30 to 59 days	60 to 89 days	90 to 119 days	120 days or more	Total
Expected loss rate	0%	0%	0%	0%	0%	59%	**0.4%**
Gross carrying amount ($'000)	25,248	2,977	752	240	18	195	**29,430**
Loss allowance provision ($'000)	—	—	—	—	—	115	**115**

Credit risk concentration

Two external customers represent $8,657,440 (2018: $11,472,000) and $4,454,838 (2018: $4,819,000) respectively of the closing receivables balance. These debtor balances are in relation to the Australian business.

d) Liquidity risk

	2019 $'000	2018 $'000
Financing Arrangements		
The Group has access to the following undrawn borrowing facilities at the end of the reporting period:		
Unused at balance date – floating rate		
Expiry within one year (bank loans)	**—**	17,000
Expiry beyond one year (bank loans)	**27,000**	—
Total undrawn borrowing facilities	**27,000**	17,000

Refer to Note 19 for further information regarding the financing facilities available to the Group.

2. FINANCIAL RISK MANAGEMENT CONTINUED

Maturity profile of the Group's borrowings

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at balance date to the contractual maturity date. The amounts disclosed are the contractual undiscounted cash flows.

	Less than 1 Year $'000	Between 1 & 2 Years $'000	Between 2 & 3 years $'000	Between 4&6 years $'000	Total Contractual Cash Flows $'000	Carrying Amount $'000
30 June 2019						
Non-derivatives						
Payables	**32,219**	**–**	**–**	**–**	**32,219**	**32,220**
Borrowings	**2,053**	**16,397**	**–**	**–**	**18,450**	**17,936**
Total non-derivative financial liabilities	**34,272**	**16,397**	**–**	**–**	**50,669**	**50,156**
30 June 2018						
Non-derivatives						
Payables	27,958	–	–	–	27,958	27,958
Borrowings	18,739	–	–	–	18,739	18,454
Total non-derivative financial liabilities	**46,697**	**–**	**–**	**–**	**46,697**	**46,412**

e) Fair value measurement of financial instruments

The following financial instruments held by the Group were measured and recognised at fair value at 30 June 2019 and 30 June 2018 on a recurring basis:

	30 June 2019				30 June 2018			
Recurring fair value measurements	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Financial assets at fair value								
Derivative financial instruments	**–**	**797**	**–**	**797**	–	1,559	–	1,559
Financial asset through profit or loss	**–**	**–**	**2,934**	**2,934**	–	–	–	–
Total financial assets at fair value	**–**	**797**	**2,934**	**3,731**	–	1,559	–	1,559
Financial liabilities at fair value								
Derivative financial instruments	**–**	**(234)**	**–**	**(234)**	–	–	–	–
Total financial liabilities at fair value	**–**	**(234)**	**–**	**(234)**	–	–	–	–

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level using the following fair value measurement hierarchy:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The Group holds level 2 and level 3 instruments as at 30 June 2019.

Level 2 instruments

The fair value of the derivative financial instruments is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period. The fair value of forward exchange and option contracts is determined using forward exchange market rates and volatilities at the end of the reporting period.

Level 3 instruments

The Group's Financial Assets at Fair Value through Profit or Loss, being the convertible notes with Aware Environmental Limited, are classified as Level 3 as the timing of cash flows, discount rates, conversion scenario, volatility and dividend yield are significant non-observable inputs.

The unobservable inputs into the valuation of the Group's Financial Assets at Fair Value through Profit or Loss are determined based on the best information available, including the Group's own assessment of the assumptions that market participants would use in pricing the asset. Refer to table below for further information regarding the non-observable inputs into the fair value calculation.

2. FINANCIAL RISK MANAGEMENT CONTINUED

The Group calculated the fair value of its Financial Assets at Fair Value through Profit or Loss using a discounted cash flow model to determine the present value of the loan and the Black Scholes model to determine the fair value of the conversion option.

The following table shows a reconciliation of the movement in the fair value of financial instruments categorised with level 3 of the fair value hierarchy during the financial year:

	30 June 2019		30 June 2018	
	Assets $'000	**Liabilities $'000**	Assets $'000	Liabilities $'000
Opening balance	–	–	–	–
Acquisitions	**4,138**	–	–	–
Unrecognised gain on acquisition	**(1,138)**	–	–	–
Fair value gains / (losses)	**14**	–	–	–
Maturities, disposals and interest	**(80)**	–	–	–
Transfer to other categories	–	–	–	–
Closing balance	**2,934**	–	–	–

The following table shows the sensitivity of Level 3 financial instruments to a reasonable change in alternative assumptions in respect of significant non-observable inputs into the fair value calculation:

	Fair value		Significant non-observable inputs	Range of inputs		Reasonable change in non-observable inputs & impact to fair value
	30 June 2019 $'000	**30 June 2018 $'000**		**30 June 2019**	30 June 2018	
Financial Assets at Fair Value through Profit or Loss	**2,934**	–	Conversion rate	**$0.60 to $1.00 per convertible note**	–	The fair value of the conversion option, embedded in the Financial Asset at Fair Value through Profit or Loss, would increase if the conversion rate increases. The fair value of the conversion option amounts to approximately $61,000 if the conversion rate is $0.60, per convertible note and $2,000,000 if the conversion rate is $1.00 per convertible note.

3. SIGNIFICANT ITEMS

The Group's profit after income tax includes the following items that are significant because of their nature or size:

	2019 $'000	**2018 $'000**
i) Costs associated with buy back of bonds	–	(932)
Less: Applicable income tax benefit	–	280
	–	(652)
ii) Restructure costs	–	(518)
Less: Applicable income tax benefit	–	152
	–	(366)
iii) Hedging ineffectiveness due to extinguishment of interest rate swaps	–	(497)
Less: Applicable income tax benefit	–	149
	–	(348)
iv) Impairment of New Zealand business segment	–	–
Less: Applicable income tax expense and impairment of net deferred tax assets	–	(219)
	–	(219)
Total significant items from continuing operations	–	(1,947)
Less: Applicable income tax benefit from continuing operations	–	362
	–	(1,585)

3. SIGNIFICANT ITEMS CONTINUED

	2019 $'000	2018 $'000
v) Impairment of goodwill related to Home Appliances business (Note 13, 15)	–	(6,444)
Less: Applicable income tax benefit	–	–
	–	(6,444)
vi) Loss recognised on divestment of Home Appliances business inclusive of Foreign Exchange options ineffectiveness (Note 13 (c))	–	(470)
Less: Applicable income tax benefit (Note 13 (c))	–	211
	–	(259)
vii) Redundancy costs related to Home Appliances business	–	(792)
Less: Applicable income tax benefit	–	238
	–	(554)
Total significant items from discontinued operations	–	(7,706)
Less: Applicable income tax benefits from discontinued operations	–	449
	–	(7,257)
Total significant items	–	(9,653)
Less: Applicable income tax benefits	–	811
Total Significant Items after income tax	–	(8,842)

4. DIVIDENDS

Details of dividends declared during the year ended 30 June 2019 are as follows:

	2019 $'000	2018 $'000
Final 30 June 2018 dividend of 2.5 cents per fully paid share (2017: 2.0 cents per fully paid share) fully franked at 30%	**2,619**	2,079
Interim 2019 ordinary dividend of 4.0 cents per fully paid share (2018: 6.0 cents per fully paid share) fully franked at 30%, and Interim 2019 special dividend of 2.0 cents per fully paid share (2018: nil) fully franked at 30%	**6,309**	6,247
Total dividends	**8,928**	8,326
Dividends not recognised at year end		
Since the year end the Directors have declared a fully franked final dividend of 6.0 cents per fully paid share (2018: 2.5 cents per fully paid share). The aggregate amount of the dividend to be paid on 26 September 2019 but not recognised as a liability at year end is:	**6,380**	2,619
Franked Dividends		
Franked dividends paid after 30 June 2019 will be franked out of existing franking credits or out of franking credits arising from the payment of income tax in the year ending 30 June 2019. Franking credits available for subsequent financial years based on a tax rate of 30%	**23,245**	22,708

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for receipt of the current tax assets.

Dividend reinvestment plan (DRP)

The Company's DRP continues to operate with a discount of 2.5% and will apply to the upcoming final dividend. Shareholders on the register at the record date of 9 September 2019 will be eligible for the dividend. Shareholders wishing to participate in the DRP need to have elected to do so by no later than the trading day immediately following the record date, or by 10 September 2019. Shareholders that have previously elected to participate in the DRP will continue to do so on the same basis unless a formal election to vary or cease participation is provided by 10 September 2019.

The shares issued under the DRP are fully paid ordinary shares and rank equally with other fully paid ordinary shares. The issue price under the dividend reinvestment plan is calculated as the volume weighted average price of all shares sold through normal trade on the ASX during the five trading days commencing on the third trading day after the record date, less a 2.5% discount.

5. SEGMENT INFORMATION

Operating segments are reported in a manner which is consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Managing Director of McPherson's Limited.

The internal reports reviewed by the Managing Director, which are used to make strategic decisions, are separated into geographic segments and are considered on the basis of Australia, New Zealand and the rest of the world.

5. SEGMENT INFORMATION CONTINUED

Segment revenues

Segment revenues are allocated based on the location in which the revenue originated. Sales between segments are eliminated on consolidation.

Revenues from continuing operations of approximately $34,698,000 (2018: $34,817,000) and $30,944,000 (2018: $31,127,000) were derived from two external customers. These revenues were attributable to the Australian segment.

Segment assets

Segment assets are allocated based on where the asset is located. Assets arising from transactions between segments are eliminated on consolidation.

2019	Australia $000	New Zealand $000	Rest of the World $000	Inter-segment eliminations $000	Consolidated $000	Less Discontinued Operations $000	Continuing Operations $000
Sales to external customers	**193,228**	**9,631**	**7,478**	**—**	**210,337**	**—**	**210,337**
Inter-segment sales	2,827	—	2,033	(4,860)	—	—	—
Total sales revenue	**196,055**	**9,631**	**9,511**	**(4,860)**	**210,337**	**—**	**210,337**
Other revenue / income (excluding interest)	—	—	—	—	—	—	—
Total segment revenue and other income (excluding interest)	**196,055**	**9,631**	**9,511**	**(4,860)**	**210,337**	**—**	**210,337**
EBITDA before significant items	20,503	307	1,254	—	22,064	—	22,064
Depreciation and amortisation expense	(1,861)	(173)	(94)	—	(2,128)	—	(2,128)
Segment result before significant items	**18,642**	**134**	**1,160**	**—**	**19,936**	**—**	**19,936**
Significant items before tax	—	—	—	—	—	—	—
Segment result including significant items before tax	**18,642**	**134**	**1,160**	**—**	**19,936**	**—**	**19,936**
Net borrowing costs					956	—	956
Profit/(Loss) before income tax					**18,980**	**—**	**18,980**
Income tax expense					(5,259)	—	(5,259)
Profit/(Loss) after income tax					**13,721**	**—**	**13,721**
Segment assets	137,114	3,793	24,136	—	**165,043**		

2018	Australia $000	New Zealand $000	Rest of the World $000	Inter-segment eliminations $000	Consolidated $000	Less Discontinued Operations [1] $000	Continuing Operations $000
Sales to external customers	**239,465**	**8,371**	**7,947**	**—**	**255,783**	**45,353**	**210,430**
Inter-segment sales	2,065	—	1,688	(3,753)	—	—	—
Total sales revenue	**241,530**	**8,371**	**9,635**	**(3,753)**	**255,783**	**45,353**	**210,430**
Other revenue / income (excluding interest)	592	—	—	—	592	—	592
Total segment revenue and other income (excluding interest)	**242,122**	**8,371**	**9,635**	**(3,753)**	**256,375**	**45,353**	**211,022**
EBITDA before significant items	23,983	40	1,963	—	25,986	2,223	23,763
Depreciation and amortisation expense	(2,571)	(206)	(85)	—	(2,862)	(654)	(2,208)
Segment result before significant items	**21,412**	**(166)**	**1,878**	**—**	**23,124**	**1,569**	**21,555**
Significant items before tax (excluding borrowing related costs, refer Note 5)	(8,054)	(11)	—	—	(8,065)	(7,547)	(518)
Segment result including significant items before tax	**13,358**	**(177)**	**1,878**	**—**	**15,059**	**(5,978)**	**21,037**
Net borrowing costs					(4,113)	(159)	(3,954)
Profit/(Loss) before income tax					**10,946**	**(6,137)**	**17,083**
Income tax expense					(5,770)	(46)	(5,724)
(Loss) after income tax					**5,176**	**(6,183)**	**11,359**
Segment assets	148,489	4,148	25,937	(19,917)	**158,657**		

1. Refer to Note 13 Discontinued operations.

6. INCOME TAX

a) Income tax expense

	2019 $'000	2018 $'000
Current tax	**4,600**	5,823
Deferred tax (Note 6 (a)(i))	**1,144**	(554)
(Over) / under provision in prior years	**(485)**	501
Total income tax expense	**5,259**	5,770
i) Deferred income tax (credit) / expense included in income tax expense comprises:		
Decrease / (increase) in deferred tax assets (Note 16)	**464**	(324)
Increase / (decrease) in deferred tax liabilities (Note 21)	**680**	(230)
Total deferred tax	**1,144**	(554)

b) Numerical reconciliation of income tax expense

	2019 $'000	2018 $'000
Total operating profit before tax	**18,980**	10,946
Prima facie income tax expense at 30%	**5,694**	3,284
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Impairment of intangible assets	**–**	1,933
Capital loss on divestment of Home Appliances business	**–**	(64)
Impairment of tax assets	**–**	219
Tax rate differences in overseas entities	**(163)**	(316)
Share-based payments expense	**52**	85
(Over)/under provision in prior years	**(485)**	501
Share of loss from investment	**96**	–
Other	**65**	128
Income tax expense	**5,259**	5,770
Income tax expense is attributable to:		
Profit from continuing operations	**5,259**	5,724
Profit from discontinued operation	**–**	46
Income tax expense	**5,259**	5,770

c) Amounts recognised directly in equity

	2019 $'000	2018 $'000
Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly credited to equity:		
Deferred tax assets (Note 16)	**(4)**	(2)

d) Tax expense relating to items of other comprehensive income

	2019 $'000	2018 $'000
Cash flow hedges (Note 16, 21)	**328**	(1,408)

7. KEY MANAGEMENT PERSONNEL

	2019 $	2018 $
Key management personnel compensation		
Short-term employee benefits	**2,162,979**	2,501,362
Post-employment benefits	**110,988**	110,014
Long-term benefits	**26,966**	22,286
Share-based payments	**71,227**	366,712
Total key management personnel compensation	**2,372,160**	3,000,374

Detailed remuneration disclosures are provided in the Remuneration Report contained within the Directors' Report, which is in section (k) of the Directors' Report.

Loans to key management personnel

There were no loans made to Directors of McPherson's Limited, or to any other key management personnel of the Group, including their related entities during the current or previous year, nor were there any loans outstanding at the end of the current or previous financial year.

Other transactions with key management personnel

During the year the Group sold minor quantities of its products for domestic use to key management personnel on terms and conditions no more favourable than those adopted when dealing with other employees at arm's length in the same circumstances.

There were no transactions between the Group and the Directors of McPherson's Limited or with any KMP of the Group, including their related entities, during the current or previous financial year other than those disclosed above, and relating to remuneration and to transactions concerning performance rights and shares, and the following transaction:

- On 28 February 2019, McPherson's entered into a Subscription Deed and an Issuer Deed Poll with Aware Environmental Limited for the issuance of 3,000,000 convertible notes to McPherson's at $1.00 subscription price each. Mr. Geoffrey Pearce is a Director and a significant shareholder of Aware Environmental Limited. The transaction was conducted on normal commercial arm's length terms and entered into in order to provide a more robust, preferential and reliable basis of product supply to McPherson's and at lower cost.

8. CASH AND CASH EQUIVALENTS

	2019 $'000	2018 $'000
Cash on hand	**7**	8
Cash at bank and on deposit (at call)	**10,465**	8,599
Total cash and cash equivalents	**10,472**	8,607

9. TRADE AND OTHER RECEIVABLES

	2019 $'000	2018 $'000
Trade receivables	**29,430**	27,113
Provision for impairment	**(115)**	(121)
Trade receivables, net of impairment	**29,315**	26,992
Other receivables/prepayments	**2,562**	2,938
Total trade and other receivables	**31,877**	29,930
Movements in the provision for impairment of trade receivables are as follows:		
Balance at 1 July	**(121)**	(166)
Reversal of provisions for impairment	**2**	46
Receivables written off as uncollectible	**5**	—
Foreign exchange	**(1)**	(1)
Total provision for impairment	**(115)**	(121)

Other receivables do not contain impaired assets and are not past due. It is expected that these amounts will be received in full when due. Due to the short-term nature of current receivables, their carrying amounts are assumed to be the same as their fair value.

9. TRADE AND OTHER RECEIVABLES CONTINUED

Credit risk

The credit risk relating to trade and other receivables of the Group has been recognised, net of any provision for impairment. The following provides an overview of the credit risk associated with trade receivables.

	2019 $'000	2018 $'000
Neither past due nor impaired	**25,250**	18,890
Past due, but not impaired:		
– Less than 30 days	**2,977**	7,775
– 30 to 59 days	**752**	54
– 60 to 89 days	**240**	253
– 90 to 119 days	**18**	2
– 120 days or more	**193**	139
Gross carrying amount	**29,430**	27,113
Provision for impairment	**(115)**	(121)
Net carrying amount	**29,315**	26,992

Credit risk concentration

Two external customers represent $8,657,440 (2018: $11,472,000) and $4,454,838 (2018: $4,819,000) respectively of the closing receivables balance. These debtor balances are in relation to the Australian business.

10. INVENTORIES

	2019 $'000	2018 $'000
Raw materials	**5,180**	3,961
Finished goods	**34,971**	37,617
Total inventories	**40,151**	41,578
Provision for inventory obsolescence	**(3,463)**	(3,140)
Total inventories, net of obsolescence provision	**36,688**	38,438

11. DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives are only used for economic hedging purposes and not as trading or speculative instruments. The Group has the following assets and liabilities related to its derivatives:

	2019 $'000	2018 $'000
Current derivative financial instrument assets		
Forward foreign exchange contracts – cash flow hedges	**797**	1,557
Foreign currency options – cash flow hedges	**—**	2
Total current derivative financial instrument assets	**797**	1,559
Current derivative financial instrument liabilities		
Forward foreign exchange contracts – cash flow hedges	**—**	—
Foreign currency options – cash flow hedges	**234**	—
Total current derivative financial instrument liabilities	**234**	—

11. DERIVATIVE FINANCIAL INSTRUMENTS CONTINUED

a) Instruments used by the Group

The Group is party to derivative financial instruments in the normal course of business in order to hedge exposure to fluctuations in interest and foreign exchange rates in accordance with the Group's financial risk management policies (refer to Note 2). For information about the methods and assumptions used in determining the fair value of derivatives please refer to Note 2(e).

Forward foreign exchange contracts – cash flow hedges

The Group enters into forward foreign exchange contracts to hedge a portion of highly probable forecast purchases denominated in foreign currencies, predominantly in USD. The terms of these commitments are twelve months or less.

Foreign currency options – cash flow hedges

The Group has also entered into foreign currency option contracts to partially hedge a portion of anticipated USD purchases. At balance date, the outstanding foreign currency option contracts cover the period from July 2019 to June 2020.

The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in equity. When the cash flows occur, the Group adjusts the initial measurement of the component recognised in the balance sheet by the related amount deferred in equity.

Interest rate swaps contracts - cash flow hedges

During the prior year, the Group extinguished its fixed interest rate swap contracts due to the high fixed interest rate embedded in the contracts. The Group does not have any fixed interest rate swap contracts in place at 30 June 2019 due to its low level of debt. Refer to Note 2 for further information.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVPL include the following:

	2019 $'000	2018 $'000
Current assets		
Convertible note receivable	**2,934**	–
During the year, the following gains/(losses) were recognised in profit or loss:		
Fair value gain on convertible debt instrument in other income	**14**	–

Please refer to Note 2(e) for details on the classification, process, measurement and recognition of this fair value hierarchy Level 3 instrument.

13. DISCONTINUED OPERATIONS

a) Description

In 2018, following a strategic review, the Group announced the divestment of its Home Appliances business to Glen Dimplex Australia Pty Limited. The net consideration for this transaction was $29.5 million. The business unit is classified as discontinued operation as at 30 June 2018 and has been re-presented to show the discontinued operation separately from continuing operations. The business accounts for a significant proportion of the Australian geographical segment.

During the year ended 30 June 2018, a goodwill impairment charge of $6,444,000 was recognised against the Home Appliances cash generating unit. This was to reduce the value of the Home Appliances business to reflect the ascribed purchase price upon its pending divestment.

The completion date for the transaction was 28 February 2018. Further, as a result of the finalisation of the sale, the Group recorded a loss on sale before tax of $0.5 million at 30 June 2018.

b) Financial performance and cash flow information

	2018 $'000
Revenue	45,353
Expenses	(43,784)
Profit from operating activities before income tax and impairment	1,569
Income tax expense	(495)
Significant items after tax	(6,998)
Loss after income tax of discontinued operation	(5,924)
Loss on sale after income tax (see (c) below)	(259)
Loss from discontinued operation	(6,183)
Net cash outflow from operating activities	(4,142)
Net cash outflow investing activities	(975)
Net decrease in cash from discontinued operations	(5,117)

13. DISCONTINUED OPERATIONS CONTINUED

c) Details of the sale of the Home Appliances business

The details of the disposal are set out below:

	28 February 2018 $'000
Cash received	30,253
Transaction costs	(782)
Net consideration	**29,471**
Carrying amount of net assets sold	(29,782)
Loss on sale before income tax and extinguishment of FX options	**(311)**
Extinguishment of Foreign Exchange options (Note 23 (a))	(159)
Income tax benefit	211
Loss on sale after income tax (Note 3)	**(259)**

The carrying amounts of assets and liabilities as at the date of sale (28 February 2018) were:

	28 February 2018 $'000
Inventories	20,574
Property, plant and equipment	1,267
Intangible assets	12,037
Deferred tax assets	1,003
Other receivables	172
Total assets	**35,053**
Provisions	3,343
Deferred tax liabilities	1,665
Other payables	263
Total liabilities	**5,271**
Net assets	**29,782**

14. PROPERTY, PLANT AND EQUIPMENT

	2019 $'000	2018 $'000
Leasehold improvements:		
At cost	**292**	284
Accumulated depreciation	**(269)**	(240)
Total leasehold improvements	**23**	44
Plant and equipment:		
At cost	**35,080**	31,984
Accumulated depreciation	**(29,173)**	(28,760)
Total plant and equipment	**5,907**	3,224
Total property, plant and equipment	**5,930**	3,268

14. PROPERTY, PLANT AND EQUIPMENT CONTINUED

a) Reconciliations

	Leasehold Improvements $'000	Plant and Equipment $'000	Total $'000
Carrying amount at 1 July 2017	**45**	**4,883**	**4,928**
Additions	—	1,671	1,671
Disposals	—	(16)	(16)
Transfers	—	(1,267)	(1,267)
Depreciation expense	(8)	(2,032)	(2,040)
Foreign currency exchange differences	7	(15)	(8)
Carrying amount at 30 June 2018	**44**	**3,224**	**3,268**
Additions	—	4,119	4,119
Disposals	—	—	—
Depreciation expense	(8)	(1,467)	(1,475)
Foreign currency exchange differences	(13)	31	18
Carrying amount at 30 June 2019	**23**	**5,907**	**5,930**

b) Non-current assets pledged as security

Refer to Note 19 for information on non-current assets pledged as security by the parent entity and certain controlled entities.

15. INTANGIBLE ASSETS

	2019 $'000	2018 $'000
Goodwill	**15,757**	15,674
Brand names	**56,827**	56,827
Other intangibles	**8,439**	7,975
Accumulated amortisation	**(7,050)**	(6,576)
	1,389	1,399
Total intangibles	**73,973**	73,900

Reconciliations

Reconciliations of the carrying amounts of each class of intangible assets at the beginning and end of the financial year are set out below:

	Goodwill $'000	Brand names $'000	Other Intangibles $'000	Total $'000
Carrying amount at 1 July 2017	**28,002**	**62,351**	**2,641**	**92,994**
Additions	—	—	144	144
Transfers on disposal of business (Note 13)	(5,949)	(5,524)	(564)	(12,037)
Impairment charge (Note 3)	(6,444)	—	—	(6,444)
Foreign currency exchange differences	65	—	—	65
Amortisation charge	—	—	(822)	(822)
Carrying amount at 30 June 2018	**15,674**	**56,827**	**1,399**	**73,900**
Additions	—	—	643	643
Impairment charge	—	—	—	—
Amortisation charge	—	—	(653)	(653)
Foreign currency exchange differences	83	—	—	83
Carrying amount at 30 June 2019	**15,757**	**56,827**	**1,389**	**73,973**

Acquired brand names are not amortised under AASB 138 *Intangible Assets*, as the Directors consider these to have an indefinite life. The brand names are subject to an annual impairment test.

15. INTANGIBLE ASSETS CONTINUED

Impairment Testing

Goodwill

Goodwill is allocated to the following cash generating units:

	2019 $'000	2018 $'000
Australia	**15,757**	15,674

The recoverable amount of a cash generating unit (CGU) is determined based on a value-in-use calculation. These calculations use cash flow projections based on financial budgets covering a one year period. Cash flows beyond the projected period are extrapolated using estimated growth rates. In performing the value-in-use calculations for the CGU, the Group has applied a post-tax discount rate to discount the forecast future attributable post-tax cash flows.

The assumptions used in the value-in-use calculation of the Australian CGU are set out below:

	30 June 2019				30 June 2018			
	Estimated Growth Rates Year 2 Onwards	Terminal Growth Rate	Post-Tax Discount Rate	Pre-Tax Discount Rate	Estimated Growth Rates Year 2 Onwards	Terminal Growth Rate	Post-Tax Discount Rate	Pre-Tax Discount Rate
Australia	2.0%	2.0%	10.0%	13.7%	2.0%	2.0%	10.0%	13.7%

In addition to the above, it is noted that the year one cash flow projection is a key assumption within the value-in-use calculation. The cash flow projections used for the year one cash flows are based on the Board approved financial budgets. The budgets reflect the Board's expectation of cash flows for the Australian CGU arising from profit optimisation initiatives, new product launches and the inventory rationalisation project. At 30 June 2019, the value-in-use calculation for the Australian CGU exceeded the carrying value of its net assets. The surplus amount for the Australian CGU is $102,986,000 (June 2018: $95,388,000).

Impairment charge

No goodwill impairment charge was recognised in 2019.

In 2018, a goodwill impairment charge of $6,444,000 was recognised against the Home Appliances CGU. This was to reduce the value of the Home Appliances business to reflect the ascribed purchase price upon its pending divestment. Refer to Note 13 Discontinued Operations for further details.

Impact of possible changes in key assumptions

The value-in-use calculation is sensitive to changes in the key assumptions used in the impairment testing. As such, a sensitivity analysis was undertaken by management to examine the effect of changes in key assumptions which would cause the carrying amount to exceed the recoverable amount for the Australian CGU. Management is satisfied that any reasonably likely changes in the key assumptions would not cause the carrying value of the Australian CGU to materially exceed its recoverable amount.

Brand names

Brand names are tested for impairment on an individual basis annually and more frequently if events or changes in circumstances indicate that they might be impaired. The recoverable amount of a brand name is determined based on the higher of value-in-use or fair value less costs to sell calculations.

The value-in-use calculations are prepared using a discounted cash flow analysis of the future net contribution expected to be generated by the brand, which is based on financial budgets/forecasts covering a one year period. Cash flows beyond the projected period are extrapolated using estimated growth rates. In performing the value-in-use calculations the Group has applied a post-tax discount rate to discount the forecast future attributable post-tax cash flows.

The assumptions used in the value-in-use calculations, for all brand names tested using this method, are set out below.

	2019	2018
Estimated growth rates	**1.0% - 15.0%**	1.0% - 5.0%
Post-tax discount rates	**10.0%**	10.0%
Pre-tax discount rate equivalents	**13.7%**	13.7%

At 30 June 2019, the total carrying value of brand names tested using the value-in-use method was $56,827,000 (2018: $56,827,000). The value-in-use calculations for these brand names exceeded their carrying values.

Impact of possible changes in key assumptions

If the year one projected sales by brand were 10.0% below the current estimates used in the value-in-use calculations, a brand name impairment charge of $4,368,000 would arise.

If the year one contribution margin percentages were 2.0% below the current estimates used in the value-in-use calculations, a brand name impairment charge of $1,479,000 would arise.

If the terminal year growth rates used in the value-in-use calculations were to be 1.0% lower than management's estimates, a brand name impairment of $248,000 would arise.

16. DEFERRED TAX ASSETS

	2019 $'000	2018 $'000
The balance comprises temporary differences attributable to:		
Employee benefits	**1,416**	1,459
Depreciation	**657**	761
Other	**455**	735
Total temporary differences	**2,528**	2,955
Set-off of deferred tax liabilities pursuant to set-off provisions (Note 21)	**(2,442)**	(2,755)
Net deferred tax assets	**86**	200

Movements

	Cash Flow Hedges $'000	Employee Benefits $'000	Depreciation $'000	Other $'000	Total $'000
Opening balance at 1 July 2017	770	1,655	886	1,361	**4,672**
Charged to profit or loss (Note 6)	–	78	71	175	**324**
Charged to equity	(770)	–	–	2	**(768)**
Transfer on Disposal of business (Note 13)	–	(200)	–	(803)	**(1,003)**
Amortisation of transaction costs on share issues	–	–	–	(10)	**(10)**
Under/(over) provision in prior years	–	(73)	(196)	(2)	**(271)**
Foreign currency exchange differences	–	(1)	–	12	**11**
Closing balance at 30 June 2018	**–**	**1,459**	**761**	**735**	**2,955**
Charged to profit or loss (Note 6)	**–**	**27**	**(67)**	**(424)**	**(464)**
Charged to equity	**–**	**–**	**–**	**4**	**4**
Amortisation of transaction costs on share issues	**–**	**–**	**–**	**(8)**	**(8)**
Under/(over) provision in prior years	**–**	**(69)**	**(37)**	**126**	**20**
Foreign currency exchange differences	**–**	**(1)**	**–**	**22**	**21**
Closing balance at 30 June 2019	**–**	**1,416**	**657**	**455**	**2,528**

	2019 $'000	2018 $'000
Deferred tax assets to be recovered within 12 months	**1,660**	1,905
Deferred tax assets to be recovered after more than 12 months	**868**	1,050
Total deferred tax assets	**2,528**	2,955

17. INVESTMENT IN JOINT VENTURES

a) Formation of the Kotia joint venture

On 21 November 2018, the Group announced a joint venture with New Zealand Deer Cosmetics Ltd (NZDC), a privately owned New Zealand company, to create a unique market offering as the world's first cosmetic range formulated with pure New Zealand deer milk, under the new brand "Kotia".

On 17 December 2018, NZDC transferred its business in New Zealand into a new venture, Kotia Limited (Kotia). NZDC then sold 51% of this new venture to the Group. The consideration for this holding was determined in part through an initial investment of $2.3 million in Kotia Limited, comprising direct equity and a loan to the joint venture.

Under the terms of the agreement the parties entered into the following put and call options:

- The Group has the option to call an additional 44% of the shares owned by NZDC; and
- NZDC has the option to put its 49% interest in Kotia to the Group.

Please refer to the 31 December 2018 4D half year financial report for further details.

17. INVESTMENT IN JOINT VENTURES CONTINUED

b) Formation of the Sugarbaby joint venture

On 9 May 2019, the Group announced a joint venture with Sugarbaby International Pty Ltd (SIPL), a privately owned Australian company, to create a unique and strengthened offering in the millennial beauty seekers segment of the market, under the brand "Sugarbaby".

On 8 May 2019, SIPL transferred its business, including cosmetics, tanning and skin care products traded under the "Sugarbaby" brand, in Australia into a new venture, Sugarbaby & Co Pty Ltd ("Sugarbaby"). SIPL then sold 51% of this new venture to the Group. The consideration for this holding was determined through an initial investment of 51 cents in Sugarbaby, comprising direct equity.

The new venture is deemed to represent a joint venture on the basis that the unanimous consent of both shareholders is required for several key decisions. Consequently, the Group does not consolidate the results of this joint venture, rather it equity-accounts for its share of the joint venture's profit or loss and movements in other comprehensive income. Any dividends received from the joint venture in future periods will be recognised as dividend income and a reduction in the carrying amount of the Group's investment in this entity.

c) Interest in joint ventures

The following tables summarise financial information of the equity accounted investees.

Name of entity	Place of business / country of incorporation	% of ownership interest 30 June 2019	Nature of relationship	Measurement method	Quoted fair value 30 June 2019 $'000	Carrying amount 30 June 2019 $'000
Kotia Limited	New Zealand	51	Joint Venture	Equity method	—[1]	703
Sugarbaby & Co Pty Ltd	Australia	51	Joint Venture	Equity method	—[1]	13

1. Private entity – no quoted price available.

The new ventures are deemed to represent a joint venture on the basis that the unanimous consent of both shareholders is required for several key decisions. Consequently, the Group does not consolidate the results of the joint ventures, rather it equity-accounts for its share of the joint ventures' profit or loss and movements in other comprehensive income.

Movements in carrying amount of equity accounted investments

	2019 $'000	2018 $'000
Opening balance	–	–
Acquisition of investment in joint ventures	1,195	–
Share of joint ventures' net profit / (loss)	(479)	–
Dividends	–	–
Carrying amount of equity accounted investments	716	–

Share of joint ventures' statement of financial position

	2019 $'000	2018 $'000
Current assets	843	–
Non-current assets	2,795	–
Total assets	3,638	–
Current liabilities	(1,963)	–
Non-current liabilities	(833)	–
Total liabilities	(2,796)	–
Net assets	842	–

d) Loan receivable from joint ventures

As at 30 June 2019, the shareholder loan from the Group to Kotia amounts to $1,569,828. The purpose of this shareholder loan is to fund the acquisition of the intangible assets and the working capital of the joint venture. This shareholder loan bears interest of 6% per annum. The loan is not expected to be repaid within 12 months.

18. TRADE AND OTHER PAYABLES

	2019 $'000	2018 $'000
Trade payables	**17,445**	16,326
Customer contract liabilities	**9,908**	—
Other payables	**4,866**	11,632
Total trade and other payables	**32,219**	27,958

19. BORROWINGS

	2019 $'000	2018 $'000
Bank loans – secured	**1,667**	18,000
Other borrowings	**—**	454
Total current borrowings	**1,667**	18,454
Bank loan – secured	**16,333**	—
Debt issue costs	**(64)**	—
Total non-current borrowings	**16,269**	—
Total borrowings	**17,936**	18,454

	2019 $'000	2018 $'000
Interest income from continuing operations		
Interest income	**70**	2
Borrowing costs from continuing operations		
Borrowing costs	**(933)**	(2,307)
Amortisation of refinancing costs	**(23)**	(220)
Hedging ineffectiveness due to extinguishment of interest rate swaps	**—**	(497)
Cost associated with buy back of bonds	**—**	(932)
Total borrowing costs	**(956)**	(3,956)
Net borrowing costs	**(886)**	(3,954)

The Group's new facility is denominated in Australian dollars and the facility limit is $46,900,000 (2018: $38,500,000). Drawings under this facility are required to be backed by eligible trade debtor and inventory assets. As at 30 June 2019, the Group was compliant with its debt covenants.

Under the terms of the new borrowing facilities, the Group is required to comply with the following key financial covenants:

- The total leverage ratio must not exceed 2.25 times on the secured bank facility;
- The Debt Service cover ratio must not be less than 3.50 times; and
- Total Shareholder funds must not be less than $65,000,000.

In the prior financial year, the Group completed a buyback of $10,000,000 unsecured variable rate corporate bonds and $15,000,000 unsecured fixed rate corporate bonds. The buyback consideration was $25,600,000 for face value of $25,000,000. Refer to Note 3 Significant Items for further details.

Security for borrowings

The Group provides security to its bankers to secure the two year revolving working capital facility and bank overdraft. The security provided also secures letters of credit provided by the Group's bankers to overseas banks to support bank overdraft and loan facilities of controlled entities.

The Group facilities are secured by the following:

- Fixed and floating charges over the assets of the parent and certain controlled entities;
- Mortgages over shares held in certain controlled entities; and
- Cross guarantees and indemnities provided by the parent entity and certain controlled entities.

19. BORROWINGS CONTINUED

Assets pledged as security

	2019 $'000	2018 $'000
Fixed charge		
Property, plant and equipment	**5,824**	3,176
Intangible assets	**72,489**	72,883
Total non-current assets pledged as security	**78,313**	76,059
The following current assets are also pledged as security:		
Fixed charge		
Receivables	**28,162**	26,329
Floating charge		
Cash	**8,718**	7,501
Inventories	**35,641**	37,664
Receivables	**1,510**	1,666
Total current assets pledged as security	**74,031**	73,160
Total assets pledged as security	**152,344**	149,219

20. PROVISIONS

	2019 $'000	2018 $'000
Provisions - current		
Employee entitlements	**4,678**	4,555
Restructure	**—**	380
Employee incentives	**1,320**	1,740
Other	**100**	353
Total current provisions	**6,098**	7,028
Provisions – non-current		
Employee entitlements	**709**	743

a) Employee entitlements

Amounts reflect employees' entitlement to take accrued annual leave and long service leave during the next 12 months. Based on past experience, the Group expects that approximately 32% of the current balance will be taken or paid within the next 12 months.

The non-current provision for employee entitlements relates to the Group's liability for long service leave.

b) Restructure

During the prior year, the Group conducted a restructuring program to continue to align the Group's structure with the current strategy and environment. After the restructuring was formally announced to the employees prior to the end of the year, a provision was raised for the restructuring activities and completed in 2019.

c) Employee incentives

Amounts reflect incentive payments to employees on the basis that certain criteria were fulfilled during the financial year.

Movement in provisions

Movements in each class of provision during the financial year, other than employee entitlements, are set out below:

	Restructure $'000	Employee Incentives $'000	Other $'000
Carrying amount at 1 July 2018	**380**	**1,740**	**353**
Additional provisions charged to profit or loss	**—**	**1,670**	**—**
Unused amounts reversed to profit or loss	**(380)**	**—**	**(254)**
Payments	**—**	**(2,090)**	**—**
Foreign currency exchange differences	**—**	**—**	**1**
Carrying amount at 30 June 2019	**—**	**1,320**	**100**

21. DEFERRED TAX LIABILITIES

The balance comprises temporary differences attributable to:

	2019 $'000	2018 $'000
Brand names	**11,052**	11,067
Cash flow hedges	**166**	450
Other	**37**	18
Total temporary differences	**11,255**	11,535
Set-off of deferred tax asset pursuant to set-off provisions (Note 16)	**(2,442)**	(2,755)
Net deferred tax liabilities	**8,813**	8,780
Deferred tax liabilities to be settled within 12 months	**191**	441
Deferred tax liabilities to be settled after more than 12 months	**11,064**	11,094
Total temporary differences	**11,255**	11,535

Movements

	Brand names $'000	Cash Flow Hedges $'000	Other $'000	Total $'000
Consolidated				
Closing balance at 30 June 2017	12,732	–	54	12,786
(Credited) to profit or loss (Note 6)	–	(188)	(42)	(230)
Transfer on Disposal of business (Note 13)	(1,665)	–	–	(1,665)
Charged to Equity	–	638	–	638
Foreign exchange	–	–	6	6
Closing balance at 30 June 2018	**11,067**	**450**	**18**	**11,535**
(Credited) to profit or loss (Note 6)	**–**	**44**	**636**	**680**
Charged to Equity	**–**	**(328)**	**–**	**(328)**
Under provision in prior years	**(15)**	**–**	**(615)**	**(630)**
Foreign exchange	**–**	**–**	**(2)**	**(2)**
Closing balance at 30 June 2019	**11,052**	**166**	**37**	**11,255**

22. CONTRIBUTED EQUITY

	2019 $'000	2018 $'000
Issued and paid up capital:		
106,329,245 (June 2018: 104,771,194) ordinary shares – fully paid	**157,751**	155,882

Movements in ordinary share capital

Date	Details	Number of Shares	Price $	$'000
1 July 2017	**Opening Balance**	**103,951,015**		**154,790**
	Shares issued – Dividend Reinvestment Plan (DRP) for 30 June 2017 final dividend	165,622	1.39	231
	Shares issued – DRP for 31 December 2017 interim dividend	654,557	1.32	866
	Transaction costs associated with share issues			(7)
	Tax effect of share issue transaction costs recognised directly in equity			2
30 June 2018	**Closing Balance**	**104,771,194**		**155,882**
	Shares issued – DRP for 30 June 2018 final dividend	**368,884**	**1.52**	**560**
	Shares issued – DRP for 31 December 2018 interim dividend	**1,189,167**	**1.11**	**1,319**
	Transaction costs associated with share issues			**(14)**
	Tax effect of share issue transaction costs recognised directly in equity			**4**
30 June 2019	**Closing Balance**	**106,329,245**		**157,751**

22. CONTRIBUTED EQUITY CONTINUED

Ordinary shares

Ordinary shares entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Options and Performance Rights

Information relating to the Group's employee Performance Rights and options plans, including details of Performance Rights issued and outstanding at the end of the year, is set out in the Remuneration Report within the Directors' Report and within Note 24.

Capital risk management

One of the Group's key objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

One measure the Group uses to assess its capital structure is its gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash assets. Total capital is calculated as net debt plus total equity.

	2019 $'000	2018 $'000
Total borrowings (Note 19)	**17,936**	18,454
Less: Cash assets (Note 8)	**(10,472)**	(8,607)
Net debt	**7,464**	9,847
Total equity	**96,528**	90,020
Total capital	**103,992**	99,867
Gearing ratio	**7.2%**	9.9%

23. RESERVES AND ACCUMULATED LOSSES

a) Reserves

	2019 $'000	2018 $'000
Hedging reserve – cash flow hedges	**508**	1,318
Share-based payments reserve	**2,180**	2,014
Foreign currency translation reserve	**1,986**	1,496
Total reserves	**4,674**	4,828
Cash flow hedge reserve		
Balance 1 July	**1,318**	(1,602)
Revaluation – gross	**722**	1,723
Deferred tax (Note 16, 21)	**(212)**	(515)
Transfer to cost of sales – gross	**(1,860)**	2,287
Deferred tax (Note 16, 21)	**540**	(686)
Transfer to finance costs – gross	**–**	688
Deferred tax (Note 16, 21)	**–**	(207)
Reclassification to profit or loss - gross	**–**	(529)
Tax expense	**–**	159
Total cash flow hedge reserve	**508**	1,318
Share-based payments reserve		
Balance 1 July	**2,014**	1,734
Share-based payments (Note 24 (a))	**(39)**	260
Employee share scheme (Note 24 (a))	**205**	20
Total share-based payments reserve	**2,180**	2,014
Foreign currency translation reserve		
Balance 1 July	**1,496**	1,104
Currency translation differences arising during the year	**490**	392
Total foreign currency translation reserve	**1,986**	1,496

23. RESERVES AND ACCUMULATED LOSSES CONTINUED

b) Accumulated losses

	2019 $'000	2018 $'000
Balance 1 July	**(70,690)**	(67,540)
Profit/(Loss) after tax	**13,721**	5,176
Dividends provided for or paid	**(8,928)**	(8,326)
Total accumulated losses	**(65,897)**	(70,690)

c) Nature and purpose of reserves

Cash flow hedge reserve

The hedging reserve is used to record gains or losses on hedging instruments in cash flow hedges that are recognised in other comprehensive income as described in Note 1(p). Amounts are subsequently either transferred to the initial cost of inventory or reclassified to profit or loss as appropriate.

Share-based payments reserve

The share-based payments reserve is used to recognise the fair value of Performance Rights issued at grant date but not exercised or cancelled and shares estimated to be issued under the employee share scheme.

Foreign currency translation reserve

Exchange differences arising on translation of foreign controlled entities are taken to the foreign currency translation reserve, as described in Note 1(e). The reserve is recognised in profit or loss when the net investment is disposed of.

24. SHARE-BASED PAYMENTS

a) Employee Performance Rights Plan

Long-term incentives are provided to executives to align this element of compensation with the objective of improving long-term shareholder returns. During the current year the Group continued with its Performance Rights plan (the McPherson's Limited Performance Rights Plan) to provide long-term incentives to executives. Under this plan, participants are granted Performance Rights which only vest if certain performance conditions (relating to compound annual growth in earnings per share and total shareholder return) are met and the executive is still employed by the Group at the end of the vesting period, or where not employed at the end of the vesting period is deemed to be a "good leaver" by the Board. Participation in the plan is at the discretion of the Nomination and Remuneration Committee and no individual has a contractual right to receive any guaranteed benefits. The maximum LTI opportunity for the Managing Director is $1 million per annum and for other senior executives in 2019 is either 30% or 40% of fixed remuneration.

Each Performance Right carries an entitlement to acquire one ordinary share in the Company for no consideration subject to the satisfaction of the vesting conditions which are based on performance and time related conditions. The Performance Rights carry no dividend or voting rights.

Approval for the issue of Performance Rights granted to the Managing Director for the years from 2016 to 2019 was obtained under ASX Listing Rule 10.14 at the Company's 2016 Annual General Meeting.

24. SHARE-BASED PAYMENTS CONTINUED

The number of Rights that will vest will be determined proportionately on a straight line basis as follows:

Type of Rights	KMP	Year of Grant	Vesting Hurdles	Vesting Period
Commencement Rights	Managing Director	2017	To continue to be the Managing Director of the Company until 1 November 2019	3 years
High Level Performance Rights (HLP) and Performance Rights	HLP – Managing Director Performance Rights – Chief Financial Officer (and Company Secretary) and International Sales Director	2017	Zero Rights vesting at +3.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +8.0% (or higher) Underlying EPS CAGR	3 years
		2018	Zero Rights vesting at +5.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
HLP	Managing Director	2019	Zero Rights vesting at +5.0% (or less) Underlying EPS CAGR, to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
Performance Rights	Chief Financial Officer (and Company Secretary) and International Sales Director	2019	**First 50% of Rights** Zero Rights vesting at +5.0% Underlying EPS CAGR (or less), to 100% of Rights vesting at +10.0% (or higher) Underlying EPS CAGR	3 years
			Remaining 50% of Rights 25% of Rights vesting at +10.0% TSR CAGR (at least), to 100% of Rights vesting at +15.0% (or higher) TSR CAGR	3 years
Exceptional Level Performance Rights (ELP)	Managing Director	2017 & 2018	25% of Rights vesting at +15.0% TSR CAGR (at least), to 100% of Rights vesting at +25.0% TSR CAGR (or higher)	4 years
		2019	25% of Rights vesting at +15.0% TSR CAGR (at least), to 100% of Rights vesting at +20.0% TSR CAGR (or higher)	4 years

Set out below is a summary of rights granted under the plan:

	2019		2018	
	Average fair value at grant date	Number of rights	Average fair value at grant date	Number of rights
As at 1 July	**$0.88**	**3,255,000**	$0.76	2,571,000
Granted during the year	**$0.82**	**1,094,000**	$0.94	965,000
Lapsed during the year		**(925,000)**		(281,000)
As at 30 June	**$1.09**	**3,424,000**	$0.88	3,255,000
Vested and exercisable	**–**	**–**	–	–

Performance Rights outstanding at the end of the year have the following expiry dates:

		Number of rights	
Grant date	Vesting date	30 June 2019	30 June 2018
27 October 2015	18 September 2018	**–**	874,000
22 September 2016	25 September 2019	**194,000**	245,000
21 November 2016	25 September 2019	**581,000**	581,000
21 November 2016	25 September 2020	**590,000**	590,000
21 September 2017	22 September 2020	**294,000**	294,000
21 September 2017	22 September 2020	**235,000**	235,000
21 September 2017	22 September 2021	**436,000**	436,000
25 September 2018	25 September 2021	**696,000**	–
25 September 2018	25 September 2022	**398,000**	–
Total		**3,424,000**	3,255,000

The number of Performance Rights granted in September 2016 decreased following the departure of a senior leadership team member in 2019.

24. SHARE-BASED PAYMENTS CONTINUED

The fair value of the Performance Rights issued were valued as follows:

Performance Rights	Fair value
Commencement Rights and HLP	Independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the commencement date or grant date less the present value of expected dividends forgone prior to vesting
ELP	Independently valued at grant date using the assumptions underlying the Black-Scholes methodology to produce a simulation model which allows for the incorporation of the Total Shareholder Return (TSR) hurdle that must be met before these rights vest Consequently, in addition to being sensitive to the dividend yield, the ELP Rights are also sensitive to market volatility and the initial TSR, with the risk free rate as a further valuation input
Other Performance Rights	**Financial year of grant before 2019** Independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the grant date less the present value of expected dividends forgone prior to vesting **Financial year of grant 2019** EPS CAGR element independently valued at grant date, applying a discounted cash flow methodology, using the market price of the related shares at the grant date less the present value of expected dividends forgone prior to vesting TSR CAGR element independently valued at grant date using the assumptions underlying the Black-Scholes methodology to produce a simulation model which allows for the incorporation of the Total Shareholder Return (TSR) hurdle that must be met before these rights vest. Consequently, in addition to being sensitive to the dividend yield, the Performance Rights are also sensitive to market volatility and the initial TSR, with the risk free rate as a further valuation input

b) Employee share scheme

In the prior year, a scheme under which shares may be issued by the company to employees for no cash consideration was approved by the Board of Directors. This scheme was introduced to improve employee engagement, reward our employees for service and provide employees with an ownership interest in the company, thereby improving the alignment of investor and employee objectives. All employees, excluding the Managing Director and other members of the Senior Leadership Team who are entitled to a long term incentive, who have been continuously employed by the group for a period of at least one year are eligible to participate in the scheme at the discretion of the Board of Directors. Employees may elect not to participate in the scheme.

Under the scheme, eligible employees may be granted up to $1,000 worth of fully paid ordinary shares in the Group annually for no cash consideration. The shares granted in 2018 vested on 31 July 2019 provided the employee remains employed by the Group. The number of shares issued to participants in the scheme is the offer amount divided by the weighted average price at which the company's shares are traded on the Australian Stock Exchange during the week ending the day before the date of issue on 31 July 2019.

Applications under the scheme are accepted at the discretion of the Board of Directors. Shares issued under the scheme may not be sold until the earlier of three years after issue or cessation of employment. In all other respects the shares rank equally with other fully-paid ordinary shares on issue. The Board of Directors has determined that the scheme will be continued in 2020 on the same basis as outlined above.

	2019
Number of shares issued on 31 July 2019 under the plan to participating employees	**120,771**

The number of shares issued to participants on 31 July 2019 was calculated based on the $1,000 offer amount divided by the weighted average price of $1.763 at which the company's shares were traded on the Australian Stock Exchange during the week ending the day before the date of issue on 31 July 2019.

c) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	2019 $'000	2018 $'000
Performance Rights issued under the employee Performance Rights plan	**(39)**	260
Shares estimated to be issued under employee share scheme	**205**	20
	166	280

25. CONTRACTUAL COMMITMENTS FOR EXPENDITURE

a) Capital commitments

Aggregate capital expenditure contracted for at balance date, but not provided for in the accounts, due:

	2019 $'000	2018 $'000
Not later than one year	**448**	494

The Group primarily leases offices, warehouses, motor vehicles and equipment under non-cancellable leases expiring within one to seven years. The leases have varying terms and renewal rights. On renewal, the terms are renegotiated.

b) Operating leases

Aggregate amount of non-cancellable operating leases contracted for at balance date, but not provided for in the accounts, due:

	2019 $'000	2018 $'000
Not later than one year	**4,713**	5,085
Later than one year but not later than five years	**8,876**	12,278
Later than five years	**—**	—
Total non-cancellable operating leases	**13,589**	17,363

26. CONTINGENT LIABILITIES

From time to time, the Group is subject to claims and litigations during the normal course of business. The Board has given consideration to such matters, which are or may be subject to litigation at year end and, subject to specific provisions raised, is of the opinion that no material liability exists.

27. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2019 $	2018 $
a) PricewaterhouseCoopers Australia		
i) Audit and other assurance services		
Audit and review of financial statements	**327,600**	409,300
Total remuneration for audit and other assurance services	**327,600**	409,300
ii) Other services		
Information and communications technology (ICT) review	**—**	85,000
Total remuneration for other services	**—**	85,000
Total remuneration of PricewaterhouseCoopers Australia	**327,600**	494,300
b) Network firms of PricewaterhouseCoopers Australia		
i) Audit and other assurance services		
Audit and review of financial statements	**—**	21,563
Total remuneration for audit and other assurance services	**—**	21,563
Total remuneration of network firms of PricewaterhouseCoopers Australia	**327,600**	515,863
c) Non PricewaterhouseCoopers audit firms		
i) Audit and other assurance services		
Audit and review of financial statements	**30,211**	31,484
Total remuneration of non-PricewaterhouseCoopers audit firms	**30,211**	31,484
Total remuneration of auditors	**357,811**	547,347

28. EARNINGS PER SHARE

	2019 Cents	2018 Cents
Basic earnings per share	**13.0**	5.0
Diluted earnings per share	**13.0**	5.0
Basic earnings per share excluding significant items	**13.0**	13.5
Basic earnings per share from continuing operations	**13.0**	10.9
Diluted earnings per share from continuing operations	**13.0**	10.9
Basic earnings per share from continuing operations excluding significant items	**13.0**	12.4

Reconciliation of earnings used in calculating earnings per share

	2019 $'000	2018 $'000
Basic and diluted earnings per share		
Profit for the period (excluding significant items)	**13,721**	14,018
Significant items, net of tax (Note 3)	–	(8,842)
Profit for the period	**13,721**	5,176
Basic and diluted earnings per share		
Profit for the period from continuing operations (excluding significant items)	**13,721**	12,944
Significant items from continuing operations, net of tax (Note 3)	–	(1,585)
Profit for the period from continuing operations	**13,721**	11,359

Weighted average number of shares used as the denominator

	2019 Number	2018 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**105,356,954**	104,245,147
Adjustments for calculation of diluted earnings per share:		
Commencement rights granted to the Managing Director	**248,991**	188,693
Shares issued under the employee share scheme are dilutive and therefore are included in the calculation of diluted earnings per share	**120,771**	799
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**105,726,716**	104,434,639

Information concerning the classification of securities

Performance Rights

Performance Rights granted to employees are considered to be potential ordinary shares and are included in the determination of diluted earnings per share to the extent to which they are dilutive. The Performance Rights have not been included in the determination of basic earnings per share.

Except for the Commencement rights granted to the Managing Director, the remaining outstanding Performance Rights are not included in the calculation of diluted earnings per share because they are not dilutive for the years ended 30 June 2019 and 2018. These Performance Rights could potentially dilute basic earnings per share in the future.

Employee share scheme

The shares estimated to be issued under employee share scheme are dilutive and therefore are included in the calculation of diluted earnings per share for the year ended 30 June 2019 and 30 June 2018.

29. PARTICULARS IN RELATION TO CONTROLLED ENTITIES

	Country of Incorporation
McPherson's Limited	Australia
Controlled entities of McPherson's Limited	
Domenica Pty Ltd [1]	Australia
McPherson's Consumer Products (NZ) Limited	New Zealand
McPherson's Consumer Products Pty Ltd [1]	Australia
A.C.N. 137 363 038 PTY LTD	Australia
Electrical Distributors Australia Pty Ltd	Australia
Electrical Distributors Repairs Servicing Pty Ltd	Australia
Euromaid Cooking Appliances NZ Limited	New Zealand
Integrated Appliances Group Pty Ltd	Australia
A.C.N. 127 192 223 PTY LTD	Australia
McPherson's Consumer Products Pte Ltd	Singapore
Multix Pty Ltd [1]	Australia
McPherson's America Inc.	USA
McPherson's Publishing Inc (deregistered on 20 June 2019)	USA
Regent Sheffield Ltd	USA
McPherson's Hong Kong Limited	Hong Kong
McPherson's Consumer Products (HK) Limited	Hong Kong
Cork International Far East Limited	Hong Kong
McPherson's (UK) Limited	United Kingdom
A.C.N. 082 110 101 Pty Ltd	Australia
McPherson's (Shanghai) Co.,Ltd.	China

1. These subsidiaries have been granted relief from the necessity to prepare financial reports in accordance with ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 issued by the Australian Securities and Investments Commission. For further information refer to Note 34.

All investments represent 100% ownership interest unless otherwise stated.

30. RELATED PARTIES

Directors

Details relating to the insurance of Directors are included in the Directors' Report. Ms. A.M. Lacaze's remuneration fees were paid via a related party, Morgan Consulting Pty Limited.

Controlled entities

Transactions between McPherson's Limited and its controlled entities in the Group during the year consisted of:

- Amounts advanced to and by McPherson's Limited
- Amounts repaid to McPherson's Limited
- Amounts borrowed by McPherson's Limited
- Payment and receipt of interest on certain advances at prevailing rates
- Payment of dividends to McPherson's Limited
- Purchase and sale of goods
- Receipt and payment of tax, rent, management and license fees

Refer to the Remuneration Report within the Directors' Report for information relating to key management personnel disclosures.

Transactions with other related parties

On 28 February 2019, McPherson's entered into a Subscription Deed and an Issuer Deed Poll with Aware Environmental Limited for the issuance of 3,000,000 convertible notes to McPherson's at $1.00 subscription price each. Mr. Geoffrey Pearce is a Director and a significant shareholder of Aware Environmental Limited. The transaction was conducted on normal commercial arm's length terms, and entered into in order to provide a more robust, preferential and reliable basis of product supply to McPherson's and at lower cost.

Terms and conditions

Sale of goods, administration recharges and interest charges are on an arm's length basis. Other transactions are transacted between the parties at cost. Receivable amounts outstanding, other than loans, are repayable in cash and are due to be settled within two months of balance date. Outstanding loans are unsecured and do not have a specified repayment date.

31. DEED OF CROSS GUARANTEE

McPherson's Limited, and the following controlled entities, are parties to a Deed of Cross Guarantee under which each company guarantees the debts of the others:

– McPherson's Consumer Products Pty Ltd

By entering into the Deed, the wholly-owned entities have been relieved from the requirement to prepare a Financial Report and Directors' Report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 issued by the Australian Securities and Investment Commission.

The following controlled entities were revoked from the Deed of Cross Guarantee on 8 April 2019:

– Multix Pty Ltd

– Domenica Pty Ltd

– A.C.N. 137 363 038 PTY LTD

– Electrical Distributors Australia Pty Ltd

– Electrical Distributors Repairs Servicing Pty Ltd

– Integrated Appliances Group Pty Ltd

– A.C.N. 127 192 223 PTY LTD

a) Condensed consolidated income statement and a summary of movements in consolidated retained profits

Set out below is a consolidated income statement and a summary of movements in consolidated retained profits for the year ended 30 June 2019 of the parties to the Deed of Cross Guarantee.

	2019 $'000	2018 $'000
Income statement		
Revenue	**193,228**	241,529
Other income	**1,149**	2,190
Expenses	**(175,041)**	(230,722)
Finance costs	**(956)**	(2,695)
Profit before income tax	**18,380**	10,302
Income tax expense	**(4,383)**	(5,747)
Profit for the year	**13,997**	4,555
Summary of movements in consolidated retained profits		
Accumulated losses at beginning of the financial year	**(33,369)**	(74,495)
Profit after income tax for the year	**13,997**	4,555
Dividends provided for or paid	**8,928**	(8,326)
Accumulated losses at the end of the financial year	**(10,444)**	(78,266)

31. DEED OF CROSS GUARANTEE CONTINUED

b) Balance sheet

Set out below is a consolidated balance sheet as at 30 June 2019 of the parties to the Deed of Cross Guarantee.

	2019 $'000	2018 $'000
Current assets		
Cash and cash equivalents	**8,235**	6,500
Trade and other receivables	**28,152**	26,429
Inventories	**33,393**	35,867
Derivative financial instruments	**788**	1,501
Total current assets	**70,568**	70,297
Non-current assets		
Other financial assets	**4,504**	20,776
Property, plant and equipment	**5,572**	2,805
Intangible assets	**72,898**	73,900
Investments	**83,511**	—
Total non-current assets	**166,485**	97,481
Total assets	**237,053**	167,778
Current liabilities		
Trade and other payables	**51,408**	35,190
Borrowings	**1,667**	18,454
Derivative financial instruments	**234**	—
Provisions	**5,363**	6,385
Current tax liabilities	**2,573**	2,563
Total current liabilities	**61,245**	62,592
Non-current liabilities		
Payables	**—**	14,147
Borrowings	**16,269**	—
Derivative financial instruments	**—**	—
Provisions	**706**	616
Deferred tax liabilities	**8,847**	9,533
Total non-current liabilities	**25,822**	24,296
Total liabilities	**87,067**	86,888
Net assets	**149,986**	80,890
Equity		
Contributed equity	**157,751**	155,882
Reserves	**2,679**	3,274
Accumulated losses	**(10,444)**	(78,266)
Total equity	**149,986**	80,890

32. NOTES TO THE STATEMENT OF CASH FLOWS

a) Reconciliation of net cash provided by operating activities to operating profit after income tax:

	2019 $'000	2018 $'000
Profit after income tax	**13,721**	5,176
Impairment of goodwill	–	6,444
Loss on divestment	–	259
Tax asset write-off New Zealand and UK	–	303
Depreciation	**1,475**	2,040
Amortisation of other intangibles	**653**	822
Accelerated transaction cost at inception on bonds buy back	–	240
Loss/(Gain) on disposal of property, plant and equipment	–	5
Share-based payments expense	**173**	280
Changes in operating assets and liabilities, excluding the effects from purchase or disposal of business assets:		
Increase / (decrease) in payables	**4,230**	(19,278)
(Decrease) / increase in other provisions	**(635)**	494
(Decrease) in employee entitlements	**(372)**	(394)
Increase in net tax liabilities	**196**	93
(Increase) / decrease in receivables	**(1,057)**	9,945
Decrease in inventories	**1,394**	463
Net cash inflows from operating activities	**19,778**	6,892

b) Non-cash investing and financing activities

	2019 $'000	2018 $'000
Shares issued under Dividend Reinvestment Plan (Note 22)	**1,879**	1,097

c) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	2019 $'000	2018 $'000
Cash and cash equivalents	**10,472**	8,607
Borrowings repayable within one year (including overdraft)	**(1,667)**	(18,454)
Borrowings repayable after one year	**(16,269)**	–
Net debt	**(7,464)**	(9,847)
Cash and cash equivalents	**10,472**	8,607
Gross debt at fixed interest rates	–	(454)
Gross debt at variable interest rates	**(17,936)**	(18,000)
Net debt	**(7,464)**	(9,847)

		Liabilities from financing activities		
	Cash and cash equivalents $'000	Borrowings due within 1 year $'000	Borrowings due after 1 year $'000	**Total $'000**
Net debt as at 1 July 2018	8,607	(18,454)	–	**(9,847)**
Cash flows	1,750	518	–	**2,268**
Foreign exchange adjustment	115	–	–	**115**
Other non-cash movements	–	16,269	(16,269)	**–**
Net debt as at 30 June 2019	**10,472**	**(1,667)**	**(16,269)**	**(7,464)**

33. EVENTS OCCURRING AFTER BALANCE DATE

On 23 July 2019, the Group announced the creation of the Soulful joint venture, which is McPherson's first entry into the Health & Wellness segments. The Soulful product range currently includes Dried Fruit snacks, an Infused Honey range, and Student, Pregnancy and Adult milk powder which are significant international segments. Under the terms of the agreement, McPherson's acquires a 51% interest in the venture company in exchange of $1.2 million cash consideration, and holds a call option for the remaining 49% holding.

No other matter or circumstance, other than what has been noted above, has arisen since 30 June 2019 that has significantly affected the Group's operations, results or state of affairs, or may do so in future financial years.

34. PARENT ENTITY FINANCIAL INFORMATION

a) Summary financial information

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

	2019 $'000	2018 $'000
Balance Sheet		
Current assets	**4,681**	3,426
Total assets	**194,388**	190,386
Current liabilities	**113,298**	117,867
Total liabilities	**131,074**	131,110
Shareholders' equity		
Issued capital	**157,751**	155,882
Cash flow hedge reserve	**499**	1,261
Share-based payments reserve	**2,180**	2,013
Accumulated losses – 2016 reserve	**(104,793)**	(104,793)
Retained earnings – 2017/2018/2019 reserves	**7,443**	4,913
	63,080	59,276
Profit for the period	**11,778**	10,356
Total comprehensive income	**11,016**	13,195

b) Contingent liabilities and guarantees

The parent entity has guaranteed the repayment of borrowings of certain controlled entities.

The cross guarantee given by those entities listed in Note 31 may give rise to liabilities in the parent entity if the subsidiaries do not meet their obligations under the terms of the overdrafts, loans, leases, or other liabilities subject to the guarantee.

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 31 August 2019.

Share capital

As at 31 August 2019 the ordinary share capital in the Company was held by the following number of shareholders:

Range	Total holders
1 – 1,000	1,699
1,001 – 5,000	1,363
5,001 – 10,000	616
10,001 – 100,000	957
100,001 and over	83
Total	**4,718**
Holding less than a marketable parcel	466

Voting rights

Each ordinary share on issue entitles the holder to one vote. Performance Rights have no voting rights.

20 largest shareholders as at 31 August 2019

		Number of shares	%
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	18,447,529	17.33
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	15,013,686	14.10
3	CITICORP NOMINEES PTY LIMITED	7,349,180	6.90
4	NATIONAL NOMINEES LIMITED	3,387,830	3.18
5	UBS NOMINEES PTY LTD	2,066,377	1.94
6	B & R JAMES INVESTMENTS PTY LIMITED <JAMES SUPERANNUATION A/C>	1,500,000	1.41
7	P & M MAGUIRE SUPER PTY LTD <P & M MAGUIRE S/F A/C>	1,203,000	1.13
8	NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	1,167,467	1.10
9	MR PAUL JOHN MAGUIRE	1,000,000	0.94
10	EST MR DAVID MADDEN	925,000	0.87
11	MR JOHN GASSNER + MR NATHAN ROTHCHILD	762,501	0.72
12	MR KENNETH JOSEPH HALL <HALL PARK A/C>	710,451	0.67
13	EGEA PTY LTD	570,239	0.54
14	AUST EXECUTOR TRUSTEES LTD <FLANNERY FOUNDATION>	565,192	0.53
15	JAMPLAT PTY LTD	450,000	0.42
16	BNP PARIBAS NOMS PTY LTD <DRP>	444,925	0.42
17	STIRLING SUPERANNUATION PTY LTD	440,000	0.41
18	BNP PARIBAS NOMINEES PTY LTD <IOOF INSMT MGMT LTD DRP>	375,000	0.35
19	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	370,241	0.35
20	MR TIMOTHY JOHN EAKIN <ESTATE LATE VJA FLYNN A/C>	355,122	0.33
Total 20 largest shareholders		**57,103,740**	**53.64**
Total ordinary fully paid shares		**106,450,016**	**100.00**

Substantial shareholders

The names and shareholdings of substantial shareholders who have notified the Company in accordance with Section 671B of the Corporations Act 2001 as at 31 August 2019 are as follows:

	Number of shares held	% of Total issued shares
Investors Mutual Limited	11,662,778	11.09%
Microequities Asset Management Pty Ltd	7,465,334	7.18%
Dimensional Fund Advisors Group	5,206,423	5.01%

Unquoted equity securities

The number of unquoted equity securities on issue as at 31 August 2019 is 3,424,000 performance rights (Total holders: 9).

McPherson's listing

McPherson's Limited is listed on the Australian Stock Exchange.

CORPORATE DIRECTORY

McPherson's Limited

ACN: 004 068 419
ASX CODE: MCP

McPherson's Limited is a company limited by shares, incorporated and based in Australia. Its registered office and principal place of business is located at:

105 Vanessa Street
Kingsgrove NSW 2208

Telephone: (02) 9370 8000
Facsimile: (02) 9370 8091
Email: enquiries@mcpher.com.au
Website: www.mcphersons.com.au

Auditors

PricewaterhouseCoopers
One International Towers Sydney Watermans Quay
Barrangaroo NSW 2000

Solicitors

Thomson Geer Lawyers
Level 25, 1 O'Connell Street
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067

Telephone within Australia: 1300 85 05 05
Telephone outside of Australia: +61 3 9415 5000
Facsimile: (03) 9473 2500

www.computershare.com
www.investorcentre.com/contactus

Shareholder Enquiries

Shareholders who wish to contact the Company on any matter related to their shareholding are invited to telephone or write to the Share Registry. It is important that shareholders notify the Share Registry in writing if there is a change to their registered address. For added protection, shareholders should always quote their Shareholder Reference Number (SRN).

McPHERSON'S