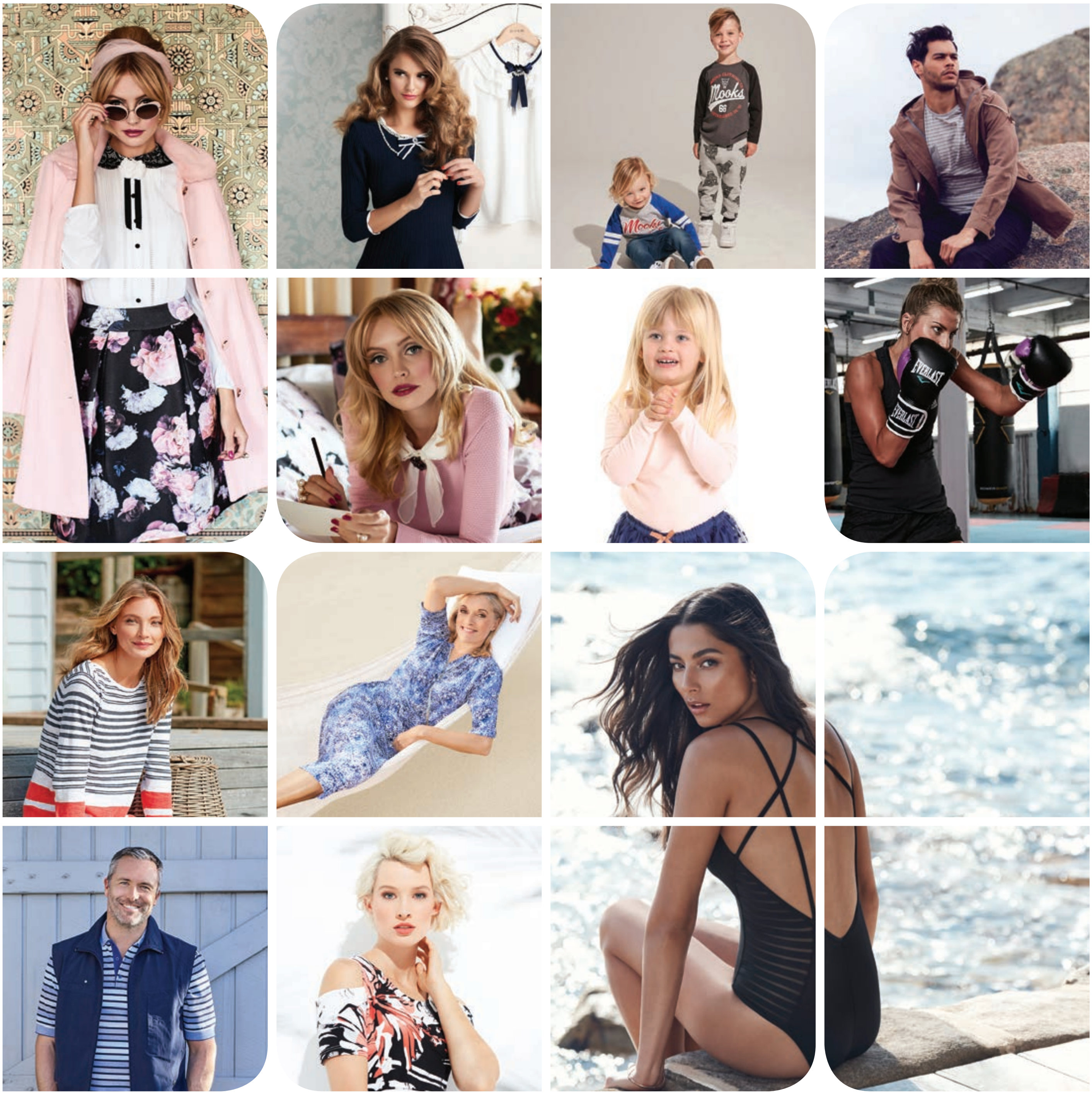

Annual Report 2017

The PAS Group Limited ACN 169 477 463

Corporate Governance Statement

The Board of the Company and Senior Management are committed to acting responsibly, ethically and with high standards of integrity. The Company is committed to implementing the highest standards of corporate governance appropriate to it, taking into account the Company's size, structure and nature of its operations.

The Board considers and applies the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition) ("the Recommendations") taking into account the circumstances of the Company. Where the Company's practices depart from a Recommendation, the Corporate Governance Statement identifies the area of divergence and the reasons for divergence and any alternative practices adopted by the Company.

The 2017 Corporate Governance Statement and the documents referred to in it are available on the Company's website at **www.thepasgroup.com.au/corporate-governance**.

The Corporate Governance Statement has been approved by the Board and is current as at 24 August 2017.

Owned brands

REVIEW
BLACK PEPPER
BREAKAWAY
yarra trail
WHITE RUNWAY
MARCO POLO
FIORELLI
EQUUS
JETS AUSTRALIA
REPUBLIC

Licensed brands

Slazenger
EVERLAST
DUNLOP SPORT
Disney
MOOKS CLOTHING CO.
STAR WARS
SESAME STREET
NO FEAR
THOMAS & FRIENDS
Barbie
MARVEL COMICS
the world of ERIC CARLE
TURTLES
HELLO KITTY
PETER RABBIT
SISTA

Contents

The PAS Group Annual General Meeting

Date	Thursday, 26 October 2017
Time	11.00am (AEDT)
Venue	The PAS Group Limited 17 Hardner Road Mount Waverley, Victoria 3149

Download your annual report here:
www.thepasgroup.com.au

Chairman's and CEO's Report

Adam Gray
(Chairman)

Eric Morris
(CEO and Managing Director)

Dear Shareholders,

In a year characterised by soft operating conditions across the retail space, the PAS Group continued to emphasise investment in growth and efficiency in support of the Group's long-term success. One year ago, we highlighted our growth plan for FY2017 underpinned by net new store growth and refurbishment activity, expansion of our digital and loyalty capabilities, supply chain enhancements, and development of new partnerships to drive continued wholesale growth. While the retail environment and investment in execution against each of these initiatives weighed on results in the year, the Group enters FY2018 in position to pursue a roster of transformational new opportunities.

Retail

The retail business expanded, opening 16 new stores in FY2017 over and above the 31 new stores opened in FY2016. We also refurbished a further 30 stores this past year to enhance the customer experience and more effectively convey our brand messages.

The PAS Group continued investing in digital infrastructure and customer engagement, which resulted in online sales growing by 41% over and above the 149% growth achieved in FY2016. Online sales now represent more than 12% of retail sales.

The Company's loyalty programs, which gather valuable customer insights and provide opportunities for regular communication, are a major driver of traffic to our retail stores. During the year 220,000 new members signed up across our brands, taking the total memberships to more than 750,000 customers. Loyalty sales now represent 76% of total retail sales.

Wholesale

Within the wholesale business, the Sports Division of Designworks grew at a healthy clip with strong performance in the Everlast boxing, footwear and fitness categories and the expansion of Dunlop footwear and equipment. International distribution grew through our existing relationship with Toys"R"Us Japan as the Group explores additional opportunities outside Australia. Designworks is well positioned to continue creating new licence opportunities due to its design capability, product quality and speed to market, expanding its presence in Australia and international markets.

The JETS wholesale business outperformed expectations during the year, driven by strong international growth predominantly in the US market. Expanding the global footprint of the JETS brand is a key initiative for the PAS Group.

Black Pepper wholesale sales declined in line with expectations, while Yarra Trail had another successful year.

Acquisitions and Divestitures

On 30 September 2016 the Company completed the sale of its Metalicus business. The profit on sale was immaterial and released circa $3.0m of working capital.

In August 2017 the Company acquired Bondi Bather, a Bondi Beach-based swimwear brand. Complementing JETS and co-located in the Sydney area, the brand appeals to a younger customer segment and serves as a strong addition to the PAS swimwear platform.

We have engaged Houlihan Lokey to assist our efforts in exploring a range of additional strategic alternatives to strengthen the business and position it for global growth.

Board and People

In August Mr Adam Gray was appointed as the new Chairman of PAS replacing Mr Rod Walker who stepped down as Chairman and will be retiring from the Board on 30 September 2017. The Board and management team would like to thank Rod for his stewardship and guidance of the Company since his commencement in October 2011 and, in particular, the role he played through the Company's public listing in June 2014.

Other changes during the year included the appointment of Mr Craig Holland as a Director, Chair of the Audit and Risk Committee and member of the Nomination and Remuneration Committee replacing Mr Jon Brett, and the appointment of Mr Chris Murphy as a Director and a member of the Audit and Risk Committee. Mr Matt Lavelle will be stepping down effective 30 September 2017.

We would like to thank all the PAS team for their dedication and hard work to develop an ambitious roadmap for the next phase of the Company's journey.

Ownership

In June 2017 an on-market offer to acquire the PAS Group was made by Brand Acquisition Co., LLC, a subsidiary of Coliseum Capital Management, LLC (Coliseum) resulting in Coliseum's ownership increasing to 64.9%. As outlined in Coliseum's bidder statement, Coliseum's approach as a majority shareholder has been to continue to work with management to drive profitable growth organically and through various corporate development activities.

Results

EBITDA from continuing operations of $18.8m was in the range of $18.5m-$20m provided in the business update on 19 May 2017. Net profit after tax from continuing operations (excluding the Metalicus business) was $8.3m.

Retail sales were up 3.7% to $140.9m driven by continued strong growth in online and new stores opened in both FY2017 and FY2016. Wholesale sales of $120.9m were down 9.5% impacted by reduced and delayed Designworks licensed orders from some key department store customers.

The PAS Group is debt free and continued to generate strong cash flows during the year with cash on hand at 30 June 2017 of $4.9m.

Dividend

The Board has declared a final dividend of 1.5 cents per share, fully franked and payable on 6 October 2017 with a record date of 15 September 2017. This takes the total fully franked dividend for the year to 4.1 cents per share.

Conclusion

Looking ahead to FY2018, the management team is progressing a range of growth opportunities leveraging the strength of the Group's infrastructure and portfolio of brands. These include the roll out of Review concession stores at David Jones, further international expansion of JETS online and wholesale businesses, continued investment in digital marketing and online platforms, including new marketplace opportunities, and the launch of a major new sports licence through Designworks.

The Board looks forward to working with management in the ongoing development of the strategy and execution of these growth initiatives.

Yours sincerely,

Adam Gray

Adam Gray
Chairman
The PAS Group Limited

Eric Morris
Chief Executive Officer and Managing Director
The PAS Group Limited

Directors' Report

The Directors of The PAS Group Limited ('PAS' or the 'Group') submit herewith the annual report for the financial year ended 30 June 2017. In order to comply with the provisions of the *Corporations Act 2001*, the Directors report as follows.

Information about the Directors

The names and particulars of the Directors of the Company during or since the end of the financial year are:

Current Directors

Name	Particulars
Adam Gray	**Non-Executive Chairman** Adam Gray was appointed to the Board on 23 February 2016 and appointed Chairman on 1 August 2017. Adam is a co-founder and Managing Partner of Coliseum Capital Management and has extensive investment, operating and board experience. Adam currently serves on the boards of New Flyer Industries Inc, Blue Bird Corporation, Redflex Holdings Ltd, Rocket Dog Brands and USI Inc. Adam is the Chairman of the Nomination and Remuneration Committee. Other listed entity directorships: Blue Bird Corporation, New Flyer Industries Inc., and Redflex Holdings Limited.
Rod Walker	**Non-Executive Director** Rod Walker was appointed Chairman of the former PAS Group in October 2011 and was appointed Chairman of the Board of The PAS Group Limited on 9 May 2014. Rod serves on the boards of several companies as either a Chairman or Non-Executive Director. Rod stepped down as Chairman on 1 August 2017 and will continue to serve on the Board, Nomination and Remuneration Committee and as a member of the Audit and Risk Committee until his retirement from the Board on 30 September 2017. Other listed entity directorships: Godfreys Group Limited, since 2009.
Eric Morris	**Managing Director and CEO** Eric Morris has been CEO since the inception of PAS in 2005 and has led eight of the Group's acquisitions and the successful integration of these businesses. Eric was appointed to the Board of The PAS Group Limited on 9 May 2014. Eric has over 35 years of industry experience having held senior executive positions in both major international and national companies. Other listed entity directorships: None.
Craig Holland	**Non-Executive Director** Craig Holland was appointed to the Board on 21 December 2016. Craig was a senior partner of Deloitte where he led the Melbourne Deloitte Private Tax Group and was Chief Operating Officer for Deloitte Private. Craig was also the lead tax partner for The PAS Group until his retirement from Deloitte in 2012. His current Board roles include Directorships of Kaldor Public Art Projects, a not-for-profit charity and Menarock Aged Care Services, a leading provider of aged care services. Craig's former Board roles included being a Director of the Good Guys Retail Group where he was also the Chairman of the Audit Committee and Chairman or member of other sub-committees; and a Director and Chairman of the Audit and Risk Committee of ASX listed Simavita Limited. Craig is the Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee. Other listed entity directorships: None.
Matthew Lavelle	**Non-Executive Director** Matthew Lavelle was appointed to the Board on 23 February 2016 and has substantial investment management experience. Matthew is currently the Director of Strategy and Corporate Development of US listed education provider Universal Technical Institute. Matthew is a member of the Audit and Risk Committee and does not hold any other listed Directorships. Matthew will continue to serve on the Board and as a member of the Audit and Risk Committee until his retirement from the Board on 30 September 2017.
Christopher Murphy	**Non-Executive Director** Christopher Murphy was appointed to the Board on 1 August 2017. Christopher is a Vice President at Coliseum Capital Management, a private firm that makes long-term investments in both public and private companies. Prior to joining Coliseum in 2008, Christopher was a Senior Associate for the Transaction Services practice of PwC. While in Transaction Services, Christopher performed buy-side and sell-side financial due diligence for Private Equity and Corporate clients. Prior to Transaction Services, Christopher worked in the PwC Audit practice. Christopher is a CFA charter holder, as well as a CPA, and received a Master of Accounting and a BS in Business Administration from the University of Oregon Other listed entity directorships: None.

Other Board Changes

Name	Particulars
Jon Brett	Jon Brett retired from the Board on 14 November 2016 (appointed 22 May 2014) **Non-Executive Director** Jon has extensive experience in the areas of management, operations, finance and corporate advisory. Jon's experience includes several years as Managing Director of a number of publicly listed companies. Jon is currently on the Board of Vocus Communications Limited. Jon is also a Director of several unlisted companies and was formerly an executive Director of Investec Wentworth Private Equity Limited, the non-executive deputy president of the National Roads and Motoring Association and a Director of Godfreys Group limited where he was the Chairman of the Audit and Risk Committee. Jon was the Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee. Other listed entity directorships: None
Loretta Soffe	Loretta Soffe retired from the Board on 13 December 2016 (appointed 22 August 2016) **Non-Executive Director** Loretta spent 24 years at the US retail giant Nordstrom, progressing from the sales floor to National Buyer, Brand Manager and Executive Vice President. Loretta has extensive experience in digital, social and traditional marketing with a history of building brands on and offline. Loretta was the chair of the Brand Management and Innovation Committee. Other listed entity directorships: None

Company Secretary

Kwong Yap LLB (Hons), LLM (Merit), FGIA, joined the Group in July 2015 and was appointed Company Secretary of The PAS Group Limited and its related bodies corporate on 10 August 2015. Kwong is a fellow member of the Governance Institute of Australia. He had previously been General Counsel and/or Company Secretary in the banking and manufacturing sectors. He is also the General Counsel of the Group.

Principal activities

The Group's principal activities include the buying, selling and usage of brands in furtherance of its endeavours as an apparel, accessories and sports equipment wholesaler and retailer.

Operating and financial review

Analysis of results from continuing operations

	FY2017 $'000	FY2016 $'000
Revenue from sales	**261,743**	269,390
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	**18,791**	23,885
Earnings Before Interest and Tax (EBIT)	**11,064**	17,136
Net profit after tax (NPAT) from continuing operations	**8,257**	11,324

Sales for the year were $261.7 million, down 2.8% on the previous corresponding period. This result was driven by a decline in wholesale sales due to major customer's purchasing constraints, like-for-like retail sales below prior year and under performance of retail concession stores.

The Group's consolidated profit after tax from continuing operations for the year ended 30 June 2017 was $8.3 million, down 27.1%.

Directors' Report (Continued)

Earnings per share ('EPS')

	Year ended 30 June 2017 cents per share	Year ended 30 June 2016 cents per share
Basic earnings per share continuing business	**6.0**	8.3
Diluted earnings per share continuing business	**6.0**	8.3

Basic and diluted earnings per share are calculated as set out in Note 7 to the financial statements based on the weighted average number of ordinary shares in FY2017 of 136,690,860 shares (FY2016 136,690,860 shares).

Sale of Metalicus

The sale of the Group's Metalicus business was successfully completed at the end of September 2016.

On this basis, the Metalicus business has met the criteria to be classified as a discontinued operation. As a result, the assets and liabilities incorporated in the sale have been presented separately in the statement of financial position as assets held for sale and the results of the discontinued operation are presented separately in the consolidated statement of profit and loss and other comprehensive income.

All prior year comparatives throughout the financial statements and notes are representative of the continuing business only. Further details concerning the sale of Metalicus are located at Note 5.

Financial performance highlights

Continuing business	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Revenue from sales	**261,743**	269,390
Gross profit	**146,327**	147,783
Cost of doing business ('CODB')	**(127,536)**	(123,898)
EBITDA	**18,791**	23,885
Depreciation and amortisation	**(7,727)**	(6,749)
EBIT	**11,064**	17,136

Analysis of segments

Retail segment continuing business

Retail	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Total sales	**140,890**	135,866
Gross profit	**97,562**	95,523
Cost of doing business ('CODB')	**(79,135)**	(74,876)
Retail EBITDA	**18,427**	20,647
Depreciation and amortisation	**(5,289)**	(4,302)
Retail EBIT	**13,138**	16,345

Net sales revenue

Retail sales grew 3.7% to $140.9m. This increase came from online sales growth, the opening of new stores and the full year impact of stores opened during FY2016. During the year 16 new stores were opened taking the total number of stores as at 30 June 2017 to 258. Like-for-like retail sales were down on prior year. The online business continued to grow strongly up 40.8% and now represents around 12.4% of retail sales.

Gross profit

Retail gross profit for the year was $97.6 million, an increase of $2.0 million from the prior year. This resulted in a gross profit percentage of 69.2% (FY2016, 70.3%).

Cost of doing business

The retail segment cost of doing business ('CODB') increased by $4.3 million to $79.1 million (FY2016 $74.9 million) for the FY2017 financial year due to growth in retail sites. This resulted in a CODB to Sales ratio of 56.2% (FY2016 55.1%).

EBITDA and EBIT

Retail EBITDA was $18.4 million, down $2.2 million on prior year (FY2016 $20.6 million). EBIT was $13.1 million, down $3.2 million on prior year (FY2016 $16.3 million).

Wholesale segment continuing business

Wholesale	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Total sales	**120,853**	133,524
Gross profit	**48,765**	52,260
Cost of doing business ('CODB')	**(38,693)**	(40,371)
Wholesale EBITDA	**10,072**	11,889
Depreciation and amortisation	**(547)**	(581)
Wholesale EBIT	**9,525**	11,308

Net sales revenue

Wholesale sales for the year were down 9.5% to $120.9 million, a decrease of $12.7 million on the prior year (FY2016 $133.5 million), driven by buying constraints and order movements of major Designworks customers offset partially by a full year of JETS (FY2016 seven months).

Gross profit

Wholesale gross profit for the year was $48.8 million, a decrease of $3.5 million from the prior year (FY2016 $52.3 million). This resulted in a gross profit percentage of 40.4% (FY2016 39.1%).

Cost of doing business

The CODB decrease of $1.7 million to $38.7 million for the FY2017 financial year (FY2016 $40.4 million) was driven by lower royalty costs due to lower licensed sales and higher generic sales. This resulted in a CODB to Sales ratio of 32.0% (FY2016 30.2%).

EBITDA and EBIT

Wholesale EBITDA was $10.1 million, down $1.8 million on prior year (FY2016 $11.9 million). EBIT was $9.5 million, down $1.8 million on prior year (FY2016 $11.3 million).

Unallocated continuing business

The Group manages a number of expense items centrally including information technology, leasing and store development, legal and treasury to maximise operational efficiencies, minimise costs and optimise service levels across business divisions. While these costs would not be incurred but for the existence of the business units, they have not been formally reallocated because the management of these costs is the responsibility of the corporate office.

Unallocated	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Unallocated EBITDA	**(9,708)**	**(8,651)**
Depreciation and amortisation	**(1,891)**	(1,866)
Unallocated EBIT	**(11,599)**	**(10,517)**

Corporate expenses have increased year on year due to centralisation of $1.7m in Digital Marketing costs.

Net finance costs

Net finance costs of $0.7 million were incurred in FY2017 (FY2016 $0.9 million). On 9 January 2017 the Group executed documentation with its existing banking partner CBA for three complementary facilities with a combined committed limit of $45 million. The new finance package replaces the existing $55 million facility and will provide enhanced flexibility at a lower cost while supporting a platform for growth. The term of the collective facility is three years.

In addition to the $45 million of committed funding, the Group may by written notice to CBA request the establishment of an accordion facility up to a maximum of $60 million which may be used to support the Group's acquisitive growth strategy.

The new facilities provide enhanced flexibility at a lower cost which supported the reduction in net finance costs for the year.

Income tax expense

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Statutory income tax expense (continuing business)	**2,133**	4,891
Effective tax rate	**20.5%**	**30.2%**

The reduction in effective tax rate is due to the effect of income received as part of the finalisation of the JETS acquisition that is not subject to tax.

At 30 June 2017, the Group held a franking credit balance of $41.8 million (2016: $42.9 million).

Financial position highlights

The Group is in a strong financial position with no debt and strong cash generation, with cash on hand of $4.9 million as at 30 June 2017. Dividends paid in FY2017 were $7.1 million.

The Group has access to long-term debt facilities of $45.0 million which remained undrawn at 30 June 2017.

Outlook

The Group is well placed to deliver growth in FY2018 due to the following key growth drivers:

- Retail sales growth from moderate like-for-like sales growth from Q2 onwards;
- The roll out of 10–12 new stores including David Jones concessions, the annualisation of stores opened in FY2017 and the ongoing targeted store refurbishment program;
- The launch of a new future store concept for Review;
- Continued investment and focus on growing online sales and loyalty programs through own channels and marketplace opportunities (Amazon and Alibaba);
- Continued growth in the Sports Division in Designworks; and
- Growth from JETS online, retail and international wholesale.

The Group remains cautious about the year ahead given the ongoing conservatism of consumer confidence in the market.

Material business risks

There are a number of factors, both internal and external, which may impact the Group in future periods. Macro-economic influences such as inflation rates, interest rates, exchange rates, government policies and consumer spending levels may all influence the operating and financial performance of the Group. Specific material business risks that the Group is facing are below:

Retail environment and general economic condition

The Group's performance is sensitive to changes in economic and retail conditions in Australia and the cyclical patterns of consumer spending. The apparel market is also becoming an increasingly global market through the impact of overseas bricks and mortar and online retailers on domestic trade. The Group has a diversified business model and a clear strategy which ensures it remains highly competitive and attractive to customers in this changing landscape.

Prevailing fashions and consumer preferences

The majority of the Group's revenues are generated from the retail and wholesale of clothing and accessories, which are sometimes subject to unpredictable changes in prevailing fashions and consumer preferences. The Group has a strong understanding of consumer preferences and its diversified offering allows the Group to adapt to changes in consumer demands.

Product sourcing, supply chain and foreign exchange rates

The Group's products are sourced and manufactured by a network of third parties, primarily in Asia. As a result, the Group is exposed to risks including, among others, political instability, costs and delays in international shipping arrangements and exchange rate risks. The Group is primarily exposed to movements in the AUD/USD exchange rates which it mitigates by utilising forward exchange cover.

Retail Sites

The Group had 258 Retail sites across Australia and New Zealand at 30 June 2017. The leases and concession agreements have a range of terms and option periods, although they are generally leases which the Group cannot readily terminate. The Group employs a dedicated leasing and store development team to manage relationships with landlords, negotiate terms and seek new and profitable opportunities.

Dividends

A final dividend of 1.5 cents per share, fully franked amounting to $2.1 million was declared on 24 August 2017 and will be paid on 6 October 2017. An interim dividend of 2.6 cents per share, fully franked amounting to $3.6 million was declared on 24 February 2017 and paid on 7 April 2017.

Dividends are deducted from retained earnings, represent a payout ratio of approximately 73.0% of net profit after tax attributable to members of the parent and are fully funded from available cash flow.

Changes in state of affairs

The recent on-market takeover offer from Brand Acquisition Co., an associate of Coliseum Capital closed on 10 August 2017. As at that date Coliseum and its associates held 64.98% of The PAS Group Limited shares. Further information on the offer including the Target Statement issued in response to the offer is available on the Company's website at **https://thepasgroup.com.au/asx-announcements-and-media-releases/.**

There have been no significant changes in the state of affairs of the Group other than that referred to in the financial statements or notes thereto.

Subsequent events

There has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Future developments

Certain likely developments in the operations of the Group and the expected results of those operations in financial years subsequent to the period ended 30 June 2017 are referred to in the preceding Operating and Financial Review. No additional information is included on the likely developments in the operations of the Group and the expected results of those operations as the Directors reasonably believe that the disclosure of such information would be likely to result in unreasonable prejudice to the Group if included in this report and it has therefore been excluded in accordance with section 299(3) of the *Corporations Act 2001.*

Directors' Report (Continued)

Directors' meetings

The following table sets out the number of Directors' meetings (including meetings of committees of Directors) held during the financial period 1 July 2016 to 30 June 2017 and the number of meetings attended by each Director (while they were a Director or committee member).

	Board of Directors		Nomination and Remuneration Committee		Audit and Risk Committee	
Directors	Held	Attended	Held	Attended	Held	Attended
Adam Gray	**11**	11	**3**	3	**N/A**	N/A
Rod Walker	**11**	11	**3**	3	**3**	3
Eric Morris	**11**	11	**N/A**	N/A	**N/A**	N/A
Matthew Lavelle	**11**	11	**N/A**	N/A	**3**	3
Craig Holland (appointed 21 December 2016)	**8**	8	**2**	2	**2**	2
Loretta Soffe (appointed 22 August 2016) (retired 13 December 2016)	**3**	3	**N/A**	N/A	**N/A**	N/A
Jon Brett (retired 14 November 2016)	**2**	2	**1**	1	**1**	1

Directors' shareholdings

The following table sets out each Director's relevant direct and indirect interests in shares and options over shares of the Company as at the date of this report.

	The PAS Group Limited	
Directors	Fully paid Ordinary shares Number	Share options Number
Adam Gray(i)	88,817,076	–
Rod Walker	160,853	–
Eric Morris	1,598,134	–
Matthew Lavelle	–	–
Craig Holland	10,000	–
Christopher Murphy	–	–
Loretta Soffe (retired)	–	–
Jon Brett (retired)	150,000	–

(i) Adam Gray has an indirect interest in 88,817,076 shares through his Directorship and ownership interests in the Coliseum Capital group of entities.

Remuneration of key management personnel

Information about the remuneration of key management personnel is set out in the Remuneration Report section of this Directors' Report. The term 'key management personnel' refers to those persons having authority and responsibility for the overall planning, directing and controlling of the activities of the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Group.

Details of unissued shares or interests under performance rights at the date of this report

Issuing entity	Number of shares under performance rights	Class of shares	Exercise price of performance rights	Expiry date of performance rights
The PAS Group Limited – 2016 LTIP	1,898,136	Ordinary	Nil	30 September 2018
The PAS Group Limited – 2017 LTIP	1,790,401	Ordinary	Nil	29 September 2019

Share options and performance rights granted to Directors and senior management

Share options

During and since the end of the financial year, no share options have been granted.

Performance rights

Directors and senior management	Number of performance rights granted and number of ordinary shares under performance rights 2017	2016
Eric Morris	**749,652**	980,000
Matthew Durbin	**433,241**	549,818

Environmental regulations

The Group's operations are not subject to any significant environmental obligations or regulations.

Indemnification of officers and auditors

During the financial period, the Group paid a premium in respect of a contract insuring the Directors of the Group (as named above), the Company Secretary, and all executive officers of the Company and of any related body corporate against a liability incurred by such a Director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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

Non-audit services

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 32 to the financial statements. The Directors are satisfied that the provision of non-audit services during the year by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The Directors are of the opinion that the services as disclosed in Note 32 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit and Risk Committee, for the following reasons:

- All non-audit services have been reviewed and approved to ensure that they do not impact the integrity 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' issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Remuneration Report (Audited)

This report outlines the remuneration arrangements for Directors and Executives of the Group and its controlled entities in accordance with the *Corporations Act 2001* and its Regulations ('Remuneration Report'). Share based payments have been recognised and disclosed in accordance with AASB 2 'Share Based Payments'. The Remuneration Report has been audited by the Group's external auditors, Deloitte Touche Tohmatsu.

Details of the remuneration scheme in place in 2017 are set out below.

Key management personnel

Key management personnel ('KMP') comprise the following Directors and executives of the Group:

– All Non-Executive Directors,

– Chief Executive Officer ('CEO'), Mr Eric Morris,

– Chief Financial and Operations Officer ('CFOO'), Mr Matthew Durbin.

The CFOO reports directly to the CEO, who then reports to the Board. The Executives are responsible for the implementation of the Group's vision, values, corporate strategies and risk management systems, as well as the day-to-day management of the business.

Remuneration policy

The performance of the Group depends upon the quality of its Directors and Executives. To be successful, the Group must attract, motivate and retain highly skilled Directors and executives. To this end, the Group adopts the following principles in its remuneration framework:

– Provide competitive rewards to attract high calibre executives;

– Link executive rewards to the performance of the Group and the creation of shareholder value;

– Establish appropriate and demanding performance hurdles for variable executive remuneration;

– Meet PAS' commitment to a diverse and inclusive workplace;

– Promote PAS as an employer of choice; and

– Comply with relevant legislation and corporate governance principles.

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

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for determining and reviewing compensation arrangements for Directors and executives. The Nomination and Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of Directors and executives on a periodic basis by reference to relevant market conditions, as well as whether performance targets have been met, with the overall objective of ensuring maximum shareholder benefit from the retention of a high quality Board and Executives.

Use of Remuneration Consultants

During the year, the Board engaged Guerdon Associates as its independent consultant to provide information on remuneration matters. The Chair of the Nomination and Remuneration Committee oversaw the engagement for remuneration services by, and payment of, the independent consultant.

The Board is satisfied that advice received from Guerdon Associates was free from any undue influence by KMP about whom the advice may relate, because strict protocols were observed and complied with regarding any interaction between Guerdon Associates and management. All remuneration advice was provided directly to the Chair of the Nomination and Remuneration Committee. No remuneration recommendations as defined in section 206L of Part 2D.8 of the *Corporations Act 2001* were made by Guerdon Associates.

Non-Executive Director Remuneration

Objective

The Board aims to set aggregate remuneration at a level which provides the Group with the ability to attract and retain Directors of the highest calibre, while incurring a cost which is acceptable to shareholders.

Structure

The Group's Constitution and the ASX Listing Rules specify the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. In connection with the Group's review of remuneration structures the aggregate annual remuneration of $1.2 million was approved by shareholders at the Group's Annual General Meeting in October 2014.

The cap on aggregate non-executive Directors remuneration (which requires shareholder approval), and the manner in which it is apportioned among non-executive Directors, is reviewed annually. The Board will consider advice from external consultants as well as fees paid to non-executive Directors of comparable companies when undertaking the annual review process as appropriate.

Superannuation contributions are made by the Group on behalf of non-executive Directors based in Australia in line with statutory requirements and are included in the remuneration package amount allocated to the relevant individual Directors.

The remuneration of non-executive Directors for the period ended 30 June 2017 is detailed in the table titled Remuneration of key management personnel on page 16 (the 'Remuneration Table').

Executive Director Remuneration

Executive Directors are paid for their services as part of their employment contracts. Each Executive Director appointment to the Board is conditional on them being employed by the Group.

Executive Remuneration

Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group.
This involves:

- Rewarding executives for company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- Aligning the interest of executives with those of shareholders;
- Linking reward with the strategic goals and performance of the Group; and
- Ensuring total remuneration is competitive by market standards.

The objectives of the executive remuneration are linked to the principles of the remuneration framework.

Structure

In determining the level and make-up of executive remuneration, the Nomination and Remuneration Committee may engage external consultants on market levels of remuneration for comparable roles. Remuneration consists of the following key elements:

- Fixed remuneration; and
- Variable remuneration, comprising the Short Term Incentive Plan ('STIP') and the Long Term Incentive Plan ('LTIP').

The proportion of fixed remuneration and variable remuneration is established for each Executive by the Nomination and Remuneration Committee.
The variable portion consists of cash bonuses and options over shares in the Group, which are performance-based and are disclosed separately in the Remuneration Tables.

The Nomination and Remuneration Committee also considers current market conventions with regards to the splits between fixed, short-term and long-term incentive elements.

Fixed Remuneration

Objective

The level of fixed remuneration is set to provide an appropriate and market-competitive base level of remuneration. Fixed remuneration is reviewed annually by the Nomination and Remuneration Committee consisting of a review of Group, business and individual performance, relevant comparative remuneration in the market and internal and external advice on policies and practices where necessary.

Structure

Fixed remuneration is the non-variable component of an Executive's annual remuneration. It consists of the base salary plus any superannuation contributions paid to a complying superannuation fund on the Executive's behalf, and the cost (including any component for fringe benefits tax) for other items such as novated vehicle lease payments. The amount of fixed remuneration is established based on relevant market analysis, and having regard to the scope and nature of the role and the individual Executive's performance, expertise, skills and experience.

Linking remuneration to performance – variable remuneration

Remuneration is linked to performance to retain high calibre executives by motivating them to achieve performance goals which are aligned to PAS interests. The two remaining elements of executive remuneration, STIP and LTIP, are directly linked to the performance of both the Executive and the Group.

Executive Short Term Incentive Program ('STIP')

Objective

The objective of the STIP is to link Key Management Personnel remuneration to the achievement of the Group's annual operational and financial targets through a combination of both company and individual performance targets. STIP payments align individual performance with business outcomes in the areas of financial performance, customers, people management and strategic growth.

Scheme structure

The STI maximum opportunity under the STIP for each KMP is equal to a specified percentage of the KMP's total fixed remuneration.

The criteria on which STI payable is assessed is based on Group EBITDA Performance, with consideration given to individual performance where relevant. The specific EBITDA criteria is as follows:

- If Group EBITDA for FY17 is below Group EBITDA for FY16 – No STI is payable;
- If Group EBITDA for FY17 is equal to Group EBITDA for FY16 – the STI payable is 20% of the STI maximum;
- If Group EBITDA for FY17 exceeds Group EBITDA for FY16 but below the budgeted EBITDA for FY17 – the STI payable is a percentage of the STI maximum between 20% and 100% on a sliding scale on a straight line basis;
- If Group EBITDA for FY17 is equal to or above the budgeted EBITDA for FY17, the STI payable is 100% of the STI maximum.

Executive Long Term Incentive Scheme ('LTIP')

Objective

The LTIP commenced on 1 July 2014. The objective of the LTIP is to reward Executives (including KMPs) through aligning this element of remuneration with accretion in long-term shareholder wealth. It aims to also support the retention of key Executives.

Directors' Report (Continued)

The explanation that follows covers the offers made under the LTIP to Executives in each of 2014, 2016 and 2017. There was no LTIP in operation prior to the 2014 Offer.

Scheme structure

2014 LTIP Offer

The 2014 LTIP Offer to Executives was for the issuance of unlisted options over ordinary shares in the Group at an exercise price equal to the then market value of the shares ('Performance Options'). Details of the Performance Options are set out on pages 14 and 15 of the Annual Report 2016. None of the Performance Options have vested. As their expiry date was 30 June 2017, all Performance Options have now lapsed.

2016 LTIP Offer

There have been no further awards of Performance Options since the 2014 LTIP Offer. The Board reviewed the structure in 2015 and determined that the 2016 LTIP Offer would be structured as Performance Rights ('2016 LTIP Rights') with a share price hurdle to take into account the current size of the business as well as future objectives of the Group. Details of the Performance Options are set out on pages 15 and 16 of the Annual Report 2016. These 2016 LTIP Rights are still on foot but to date none have vested or lapsed. The vesting, lapsing, exercise and holding balance of the 2016 LTIP Rights at the end of the 2017 financial year in relation to KMPs are set out in the tables on page 17.

2017 LTIP Offer

The Board reviewed the structure in consultation with external remuneration advisors and determined that the 2017 LTIP Offer would be structured as Performance Rights with Group EBITDA Performance as performance hurdles. Details of the 2017 LTIP Offer are set out below.

The 2017 LTIP Offer is designed to focus the Executives on driving shareholder value over the next three years based on Group EBITDA Performance. The 2017 LTIP Offer to Executives was for the issuance of Rights ('2017 LTIP Rights') to acquire ordinary shares in the Group where certain performance, service and other vesting conditions determined by the Board are satisfied. Each Right gives the Executive the right to one fully paid ordinary share in the Company for no consideration upon vesting and exercise.

The expected testing periods, number of Rights available to vest and Performance Condition are set out in the table below.

Tranche	Expected testing period	% of Rights available to vest	Performance condition PGR cumulative EBITDA
Tranche 1	August 2017	33.33%	EBITDA target for FY17
Tranche 2	August 2018	33.33%	EBITDA target for FY17 + EBITDA target for FY18
Tranche 3	August 2019	33.33%	EBITDA target for FY17 + EBITDA target for FY18 + EBITDA target for FY19

Performance Condition

The expected testing period is August in each relevant year, upon the finalisation of externally audited financial statements for the Company. If the performance condition is met, the relevant tranche of 2017 LTIP Rights will be available for vesting. However, no 2017 LTIP Rights will vest and become exercisable until after the third anniversary of the date of offer to each Executive. As the relevant Executives were only offered the 2017 LTIP Rights late in 2016, any vesting will only occur in late 2019.

If the performance condition is not met in any testing period, the relevant 2017 LTIP Rights will be subject to re-testing in the following testing period(s). The performance condition for such subsequent re-testing will be the cumulative EBITDA targets for the current testing period as well as all prior testing period(s).

Upon vesting (if any) of any 2017 LTIP Rights, the relevant Executive will not be automatically allocated any Shares. The relevant Executive must exercise the vested 2017 LTIP Rights at any time during the Exercise Period being the period of 12 years commencing on 30 June 2019. Upon exercise (if any), each 2017 LTIP Right will entitle the relevant Executive to one Share.

Disposal restrictions will apply to any Shares allocated to the Executive for 12 months from 1 July 2019. Therefore, any Shares allocated to an Executive may only be disposed of after 30 June 2020.

Rights granted as compensation

Rights were granted as compensation to KMPs as shown in the table below. The number of 2017 LTIP Rights granted to a KMP was calculated by dividing a percentage of their total fixed remuneration by the volume weighted average share price of the Company's shares over a 30 day period commencing on the day of release of the Company's full year results.

Name	2017 LTIP grant date	No. granted	No. vested	% of grant vested	% of grant forfeited	($) Value of Rights at the grant date[(i)]	% of compensation for the year consisting of rights
Eric Morris	21 Nov 2016	749,652	–	–	–	539,000	<1%
Matt Durbin	26 Sep 2016	433,241	–	–	–	311,500	<1%

(i) The value of rights granted during the financial year is calculated as at the grant date using the Black-Scholes pricing model. This grant date value is allocated to remuneration of key management personnel on a straight-line basis over the period from grant date to vesting date.

Executive entitlements under the 2017 LTIP Offer at the end of the 2016 financial year are disclosed in the Remuneration Table.

Board policy with regards to Executives limiting their exposure to risk in relation to equity options

The Group's Securities Trading Policy prohibits Executives from altering the economic benefit or risk derived by the Executives in relation to their unvested Performance Options or Performance Rights.

Employment arrangements

Chief Executive Officer and Managing Director

Mr Eric Morris is the 'Chief Executive Officer and Managing Director' of the Company. Mr Morris is employed under a standard employment contract with no defined length of tenure. Under the terms of his employment contract:

- Mr Morris may resign from his position by providing the Group with twelve months written notice;
- The Group may terminate this agreement by providing twelve months written notice or provide payment in lieu of the notice period, or the unexpired part of any notice period, based on Mr Morris' total remuneration;
- The Group may terminate at any time without notice if serious misconduct has occurred; and
- Mr Morris is a participant in the STIP and the LTIP.

Details of Mr Morris' salary are detailed in the Remuneration Table.

Executives

All other Executives are employed on standard employment contracts. The terms of employment are:

- The Executive may resign from their position by providing the Group with six months written notice depending on their specific contract;
- The Group may terminate the employment of the executive by providing six months written notice or payment in lieu of the notice period, based on the fixed component of the Executive's remuneration;
- The Group may terminate at any time without notice if serious misconduct has occurred; and
- Participation in the STIP and the LTIP.

Details of all Executive remuneration for KMP are disclosed in the Remuneration Table.

Remuneration of key management personnel

The Remuneration Table below displays remuneration as determined in accordance with Australian Accounting Standards and the Corporations Act.

		Short-term employee benefits			Post employment benefits	Long-term employee benefits	Share-based payments			
		Salary and Fees $	Cash Bonus $	Other $	Super-annuation $	Long service leave $	Options $	Performance rights $	Total $	Performance related (%)
Directors										
Adam Gray Non-executive Chairman	**2017**	**88,000**	**–**	**–**	**–**	**–**	**–**	**–**	**88,000**	**–**
	2016	29,333	–	–	–	–	–	–	29,333	–
Rod Walker Non-executive Director	**2017**	**197,548**	**–**	**–**	**18,767**	**–**	**–**	**–**	**216,315**	**–**
	2016	197,548	–	–	18,767	–	–	–	216,315	–
Craig Holland(1) Non-executive Director	**2017**	**56,212**	**–**	**–**	**5,035**	**–**	**–**	**–**	**61,247**	**–**
	2016	–	–	–	–	–	–	–	–	–
Matthew Lavelle(2) Non-executive Director	**2017**	**90,000**	**–**	**–**	**–**	**–**	**–**	**–**	**90,000**	**–**
	2016	30,000	–	–	–	–	–	–	30,000	–
Former Directors										
Jon Brett(3) Non-executive Director	**2017**	**38,945**	**–**	**–**	**3,700**	**–**	**–**	**–**	**42,645**	**–**
	2016	99,006	–	–	9,406	–	–	–	108,412	–
Loretta Soffe(4) Non-executive Director	**2017**	**43,277**	**–**	**–**	**–**	**–**	**–**	**–**	**43,277**	**–**
	2016	–	–	–	–	–	–	–	–	–
Jacquie Naylor(5) Non-executive Director	**2017**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	2016	65,849	–	–	6,256	–	–	–	72,105	–
David Fenlon(5) Non-executive Director	**2017**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	2016	67,346	–	–	6,398	–	–	–	73,744	–
Senior Executives										
Eric Morris Executive Director, Chief Executive Officer	**2017**	**720,000**	**–**	**15,000**	**35,000**	**8,048**	**–**	**119,669**	**897,717**	**13.3%**
	2016	720,000	–	15,000	35,000	12,875	115,475	119,996	1,018,346	22.8%
Matthew Durbin Chief Financial and Operations Officer	**2017**	**415,000**	**–**	**–**	**30,000**	**–**	**–**	**67,139**	**512,139**	**13.1%**
	2016	402,000	40,000	–	30,000	170	–	77,807	549,977	14.1%
Total Remuneration	**2017**	**1,648,982**	**–**	**15,000**	**92,502**	**8,048**	**–**	**186,808**	**1,951,340**	
	2016	1,611,082	40,000	15,000	105,827	13,045	115,475	197,803	2,098,232	

(1) Appointed to The PAS Group Limited 21 December 2016.

(2) Appointed to The PAS Group Limited 23 February 2016.

(3) Resigned from The PAS Group Limited 14 November 2016.

(4) Appointed to The PAS Group Limited 22 August 2016. Resigned from The PAS Group Limited 13 December 2016.

(5) Resigned from The PAS Group Limited 23 February 2016.

Key management personnel equity holdings

Fully paid ordinary shares of The PAS Group Limited

	Balance at 1 July 2016 No.	Granted as compen-sation No.	Received on exercise of options No.	Net other change No.	Balance at 30 June 2017 No.
Eric Morris	1,598,134	–	–	–	1,598,134
Matthew Durbin	126,951	–	–	30,000	156,951

Share options of The PAS Group Limited

	Balance at 1 July 2016 No.	Granted as compen-sation No.	Exercised No.	Net other change No.	Balance at 30 June 2017 No.	Balance vested at 30 June 2017 No.	Vested but not exer-cisable No.	Vested and exer-cisable No.	Options vested During year No.
Eric Morris	2,623,688	–	–	2,623,688	–	–	–	–	–

Performance rights of The PAS Group Limited

	Balance at 1 July 2016 No.	Granted as compen-sation No.	Exercised No.	Net other change No.	Balance at 30 June 2017 No.	Bal vested at 30 June 2017 No.	Vested but not exer-cisable No.	Vested and exer-cisable No.	Options vested During year No.
Eric Morris(i)	980,000	749,652	–	–	1,729,652	–	–	–	–
Matthew Durbin(ii)	549,818	433,251	–	–	983,069	–	–	–	–

(i) Eric Morris 2016 performance rights were issued on 30 October 15 and his 2017 performance rights were issued on 17 November 16.

(ii) Matthew Durbin's 2016 performance rights were issued on 22 September 15 and his 2017 performance rights were issued on 29 September 16.

All share options and performance rights issued to key management personnel were made in accordance with the provisions of the LTIP.

Auditor's independence declaration

The auditor's independence declaration is included at page 25.

Rounding off of amounts

The Company is a company of the kind referred to in ASIC Instrument 2016/191, and in accordance with that Class Order amounts in the Directors' report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise stated.

This Directors' report is signed in accordance with a resolution of Directors made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the Directors

Adam Gray

Mr Adam Gray
Chairman
Melbourne, 24 August 2017

Directors' Declaration

The Directors declare that:

a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

b) in the Directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 1 to the financial statements;

c) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

d) the Directors have been given the declarations required by s.295A of the *Corporations Act 2001*.

At the date of this declaration, the Company is within the class of companies affected by ASIC Instrument 2016/785. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the Directors' opinion, there are reasonable grounds to believe that the Company and the companies to which the ASIC Class Order applies, as detailed in Note 24 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the *Corporations Act 2001*.

On behalf of the Directors

Adam Gray

Mr Adam Gray
Chairman
Melbourne, 24 August 2017




Financial Statements

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Independent Auditor's Report

Deloitte.

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Independent Auditor's Report to the members of The PAS Group Limited

Opinion

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

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the Directors of the Company, would be in the same terms if given to the Directors as at the time of this auditor's report.

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

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. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Member of Deloitte Touche Tohmatsu Limited.

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Carrying value of the Designworks and Breakaway Cash Generating Units (CGUs) At 30 June 2017, the total carrying value of the Designworks Cash Generating Unit (CGU) was $40.5 million, inclusive of $21.0 million of goodwill. The total carrying value of the Breakaway CGU was $42.5 million, inclusive of $21.0 million of goodwill and $4.0 million of brand names. Management has assessed the recoverable amounts of the Designworks and Breakaway CGUs using discounted cash flow models which incorporate significant judgements about the future growth rate of the businesses, the discount rates applied to future cash flow forecasts and assumptions used in the value-in-use models.	In conjunction with our valuation specialists our procedures included, but were not limited to: – obtaining an understanding of management's processes associated with the preparation of the value-in-use model; – agreeing forecast cash flows to the latest Board approved forecasts and assessing the historical accuracy of forecasting; – assessing management's value-in-use methodology; – challenging key assumptions, including forecast growth rates by comparing them to historical results and economic and industry forecasts; – evaluating the discount rate used by assessing the cost of capital for the CGUs by comparison to market data and industry research; – testing on a sample basis the mathematical accuracy of the value-in-use model; – assessing managements sensitivity analyses around key assumptions used in the valuation model and the likelihood of such a movement in those key assumptions arising; and – evaluating the appropriateness of the related disclosure included in Note 14 to the financial statements.

Other information

The Directors are responsible for the other information. The other information comprises the Directors' Report and Corporate Governance Statement and additional securities exchange information which we obtained prior to the date of this auditor's report. The other information also includes the Chairman's and Chief Executive Officer's Report, which will be included in the annual report (but does not include the financial report and our auditor's report thereon) which are expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and accordingly we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

When we read the Chairman's and Chief Executive Officer's Report, 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.

Directors' responsibilities 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 Group's ability 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 this financial report.

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

We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Deloitte.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 17 of the Directors' Report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of The PAS Group Limited, for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Mr Stephen Roche
Partner
Chartered Accountants

Melbourne, 24 August 2017

Auditor's Independence Declaration

Deloitte.

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The Board of Directors
The PAS Group Limited
17 Hardner Road
Mount Waverley VIC 3149

24 August 2017

Dear Board Members

The PAS Group Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of The PAS Group Limited.

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

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Mr Stephen Roche
Partner
Chartered Accountants

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Member of Deloitte Touche Tohmatsu Limited.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the Year Ended 30 June 2017

	Note	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Revenue from sales	2	**261,743**	269,390
Cost of sales		**(115,416)**	(121,607)
Gross profit		**146,327**	**147,783**
Other revenue	2	**3,137**	692
Other gains and losses		**40**	86
Employee benefit expenses	2	**(65,186)**	(60,904)
Selling and distribution expenses		**(20,412)**	(22,501)
Occupancy expenses	2	**(29,885)**	(28,080)
Marketing expenses		**(6,163)**	(4,827)
Administration expenses		**(9,067)**	(8,364)
Profit before finance costs, tax, depreciation and amortisation		**18,791**	**23,885**
Depreciation and amortisation expense	2	**(7,727)**	(6,749)
Net finance costs	2	**(674)**	(921)
Profit before income tax expense		**10,390**	**16,215**
Income tax expense	4	**(2,133)**	(4,891)
Profit for the year after tax from continuing operations		**8,257**	**11,324**
(Loss) for the year after tax from discontinued operations	5	**(585)**	**(762)**
Profit for the year attributable to members of the parent		**7,672**	**10,562**
Other comprehensive income, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**(187)**	180
Net gain/(loss) on cash flow hedges		**86**	(2,613)
Other comprehensive (loss) for the year, net of income tax		**(101)**	**(2,433)**
Total comprehensive income for the year attributable to members of the parent		**7,571**	**8,129**
Earnings/(loss) per share attributable to members of the parent			
From continuing and discontinued operations			
Basic (cents per share)	7	**5.6**	7.7
Diluted (cents per share)	7	**5.6**	7.7
From continuing operations			
Basic (cents per share)	7	**6.0**	8.3
Diluted (cents per share)	7	**6.0**	8.3

Consolidated Statement of Financial Position
as at 30 June 2017

	Note	2017 $'000	2016 $'000
ASSETS			
Current assets			
Cash and cash equivalents	29	**4,912**	7,863
Trade and other receivables	8	**20,291**	21,067
Inventories	9	**33,115**	30,131
Current tax assets		**201**	–
Other current assets	10	**3,655**	4,176
Assets classified as held for sale	6	**–**	3,646
Total current assets		**62,174**	**66,883**
Non-current assets			
Trade and other receivables		**68**	128
Property, plant and equipment	11	**15,584**	13,743
Deferred tax assets	4	**7,388**	8,770
Goodwill	12	**57,042**	57,042
Intangible assets	13	**28,453**	28,353
Total non-current assets		**108,535**	**108,036**
Total assets		**170,709**	**174,919**
LIABILITIES			
Current liabilities			
Trade and other payables	15	**18,530**	18,299
Other financial liabilities	16	**1,762**	1,884
Current tax liabilities		**79**	2,168
Provisions	17	**5,566**	6,344
Other liabilities	18	**2,617**	2,025
Liabilities directly associated with assets classified as held for sale	6	**–**	276
Total current liabilities		**28,554**	**30,996**
Non-current liabilities			
Deferred tax liabilities	4	**7,495**	7,495
Provisions	17	**782**	1,040
Other liabilities	18	**7,295**	9,544
Total non-current liabilities		**15,572**	**18,079**
Total liabilities		**44,126**	**49,075**
Net assets		**126,583**	**125,844**
Equity			
Issued capital	19	**153,963**	153,963
Reserves	20	**(4,976)**	(4,804)
Retained earnings	21	**(22,404)**	(23,315)
Total equity		**126,583**	**125,844**

Consolidated Statement of Changes in Equity
for the Year Ended 30 June 2017

	Attributable to members of the parent						
Consolidated	Share capital $'000	Retained earnings $'000	Foreign currency translation reserve $'000	Share based payment reserve $000	Corporate reorgani-sation reserve $'000	Cash flow hedge reserve $'000	Total equity $'000
Balance at 1 July 2015	**153,963**	**(26,085)**	**(339)**	**312**	**(3,825)**	**1,294**	**125,320**
Loss for the year	–	10,562	–		–	–	**10,562**
Other comprehensive income for the year, net of income tax	–	–	180	–	–	(2,613)	**(2,433)**
Total comprehensive income for the year	**–**	**10,562**	**180**	**–**	**–**	**(2,613)**	**8,129**
Dividends paid	–	(7,791)	–	–	–	–	**(7,791)**
Recognition of share based payments	–	–	–	186	–	–	**186**
Balance at 30 June 2016	**153,963**	**(23,314)**	**(159)**	**498**	**(3,825)**	**(1,319)**	**125,844**
Balance at 1 July 2016	**153,963**	**(23,314)**	**(159)**	**498**	**(3,825)**	**(1,319)**	**125,844**
Profit for the year	–	7,672	–		–	–	**7,672**
Other comprehensive income for the year, net of income tax	–	–	(187)	–	–	86	**(101)**
Total comprehensive income for the year	**–**	**7,672**	**(187)**	**–**	**–**	**86**	**7,571**
Dividends paid	–	(7,108)	–	–	–	–	**(7,108)**
Recognition of share based payments	–	346	–	(70)	–	–	**276**
Balance at 30 June 2017	**153,963**	**(22,404)**	**(346)**	**428**	**(3,825)**	**(1,233)**	**126,583**

Consolidated Statement of Cash Flows
for the Year Ended 30 June 2017

	Note	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Cash flows from operating activities			
Receipts from customers		**295,189**	326,157
Payments to suppliers and employees		**(282,953)**	(305,732)
Interest received		**44**	72
Interest and other costs of finance paid		**(802)**	(949)
Income tax refund (paid)		**(2,408)**	1,020
Net cash flows from operating activities	29	**9,070**	**20,568**
Cash flows from investing activities			
Payment for property, plant and equipment		**(5,904)**	(4,861)
Payment for intangible assets		**(1,965)**	(1,294)
Net cash outflow on acquisition of businesses		**–**	(11,534)
Proceeds from sale of equipment		**13**	7
Net cash inflow on disposal of business		**2,988**	–
Net cash flows used in investing activities		**(4,868)**	**(17,682)**
Cash flows from financing activities			
Dividends paid on ordinary shares		(7,108)	(7,791)
Net cash flows used in financing activities		**(7,108)**	**(7,791)**
Net increase/(decrease) in cash and cash equivalents		(2,906)	(4,905)
Cash and cash equivalents at the beginning of the year		7,863	12,525
Effect of exchange rate changes on the balance of cash held in foreign currencies		(45)	243
Cash and cash equivalents at the end of the year	29	**4,912**	**7,863**

Notes to the Financial Statements

1. Significant accounting policies

The PAS Group Limited (the 'Company') is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange ('ASX').

The consolidated financial statements comprise the Company and its controlled entities (together referred to as 'PAS' or the 'Group').

The financial report of PAS for the period ended 30 June 2017 was authorised for issue in accordance with a resolution of the Directors on 24 August 2017.

Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company and the Group comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the Directors on 24 August 2017.

(a) Basis of preparation

Historical cost convention

The financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 1(aa).

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

(b) Basis of consolidation

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the Company (the parent entity) and its subsidiaries as defined in Accounting Standard AASB 10 "Consolidated Financial Statements". Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

On acquisition, the assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. If, after reassessment, the fair values of the identifiable net assets acquired exceeds the cost of acquisition, the deficiency is credited to profit and loss in the period of acquisition.

Any interest of non-controlling shareholders is stated at the non-controlling proportion of the fair values of the assets and liabilities recognised.

The consolidated financial statements include the information and results of each subsidiary from the date on which the company obtains control and until such time as the company ceases to control such entity. In preparing the consolidated financial statements, all intercompany balances and transactions, and unrealised profits arising within the consolidated entity, are eliminated in full.

(c) Operating segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the Board of Directors. Operating segments have been identified based on the information provided to the CODMs being the Chief Executive Officer, Chief Financial and Operations Officer and the Board of Directors, in assessing business performance.

PAS aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- nature of the products sold;
- nature of the production processes;
- type or class of customer for the products;
- methods used to distribute the products; and if applicable
- nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 "Operating Segments" are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

(d) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity instruments issued by the Company in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets or liabilities related to employee benefit arrangements are recognised at their value, except that:

(i) deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 "Income Taxes" and AASB 119 "Employee Benefits" respectively;

(ii) liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 "Share-based Payment" at the acquisition date; and

(iii) assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at then on-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Standard.

Where the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity.

Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139 "Financial Instruments: Recognition and Measurement", or AASB 137 "Provisions, Contingent Liabilities and Contingent Assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Company attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

(e) Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short term highly liquid investments that are readily convertible to known amounts of cash which are subjected to an insignificant risk of change in value and have maturity of three months or less at the date of acquisition. Bank overdrafts are shown as a net amount within cash and cash equivalents in the consolidated statement of financial position.

(f) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

(g) Inventories

Inventories are valued at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less all estimated costs of completion and the estimated costs necessary to make the sale.

Finished goods are measured at standard cost in the reporting period or at either standard cost or their weighted-average cost paid for the goods in the comparative period. Cost includes the transfer from equity of any gains/losses on qualifying cash flow hedges relating to the purchase of inventories. Indirect costs incurred in the handling and distribution of finished goods are included in the measurement of inventories.

(h) Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. Depreciation is calculated on a straight-line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight-line method. The useful lives are as follows:

- Fixtures, fittings and equipment – 1 to 10 years; and
- Leasehold improvements – 3 to 5 years.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period. An item of plant and equipment is derecognised upon disposal or where no further future economic benefits are expected from its use or disposal.

Refer Note 1(i) for policy on assessing impairment of plant and equipment.

(i) Impairment of assets excluding goodwill

At each reporting date, PAS reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Recoverable amount is the greater of fair value less costs to sell and value in use. Where the asset does not generate cash flows that are independent from other assets, PAS estimates the recoverable amount of the cash generating unit to which the asset belongs. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Non-financial assets other than goodwill that have suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate the impairment may have reversed. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

(j) Goodwill

Goodwill acquired in a business combination is initially measured at its cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised at the date of the acquisition. Goodwill is subsequently measured at its cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units, or groups of cash-generating units, expected to benefit from the synergies of the business combination. Cash generating units or groups of cash generating units to which goodwill has been allocated are tested for impairment annually or more frequently if events or changes in circumstances indicate that goodwill might be impaired. If the recoverable amount of the cash generating unit (or groups of cash generating units) is less than the carrying amount of the cash-generating unit (or groups of cash-generating units), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or groups of cash-generating units) and then to the other assets of the cash generating units pro rata on the basis of the carrying amount of each asset in the cash-generating unit (or groups of cash generating units). An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

On disposal of an operation within a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the operation.

(k) Other intangible assets

Brand names and trademarks

PAS' brands are considered to have indefinite lives. These brands are not considered to have foreseeable brand maturity dates, and have accordingly been assessed as having indefinite useful lives and are therefore not amortised. Instead, the brand names are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired, and are carried at cost less accumulated impairment losses.

Software and websites

All costs directly incurred in the purchase or development of major computer software or subsequent upgrades and material enhancements, which can be reliably measured and are not integral to a related asset, are capitalised as intangible assets. Direct costs may include internal payroll and on-costs for employees directly associated with the project. Costs incurred on computer software maintenance or during the planning phase are expensed as incurred. Computer software is amortised over the period of time during which the benefits are expected to arise, being up to four years.

(l) Leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit or Loss on a straight-line basis over the shorter of the useful life of the asset or the lease term where such leases contain annual fixed escalation rates, and the value of the future lease payments can be determined.

Lease incentives

Lessor contributions to the construction and fit-out of premises are accounted for as a lease incentive liability and are reduced on a straight-line basis over the remaining term of the lease.

(m) Trade and other payables

Trade payables and other accounts payable are recognised when PAS becomes obliged to make future payments resulting from the purchase of goods and services.

(n) Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Ancillary costs incurred in connection with the arrangement of borrowings are deferred and amortised over the period of the borrowing and are netted off against the borrowings.

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

(o) Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the obligations under the contract. The provision is stated at the present value of the future net cash outflows expected to be incurred in respect of the contract.

(p) Provisions

Provisions are recognised when PAS has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third-party, the receivable is recognised as an asset if it is virtually certain that recovery will be received and the amount of the receivable can be measured reliably.

(q) Employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by PAS in respect of services provided by employees up to reporting date.

Contributions to defined contribution superannuation plans are expensed when incurred.

(r) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on PAS' estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, PAS revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with corresponding adjustment to the equity settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

(s) Foreign currency

Foreign currency transactions

All foreign currency transactions during the financial year are brought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate existing at reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Notes to the Financial Statements (Continued)

Exchange differences are recognised in profit or loss in the period in which they arise except when exchange differences, which relate to assets under construction for future productive use, are included in the cost of those assets where they are regarded as an adjustment to interest costs on foreign currency borrowings; or exchange differences on transactions entered into in order to hedge certain foreign currency risks.

Foreign operations

The assets and liabilities of overseas operations are translated at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are recognised in the foreign currency translation reserve, and recognised in profit or loss on disposal of the foreign operation.

(t) Issued capital

Issued and paid up capital is recognised at the fair value of the consideration received. Transaction costs arising on the issue of equity instruments are recognised directly in equity, net of tax as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

Dividends are recognised when declared during the financial year.

(u) Earnings per share

Basic EPS is calculated as net profit for the period, adjusted to exclude costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is the figure used for Basic EPS adjusted to take into account dilutive potential ordinary shares assumed to be issued for no consideration.

(v) Revenue

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

- **Sale of goods in retail stores –** recognised at the point of sale at the price sold to the customer.
- **Sale of goods to wholesale customers** – at time of delivery less an allowance for estimated customer returns, rebates and other similar allowances.
- **Sale of goods online** – recognised when the obligation to deliver goods to the customer has been fulfilled.
- **Interest** – from the time the right to receive interest revenue has been attained, using the effective interest method.
- **Royalties and licence fees** – from the time a right to receive consideration for the provision of, or investment in, assets or the use of a trademark, has been attained. Royalties determined on a time basis are recognised on a straight-line basis over the period of the agreement. Royalty arrangements that are based on production, sales and other measures are recognised by reference to the underlying agreement.
- **Dividends** – from the time the right to receive the payment is established.
- **Disposal of plant and equipment** – when PAS has transferred to the buyer the significant risks and rewards of ownership of the goods.

(w) Income tax

The Company and all its wholly-owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. The PAS Group Limited is the head entity in the tax-consolidated group. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the "separate taxpayer within group" approach.

Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax consolidated group in accordance with the arrangement. Where the tax contribution amount recognised by each member of the tax consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity participants.

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Adjustments are made for transactions and events occurring within the tax-consolidated group that do not give rise to a tax consequence for the group or that have a different tax consequence at the head entity level of the group.

Deferred tax

Deferred tax is accounted for using the comprehensive Statement of Financial Position liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items. Adjustments are made for transactions and events occurring within the tax-consolidated group that do not give rise to a tax consequence for the group or that have a different tax consequence at the head entity level of the group.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised.

However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments except where PAS is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax is recognised as an expense or income in the Statement of Comprehensive Income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(x) Goods and services tax

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

– where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

– for receivables and payables which are recognised inclusive of GST. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(y) Derivative financial instruments

PAS uses derivative financial instruments (including forward currency contracts and interest rate swap instruments) to hedge its risks associated with foreign currency and interest rate fluctuations. Derivatives are carried as assets when their fair value is positive, and as liabilities when their fair value is negative.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

The Company and the group designates certain derivatives as either hedges of the fair value of recognised assets or liabilities or firm commitments (fair value hedges), hedges of highly probable forecast transactions or hedges of foreign currency risk of firm commitments (cash flow hedges), or hedges of net investments in foreign operations.

The fair value of a hedging derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Hedge accounting

The Company and PAS designates certain hedging instruments in respect of foreign currency and interest rate risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange and interest rate risk are accounted for as cash flow hedges.

At the inception of the hedge relationship the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, PAS documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of profit or loss immediately, together with any changes in the fair value of the hedged item that is attributable to the hedged risk.

Hedge accounting is discontinued when PAS revokes the hedging relationship, or the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. The adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in the statement of profit or loss as part of other expenses or other income.

Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss in the same line of the statement of profit or loss and other comprehensive income as the recognised hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability. Hedge accounting is discontinued when PAS revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in the statement of profit or loss.

(z) Comparatives

Where current period balances have been classified differently within current period disclosures when compared to the prior period, comparative disclosures have been restated to ensure consistency of presentation between periods.

As a consequence of an IFRS Interpretations Committee (IFRIC) agenda decision issued in November 2016, management has amended its accounting policy to recognise a deferred tax liability on indefinite life intangibles acquired as part of a business combination. The amendment resulted in an increase of $6.3m to goodwill and deferred tax liabilities as at the beginning of the earliest comparative period.

(aa) Critical accounting adjustments and key sources of estimation uncertainty

In the application of the PAS' accounting policies, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(i) Income taxes

Deferred tax assets are recognised for deductible temporary differences and tax losses as management considers that it is probable that future taxable profits will be available to utilise those temporary differences. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(ii) Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

(iii) Impairment of intangible assets with indefinite lives (goodwill and brand names)

Determining whether intangible assets with indefinite lives are impaired requires an estimation of the value in use of the cash generating units to which the asset has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit, and a suitable discount rate in order to calculate present value.

(iv) Share based payments expense

At each reporting date the Company estimates the number of equity instruments expected to vest in accordance with the accounting policy stated at 1(r). The number of equity instruments expected to vest is based on management's assessment of the likelihood of the vesting conditions attached to the equity instruments being satisfied. The key vesting conditions that are assessed are the earnings per share targets and required service periods. The impact of any revision in the number of equity instruments that are expected to vest is recognised as an adjustment to the share based payments expense in the reporting period that the revision is made.

(ab) New accounting standards and interpretations not yet mandatory or early adopted

At the date of authorisation of the financial report, the following Australian Accounting Standards and Interpretations relevant to PAS have recently been issued or amended but are not yet mandatory and have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2017.

Standard/Interpretation	Effective for the annual reporting period beginning on	Expected to be initially applied in the financial year ending
AASB 2016-1 'Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses'	1 January 2017	30 June 2018
AASB 2016-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107'	1 January 2017	30 June 2018
AASB 9 'Financial Instruments', and relevant amending standards	1 January 2018	30 June 2019
AASB 15 'Revenue from Contracts with Customers' and AASB 2014-5 'Amendments to Australian Accounting Standards arising from AASB 15	1 January 2018	30 June 2019
AASB 2016-5 'Amendments to Australian Accounting Standards – Classification and Measurement of Share-based payment transactions'	1 January 2018	30 June 2019
AASB 16 'Leases'	1 January 2019	30 June 2020

With the exception of AASB 16 'Leases', the Directors anticipate that the above amendments and Interpretations will not have a material impact on the financial report of PAS in the year of initial application.

The Group has performed a preliminary evaluation of the implications of AASB 16 and expect the adoption of this new standard to have a materially significant impact on the presentation and disclosure of components within the Groups profit and loss, balance sheet and statement of cash flows.

Information on the undiscounted amount of the Group's operating lease commitments at 30 June 2017 under AASB 117, the current leases standard, is disclosed in Note 30. Under AASB 16, the present value of these commitments would be shown as a liability on the balance sheet together with an asset representing the right-of-use. The ongoing income statement classification of what is currently predominantly presented as occupancy-related expenses will be split between amortisation and interest expense for almost all lease contracts. This split will impact the classification of both operating and financing cash flows.

At the date of authorisation of the financial statements, no IASB Standards and IFRIC Interpretations relevant to PAS were in issue but not yet effective.

2. Revenues and expenses

Profit before income tax includes the following items of revenue and expense:

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Sales revenue		
Sale of goods	**261,743**	269,390
Other revenue		
Royalty income	**185**	261
Other	**2,952**	431
Total revenue	**264,880**	**270,082**
Occupancy expense:		
Minimum lease payments on operating leases	**27,203**	25,899
Other occupancy expenses	**2,682**	2,181
Total occupancy expense	**29,885**	**28,080**
Employee benefits expense:		
Post-employment benefits – Defined contribution plans	**4,932**	4,508
Equity settled share based payments	**425**	186
Other employee benefits	**59,829**	56,210
Total employee benefits expense	**65,186**	60,904
Depreciation and amortisation:		
Depreciation	**5,862**	4,605
Amortisation	**1,865**	2,144
Total depreciation and amortisation	**7,727**	**6,749**
Net finance costs:		
Interest and finance charges paid to banks and other financial institutions	**658**	948
Amortisation of deferred borrowing costs	**58**	37
Interest revenue	**(42)**	(64)
Total net finance costs	**674**	**921**

3. Segment information

PAS' operating segments are identified with reference to the information regularly reviewed by the Chief Executive Officer, Chief Financial and Operations Officer and Board of Directors the Chief Operating Decision Makers ('CODM'), in assessing performance and in determining the allocation of resources. The reportable segments are based on aggregated operating segments determined by the similarity of the goods sold and the method used to distribute the goods. PAS operates in two reportable segments, being Retail and Wholesale reflecting its primary distribution channels. Discrete financial information about these operating businesses is reported to the CODM on a monthly basis. The segments are described below.

Retail

The Retail segment includes revenues and profits generated by PAS' retail and online footprint associated with women's, men's and children's apparel, which included 258 retail sites as of 30 June 2017. The number of retail sites excludes the online channel.

Wholesale

The Wholesale segment includes revenues and profits associated with the wholesaling of women's, men's and children's apparel as well as sporting equipment, footwear and accessories.

Unallocated

Corporate overheads, interest revenue and interest expenses are not allocated to operating segments as they are not considered part of the core operations of a specific segment.

The accounting policies used by PAS in reporting segments are the same as those contained in Note 1 to the financial statements and in the prior period. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before interest and tax as included in the internal management reports that are reviewed by the CODM. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

The following is an analysis of PAS' revenue, EBITDA and results from continuing operations by reportable segment.

2017	Retail $'000	Wholesale $'000	Unallocated $'000	Total $'000
Revenue from sale of goods	140,890	120,853	–	261,743
Other revenue	6	186	2,945	3,137
Total revenue	**140,896**	**121,039**	**2,945**	**264,880**
Reportable segment EBITDA	**18,427**	**10,072**	**(9,708)**	**18,791**
Depreciation and amortisation	(5,289)	(547)	(1,891)	(7,727)
Reportable segment EBIT	**13,138**	**9,525**	**(11,599)**	**11,064**
Net financing costs	–	–	(674)	(674)
Statutory profit before tax	**13,138**	**9,525**	**(12,273)**	**10,390**
Segment assets	70,986	61,134	38,589	170,709
Segment liabilities	11,525	10,628	21,973	44,126
Capital expenditure	3,102	2,337	2,418	7,857

3. Segment information (continued)

2016	Retail $'000	Wholesale $'000	Unallocated $'000	Total $'000
Revenue from sale of goods	135,866	133,524	–	269,390
Other revenue	13	90	589	692
Total revenue	**135,879**	**133,614**	**589**	**270,082**
Reportable segment EBITDA	**20,647**	**11,889**	**(8,651)**	**23,885**
Depreciation and amortisation	(4,302)	(581)	(1,866)	(6,749)
Reportable segment EBIT	**16,345**	**11,308**	**(10,517)**	**17,136**
Net financing costs	–	–	(921)	(921)
Statutory profit before tax	**16,345**	**11,308**	**(11,438)**	**16,215**
Segment assets	65,155	61,295	38,528	164,978
Segment liabilities	9,704	11,585	21,215	42,504
Capital expenditure	5,823	331	1,458	7,612

Segment revenue reported above represents revenue generated from external customers. Inter-segment sales are immaterial.

For the purposes of monitoring segment performance and allocating resources between segments:

– All assets are allocated to reportable segments other than other financial assets and current and deferred tax assets. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and

– All liabilities are allocated to reportable segments other than borrowings, other financial liabilities and current and deferred tax liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

Major customers

Included in revenues arising from Wholesale Segment sales of $120.9 million (2016: $133.5 million) are revenues of approximately $33.1 million (2016: $51.5 million) which arose from sales to the Group's largest customer. No other single customer contributed 10% or more to the Group's revenue for either 2017 or 2016.

4. Income taxes

Income tax recognised in profit or loss:

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Current tax		
Current tax on profits for the year	**1,082**	4,535
Adjustments for current tax of prior periods	**(363)**	(760)
Total current tax expense	**719**	**3,775**
Deferred tax		
Decrease (increase) in deferred tax assets	**1,156**	(242)
(Decrease) increase in deferred tax liabilities	**32**	(89)
Total deferred tax expense/(benefit)	**1,188**	**(331)**
Total income tax expense	**1,907**	**3,444**
Income tax is attributable to:		
Profit from continuing operations	**2,133**	4,891
(Loss) from discontinued operations	**(226)**	(1,447)
	1,907	**3,444**
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from continuing operations	10,390	16,215
(Loss) before tax from discontinuing operations	(811)	(2,209)
	9,579	**14,006**
Income tax expense calculated at 30% (2016: 30%)	2,874	4,202
Tax effect of amounts which are not deductible in calculating taxable income:		
Income tax expense calculated at 30% (2016: 30%)	(657)	–
Tax effect of amounts which are not deductible in calculating taxable income:	43	26
Effect of income that is exempt from taxation	28	–
Non-deductible expenses	(363)	(760)
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(18)	(24)
Income tax expense	**1,907**	**3,444**
Deferred income tax recognised in other comprehensive income:		
Cash flow hedge reserve	**529**	565
Total income tax recognised directly in equity	**529**	**565**

4. Income taxes (continued)

Deferred tax balances

2017	Opening balance $'000	Recognised in profit or loss $'000	Recognised in other comprehensive income $'000	Acquisitions/ disposals $'000	Closing balance $'000
Temporary differences					
Cash flow hedges	565	–	(37)	–	**528**
Property, plant and equipment	612	(553)	–	–	**59**
Intangible assets	(7,495)	–	–	–	**(7,495)**
Provisions	2,071	(328)	–	–	**1,743**
Doubtful debts	52	264	–	–	**316**
Accruals	391	(180)	–	–	**211**
Lease Incentives	1,955	77	–	–	**2,032**
Inventory	221	(64)	–	–	**157**
Share issue costs	816	(409)	–	–	**407**
Rebates and allowances	115	(21)	–	–	**94**
Share based payment reserve	149	127	(148)	–	**128**
Other	68	14	–	–	**82**
Total temporary differences	**(480)**	**(1,073)**	**(185)**	**–**	**(1,738)**
Total unused tax losses	**1,755**	**(115)**	**–**	**–**	**1,631**
Total	**1,275**	**(1,188)**	**(185)**	**–**	**(107)**

2016	Opening balance $'000	Recognised in profit or loss $'000	Recognised in other comprehensive income $'000	Acquisitions/ disposals $'000	Closing balance $'000
Temporary differences					
Cash flow hedges	(555)	–	1,120	–	**565**
Property, plant and equipment	–	612	–	–	**612**
Intangible assets	(4,500)	–	–	(2,995)	**(7,495)**
Provisions	1,658	309	–	104	**2,071**
Doubtful debts	27	25	–	–	**52**
Accruals	651	(260)	–	–	**391**
Lease Incentives	1,429	526	–	–	**1,955**
Inventory	355	(134)	–	–	**221**
Share issue costs	1,223	(407)	–	–	**816**
Rebates and allowances	81	34	–	–	**115**
Share based payment reserve	–	149	–	–	**149**
Other	(21)	89	–	–	**68**
Total temporary differences	**348**	**943**	**1,120**	**(2,891)**	**(480)**
Total unused tax losses	**3,675**	**–**	**–**	**–**	**1,755**
Total	**4,023**	**943**	**1,120**	**(2,891)**	**1,275**

During the year the Group utilised $115,000 of previously recognised tax losses (2016: $1,920,000) to offset income tax payable to the Australian Tax Office.

Tax consolidation

The Company and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 16 June 2014 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is The PAS Group Limited. The members of the tax-consolidated group are identified in Note 23. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax-consolidated group in accordance with the arrangement.

Nature of tax funding arrangements and tax sharing agreements

Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax-sharing agreement with the head entity. Under the terms of the tax funding arrangement, The PAS Group Limited and each of the entities in the tax-consolidated group has agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity.

5. Discontinued Operations

5.1 Disposal of the Metalicus business (Metalicus)

On 27 July 2016 the Group announced it had entered into a sale agreement to dispose of the loss making Metalicus business which operated in both the retail and wholesale segments. The disposal of the business which was completed on 30 September 2016 and was reported in the financial statements for the year ending 30 June 2016 as a discontinued operation did not result in any change to the parent's ownership interests in its subsidiaries.

Financial information relating to the discontinued operation for the period to the date of disposal is set out below.

5.2 Financial performance and cash flow information

The financial performance and cash flow information presented reflects the operations for the three months ended 30 September 2016 and subsequent adjustments to the consideration received.

The combined results of the discontinued operation included in the profit and loss for the year is set out below. The comparative profit and cash flows from discontinued operations have been re-presented to include those operations classified as discontinued in the current year.

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Loss for the year from discontinued operations		
Revenue	**5,327**	25,364
Expenses	**(6,212)**	(27,151)
Trading (loss) before interest, impairment, tax, depreciation and amortisation	**(885)**	**(1,788)**
Depreciation and amortisation	**(5)**	(406)
Net finance costs	**(3)**	(15)
(Loss) before tax	**(893)**	(2,209)
Attributable income tax benefit	**251**	1,447
	(642)	**(762)**
Profit on disposal of discontinued operation	**82**	–
Attributable income tax (expense)	**(25)**	–
(Loss) for the year from discontinued operations attributable to owners of the parent	**(585)**	**(762)**

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Cash flows from discontinued operations		
Net cash inflows/(outflows) from operating activities	**(1,321)**	(652)
Net cash inflows/(outflows) from investing activities	**749**	(352)
Net cash inflows/(outflows) from financing activities	**–**	970
Net cash inflow/(outflow)	**(572)**	**(34)**

The Metalicus business was classified and accounted for as at 30 June 2016 as a disposal group held for sale (see Note 6).

6. Assets classified as held for sale

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Assets held for sale	–	3,646
Liabilities associated with assets held for sale	–	276
Amounts recognised directly in equity associated with assets held for sale	–	–

As described in Note 5, the Group entered into a binding contract of sale for the Metalicus business on 27 July 2016 and disposal was successfully completed on 30 September 2016. The fair value of the major classes of assets and liabilities of the Metalicus business transferred under the sales agreement at the end of the comparative reporting period are detailed below:

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Inventories	–	**3,377**
Trade Receivables	–	**262**
Other current assets	–	**7**
Assets of Metalicus business classified as held for sale	–	**3,646**
Current provisions	–	**218**
Non-current provisions	–	**58**
Liabilities of Metalicus business associated with assets classified as held for sale	–	**276**
Net assets of Metalicus business classified as held for sale	–	**3,370**

7. Earnings per share

	Year ended 30 June 2017 $'000 Cents per share	Year ended 30 June 2016 $'000 Cents per share
Basic earnings /(loss) per share		
From continuing operations	**6.0**	8.3
From discontinued operations	**(0.4)**	(0.6)
Total basic earnings/(loss) per share	**5.6**	**7.7**
Diluted earnings/(loss) per share		
From continuing operations	**6.0**	8.3
From discontinued operations	**(0.4)**	(0.6)
Total diluted earnings/(loss) per share	**5.6**	**7.7**

7.1 Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Profit for the year attributable to owners of the Company	**7,672**	**10,562**
Earnings used in the calculation of basic earnings per share	**7,672**	10,562
(Loss) for the year from discontinued operations used in the calculation of basic earnings per share	**(585)**	(762)
Earnings used in the calculation of basic earnings per share from continuing operations	**8,257**	**11,324**
The weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:		
Basic earnings per share (no. shares)	**136,690,860**	136,690,860
Diluted earnings per share (no. shares)	**136,690,860**	136,690,860

Potential ordinary shares from performance rights are not dilutive as the exercise price exceeds the current market price.

8. Trade and other receivables

	2017 $'000	2016 $'000
Current trade and other receivables:		
Trade receivables	**21,217**	20,141
Allowance for doubtful debts	**(1,054)**	(133)
Trade discounts and rebates	**(1,152)**	(947)
Other receivables	**1,280**	2,006
Total current trade and other receivables	**20,291**	**21,067**

The average credit period on sales of goods ranges from 14 to 60 days. No interest is charged on trade receivables. The provision in respect of trade receivables is determined with regard to historical write-offs and specifically identified customers. Before accepting any new customer, PAS uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Of the trade receivables balance at the end of the year, $4.7 million (30 June 2016: $5.4 million) is due from the Group's largest customer.

Trade receivables disclosed above include amounts that are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are considered recoverable (see below for aged analysis).

	2017 $'000	2016 $'000
Age of receivables that are past due but not impaired:		
60–90 days	**3,246**	3,304
90–120 days	**714**	1,445
Total	**3,960**	**4,749**
Average age (days)	**80**	**84**
Movement in the allowance for doubtful debts:		
Balance at beginning of the year	**(133)**	(92)
Impairment losses recognised on receivables	**(972)**	(144)
Amounts written off during the year as uncollectible	**36**	60
Impairment losses reversed	**15**	43
Balance at end of the year	**(1,054)**	(133)
Age of impaired trade receivables:		
60–90 days	**–**	57
90–120 days	**–**	32
120+ days	**1,386**	156
Total	**1,386**	**245**

9. Inventories

	2017 $'000	2016 $'000
At lower of cost and net realisable value:		
Raw materials	**880**	976
Stock in transit	**5,494**	5,868
Work in progress	**432**	298
Finished goods	**26,309**	22,989
Total inventories	**33,115**	**30,131**

The cost of inventories recognised as an expense during the year was $115.4 million (2016: $121.6 million). The cost of inventories recognised as an expense includes $0.1 million (2016: $0.5 million) in respect of write-downs of inventory to net realisable value.

10. Other current assets

	2017 $'000	2016 $'000
Prepayments	**3,473**	3,540
Other	**182**	636
Total other current assets	**3,655**	**4,176**

11. Property, plant and equipment

	2017 $'000	2016 $'000
Plant and equipment	**3,934**	3,310
Leasehold Improvements	**11,650**	10,433
Total property, plant and equipment	**15,584**	**13,743**

	Plant and equipment at cost $'000	Leasehold improvements cost $'000	Total $'000
Cost			
Balance at 1 July 2015	**8,248**	**27,248**	**35,496**
Additions	1,600	5,915	7,515
Disposals	(471)	(3,355)	(3,826)
Transfers	(323)	307	(16)
Acquisition through business combinations	235	–	235
Balance at 30 June 2016	**9,289**	**30,115**	**39,404**
Additions	2,099	6,122	8,221
Disposals	(2,248)	(7,644)	(9,892)
Transfers	(517)	77	(440)
Balance at 30 June 2017	**8,623**	**28,670**	**37,293**
Accumulated depreciation and impairment			
Balance at 1 July 2015	**(5,490)**	**(19,007)**	**(24,497)**
Eliminated on disposals of assets	470	3,355	3,825
Depreciation expense	(962)	(3,991)	(4,953)
Transfers	3	(39)	(36)
Balance at 30 June 2016	**(5,979)**	**(19,682)**	**(25,661)**
Eliminated on disposals of assets	2,242	7,643	9,885
Depreciation expense	(885)	(4,977)	(5,862)
Transfers	(67)	(4)	(71)
Balance at 30 June 2017	**(4,689)**	**(17,020)**	**(21,709)**
Net book value 2016	**3,310**	**10,433**	**13,743**
Net book value 2017	**3,934**	**11,650**	**15,584**

12. Goodwill

	2017 $'000	2016 $'000
Cost		
Balance at beginning of year	**121,575**	114,367
Additional amounts recognised from business combinations occurring during the year	**–**	7,208
Derecognised on disposal of a subsidiary	**(32,006)**	–
Balance at end of year	**89,569**	**121,575**
Accumulated impairment losses		
Balance at beginning of year	**(64,533)**	(64,533)
Derecognised on disposal of a subsidiary	**32,006**	–
Balance at end of year	**32,527**	**(64,533)**
Net book value	**57,042**	**57,042**

13. Intangible assets

	2017 $'000	2016 $'000
Trademarks	**520**	520
Brand names	**24,982**	24,982
Software	**2,014**	2,582
Website development costs	**937**	269
Total intangible assets	**28,453**	**28,353**

	Trademarks $'000	Brand names $'000	Software $'000	Website development costs $'000	Total $'000
Cost					
Balance at 1 July 2015	**380**	**40,628**	**6,876**	**1,256**	**49,140**
Additions	–	355	857	446	1,658
Acquisitions through business combinations	140	9,982	–	–	10,122
Disposals or classified as held for sale	–	–	(9)	–	(9)
Balance at 30 June 2016	**520**	**50,965**	**7,724**	**1,702**	**60,911**
Additions	–	–	942	1,046	1,988
Disposals	–	(6,435)	(684)	(852)	(7,971)
Transfers	–	–	–	(23)	(23)
Balance at 30 June 2017	**520**	**44,530**	**7,982**	**1,873**	**54,905**
Accumulated amortisation and impairment					
Balance at 1 July 2015	**–**	**(25,628)**	**(3,646)**	**(1,090)**	**(30,364)**
Amortisation expense	–	(355)	(1,504)	(343)	(2,202)
Disposals or classified as held for sale	–	–	8	–	8
Balance at 30 June 2016	**–**	**(25,983)**	**(5,142)**	**(1,433)**	**(32,558)**
Amortisation expense	–	–	(1,510)	(355)	(1,865)
Disposals	–	6,435	684	852	7,971
Balance at 30 June 2017	**–**	**(19,548)**	**(5,968)**	**(936)**	**(26,452)**
Net book value 2016	**520**	**24,982**	**2,582**	**269**	**28,353**
Net book value 2017	**520**	**24,982**	**2,014**	**937**	**28,453**

Indefinite life intangible assets

Brands acquired are separately identified as part of business combinations. The brand names were valued at relevant acquisition dates using the relief from royalty method. The Group intends to continue use of the brands for an indefinite period and therefore these are not amortised but are subject to an annual test for impairment.

14. Impairment testing of goodwill and non-current assets

Allocation of goodwill and brand names to cash-generating units ('CGUs')

Goodwill and brand names have been allocated for impairment testing purposes to the following CGUs:

	Goodwill 2017 $'000	Brand names 2017 $'000	Goodwill 2016 $'000	Brand names 2016 $'000
Designworks	**21,008**	**–**	21,008	–
Black Pepper Brands	**20,983**	**4,000**	20,983	4,000
Review	**7,843**	**11,000**	7,843	11,000
White Runway	**4,213**	**–**	4,213	–
JETS	**2,995**	**9,982**	2,995	9,982
	57,042	24,982	57,042	24,982

Impairment testing

In accordance with the Group's accounting policies, annual impairment testing is performed at 30 June for all intangible assets with indefinite useful lives. More frequent reviews are performed for indications of impairment over all of the Group's assets including operating assets. Where an indication of impairment is identified a formal impairment assessment is performed.

In accordance with the Group's accounting policies, the Group assessed the recoverable amount of each of the CGUs and evaluated whether the recoverable amount of a CGU exceeds its carrying amount. The recoverable amount is determined to be the higher of its fair value less costs to sell or its value-in-use.

The recoverable amounts of all CGUs were deemed to materially exceed their carrying amounts. The Directors believe that any reasonably expected changes in the key assumptions on which the recoverable amount is based would be unlikely to cause the carrying amount to exceed the recoverable amount of these CGUs.

Key assumptions

Cash-generating units

The recoverable amount of pre-existing CGUs has been determined based on value in use calculations and the recoverable amount of new CGUs acquired through recent business combinations has been determined based on fair value less costs to sell. In respect of each separate CGU, cash flow projections cover a five-year period based on financial budgets approved by the Directors. Cash flow projections are based on the same expected gross profit margins and raw materials price inflation throughout the budget period. The Group's pre-tax discount rate applied to the cash flow projections was 13.9%. Cash flows beyond that five-year period have been extrapolated using a 2.9% terminal growth rate.

15. Trade and other payables

	2017 $'000	2016 $'000
Trade payables	**11,280**	10,575
Accruals	**5,400**	6,020
Goods and services tax payable	**1,466**	1,417
Other payables and accruals	**384**	287
Total trade and other payables	**18,530**	**18,299**

The average credit period on purchases of goods is 30 days.

16. Other financial liabilities

	2017 $'000	2016 $'000
Derivatives that are designated and effective as hedging instruments carried at fair value:		
Forward foreign exchange contracts	**1,762**	**1,884**

17. Provisions

	2017 $'000	2016 $'000
Employee benefits	**4,843**	5,600
Other	**723**	744
Provisions – current	**5,566**	**6,344**
Employee benefits	**596**	825
Other	**186**	215
Provisions – non-current	**782**	**1,040**

18. Other liabilities

	2017 $'000	2016 $'000
Deferred revenue	**278**	330
Deferred consideration	**–**	77
Lease incentives	**2,339**	1,618
Other liabilities – current	**2,617**	**2,025**
Lease incentives	**4,695**	5,290
Deferred consideration	**–**	500
Contingent consideration	**2,600**	3,754
Other liabilities – non-current	**7,295**	**9,544**

The Group has provided bank guarantees in respect to retail premises operating leases of $0.3 million.

19. Issued capital

The share capital of The PAS Group Limited consists only of fully paid ordinary shares; the shares do not have a par value and the Company does not have a limited amount of authorised capital. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of The PAS Group Limited.

	2017 Shares	2016 Shares	2017 $'000	2016 $'000
Shares issued and fully paid:				
Balance at beginning of the year	**136,690,860**	136,690,860	**153,963**	153,963
Balance at the end of the year	**136,690,860**	**136,690,860**	**153,963**	**153,963**

Shares issued during the period were nil (2016: nil).

20. Reserves

	2017 $'000	2016 $'000
Share based payments reserve	**428**	498
Cash flow hedge reserve	**(1,233)**	(1,319)
Foreign currency translation reserve	**(346)**	(158)
Corporate reorganisation reserve	**(3,825)**	(3,825)
Total reserves	**(4,976)**	**(4,804)**
Share based payments reserve		
Balance at beginning of year	**498**	312
Arising on share based payments (LTIP)	**425**	186
Share options forfeited	**(495)**	–
Balance at the end of the year	**428**	**498**

The reserve is used to recognise the value of equity benefits provided to senior employees as part of their remuneration.

	2017 $'000	2016 $'000
Cash flow hedge reserve		
Balance at beginning of year	**(1,319)**	1,294
(Gain)/loss reclassified to profit or loss		
Forward foreign exchange contracts	**1,884**	(1,849)
Income tax related to gains/losses recognised in other comprehensive income	**(565)**	554
Gain/(loss) recognised on cash flow hedges		
Forward foreign exchange contracts	**(1,762)**	(1,884)
Income tax related to gains/losses recognised in other comprehensive income	**529**	565
Balance at the end of the year	**(1,233)**	**(1,319)**

The reserve is used to recognise the effective portion of the gain or loss on cash flow hedge instruments that are determined to be effective hedges.

	2017 $'000	2016 $'000
Foreign currency translation reserve		
Balance at beginning of year	**(158)**	(339)
Translation of foreign operations	**(188)**	181
Balance at the end of the year	**(346)**	**(158)**
Corporation reorganisation reserve		
Balance at beginning of year	**(3,825)**	(3,825)
Balance at the end of the year	**(3,825)**	**(3,825)**

The reserve is used to recognise exchange differences arising from translation of the financial statements of Black Pepper Brands Pty Limited's New Zealand branch operation to Australian dollars.

Under corporate reorganisation principles, share capital is recognised at the number of shares at IPO price less applicable transaction costs. Any difference following the capital reconstruction as part of the corporate reorganisation and the equity retained by the shareholders of the accounting acquirer (PASCO Group Pty Limited) is recognised in the acquisition reserve.

21. Retained earnings

	2017 $'000	2016 $'000
Balance at beginning of year	**(23,314)**	(26,085)
Profit attributable to owners of the Company	**7,672**	10,562
Payment of dividends	**(7,108)**	(7,791)
Transfers from share based payments reserve	**346**	–
Balance at end of year	**(22,404)**	**(23,314)**

22. Dividends on equity

	Year ended 30 June 2017		Year ended 30 June 2016	
	Cents per share	Total $'000	Cents per share	Total $'000
Recognised amounts				
Interim dividend	**2.6**	**3,554**	2.6	3,554
Final dividend	**2.6**	**3,554**	3.1	4,237
Unrecognised amounts				
Final dividend	**1.5**	**2,050**	**2.6**	**3,554**

On 24 August 2017, the directors declared a fully franked final dividend of 1.5 cents per share to the holders of fully paid ordinary shares in respect of the financial year ended 30 June 2017, to be paid to shareholders on 6 October 2017. This dividend has not been included as a liability in these consolidated financial statements. The total dividend to be paid is $2,050 thousand which will be paid to all shareholders on the Register of Members on 15 September 2017.

	2017 $'000	2016 $'000
Franking credits available at corporate tax rate of 30%	**41,815**	42,880

23. Subsidiaries

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by PAS 2017	2016
Parent entity				
The PAS Group Limited [(a)]	Holding company	Australia	**100%**	100%
Subsidiaries				
PASCO Group Pty Ltd [(c)]	Holding company	Australia	**100%**	100%
Chestnut Apparel Pty Ltd [(c)]	Holding company	Australia	**100%**	100%
PASCO Operations Pty Ltd [(c)]	Holding company	Australia	**100%**	100%
PAS Finance Pty Ltd [(c)]	Holding company	Australia	**100%**	100%
Yarra Trail Holdings Pty Ltd	Holding company	Australia	**100%**	100%
Yarra Trail Pty Ltd	Apparel; retail/wholesale	Australia	**100%**	100%
Black Pepper Brands Pty Ltd [(c)(i)]	Apparel; retail/wholesale	Australia	**100%**	100%
Breakaway NZ Clothing Group Ltd	Apparel; retail/wholesale	New Zealand	**100%**	100%
Designworks Holdings Pty Ltd [(c)]	Holding company	Australia	**100%**	100%
Designworks Clothing Company Pty Ltd (c)	Apparel; retail/wholesale	Australia	**100%**	100%
World Brands Pty Ltd	Apparel; retail/wholesale	Australia	**100%**	100%
Designworks Clothing Hong Kong Ltd	Apparel; retail/wholesale	Hong Kong	**100%**	100%
Designworks Management Consulting (Shanghai) Co Ltd	Apparel; retail/wholesale	China	**100%**	100%
The Hopkins Group Aust Pty Ltd [(c)]	Apparel; retail/wholesale	Australia	**100%**	100%
Review Australia Pty Ltd [(c)]	Apparel; retail/wholesale	Australia	**100%**	100%
Fiorelli Licensing Pty Ltd	Apparel; retail/wholesale	Australia	**100%**	100%
The Capelle Group Pty Ltd	Apparel; retail/wholesale	Australia	**100%**	100%
MetPAS Pty Ltd [(c)(j)]	Apparel; retail/wholesale	Australia	**100%**	100%
White Runway Pty Ltd [(b)(d)]	Apparel; retail/wholesale	Australia	**100%**	100%
White Runway (Pty) Ltd [(f)]	Apparel; retail/wholesale	South Africa	**100%**	100%
JETS Swimwear Pty Ltd [(b)(e)]	Apparel; retail/wholesale	Australia	**100%**	100%
JETS Global Limited [(e)]	Apparel; retail/wholesale	United Kingdom	**100%**	100%
AFG Retail Pty Ltd [(b)(e)]	Apparel; retail/wholesale	Australia	**100%**	100%
PAS NZ Limited [(g)]	Apparel; retail/wholesale	New Zealand	**100%**	100%
PAS US, Inc. [(h)]	Apparel; retail/wholesale	USA	**100%**	100%

a. The PAS Group Limited is the head entity within the tax consolidated group. The Company was incorporated on 9 May 2014.
b. Member of the tax consolidated group from date of becoming wholly owned.
c. These wholly-owned subsidiaries have entered into a deed of cross guarantee with The PAS Group Limited pursuant to ASIC Class Order 98/1418 and are relieved from the requirement to prepare and lodge an audited financial report.
d. Acquired 1 July 2015
e. Acquired 30 November 2015
f. Incorporated on 9 October 2015
g. Incorporated on 27 November 2015
h. Incorporated on 30 November 2015
i. Change of entity name from Breakaway Apparel Pty Ltd to Black Pepper Brands Pty Ltd on 21 July 2017
j. Change of entity name from Metalicus Pty Ltd to MetPAS Pty Ltd on 30 September 2016

24. Cross guarantee group

The PAS Group Limited and the entities detailed in Note 23 formed a cross guarantee group on 24 June 2014.

The consolidated income statement and consolidated statement of financial position of the entities party to the deed of cross guarantee are:

Statement of Profit or Loss and Other Comprehensive Income	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Revenue from sales	**220,445**	237,768
Cost of sales	**(96,479)**	(106,253)
Gross Profit	**123,966**	**131,515**
Other revenue	**2,987**	531
Employee benefit expenses	**(56,401)**	(54,691)
Selling and distribution expenses	**(17,290)**	(20,378)
Occupancy expenses	**(26,943)**	(26,355)
Marketing expenses	**(4,748)**	(4,074)
Administration expenses	**(6,632)**	(5,786)
Earnings before interest, tax, depreciation and amortisation	**14,939**	**20,762**
Depreciation and amortisation expense	**(6,844)**	(6,330)
Net finance costs	**(661)**	(903)
Profit before tax expense	**7,434**	**13,529**
Income tax expense	**(1,868)**	(4,024)
Profit for the year from continuing operations	**5,566**	**9,505**
Profit for the year	**4,981**	8,743
Other comprehensive income		
Exchange differences on translating foreign operations	**–**	–
Net gain/(loss) on cash flow hedges	**143**	(2,324)
Other comprehensive income for the year, net of tax	**143**	**(2,324)**
Total comprehensive income for the year	**5,124**	**6,419**

Statement of financial position	Year ended 30 June 2017 $'000	Year ended 30 June 2016 $'000
Cash and cash equivalents	**5,120**	6,351
Trade and other receivables	**15,762**	17,514
Inventories	**24,526**	28,516
Current tax assets	**201**	–
Other current assets	**3,136**	3,833
Total current assets	**48,745**	**56,214**
Non-current assets		
Trade and other receivables	**40**	90
Property, plant and equipment	**13,544**	11,355
Deferred tax assets	**7,317**	8,387
Goodwill	**57,042**	57,042
Other intangible assets	**27,871**	28,104
Other assets	**–**	37
Other financial assets	**37,275**	37,275
Total non-current assets	**143,089**	**142,290**
Total assets	**191,834**	**198,504**
Current liabilities		
Trade and other payables	**14,827**	16,198
Other financial liabilities	**1,762**	1,962
Current tax payables	**–**	1,945
Provisions	**4,730**	6,014
Other liabilities	**2,211**	1,626
Total current liabilities	**23,530**	**27,745**
Non-current liabilities		
Trade and other payables	**2,600**	3,754
Other financial liabilities	**14,759**	13,728
Deferred tax liabilities	**7,534**	7,486
Provisions	**698**	760
Other liabilities	**4,424**	4,844
Total non-current liabilities	**30,015**	**30,570**
Total liabilities	**53,545**	**58,315**
Net assets	**138,289**	**140,189**
Equity		
Issued capital	**153,963**	153,963
Reserves	**(5,650)**	(5,531)
Retained earnings	**(10,024)**	(8,243)
Total equity	**138,289**	**140,189**

25. Financial risk management

(a) Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Groups overall strategy remains unchanged from 2016. The capital structure of the Group consists of net debt, if any (borrowings offset by cash and bank balances), and equity of the Group (comprising issued capital, reserves, retained earnings). The Group is not subject to any externally imposed capital requirements. The Board reviews the capital structure of the Group on an annual basis.

	2017 $'000	2016 $'000
Categories of financial instruments		
Financial assets		
Cash and bank balances	**4,912**	7,863
Derivative instruments in designated hedge accounting relationships	**–**	–
Trade and other receivables	**20,359**	21,195
Financial liabilities		
Derivative instruments in designated hedge accounting relationships	**1,762**	1,884
Trade and other payables	**18,530**	18,299
Deferred and contingent consideration arising from business combinations (Note 30)	**2,600**	4,331

(b) Financial risk management objectives

PAS' treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (including currency risk and fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk.

The Group seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by management on a continuous basis. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The Group's treasury function reports monthly to the Group's Board.

(c) Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group enters into forward foreign exchange contracts to hedge the exchange rate risk arising on the purchase of inventory in US Dollars and interest rate swaps to mitigate the risk of rising interest rates.

Foreign currency risk management

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

	Liabilities		Assets	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
US Dollars (USD)	**5,764**	2,734	**4,524**	4,279
New Zealand Dollars (NZD)	**98**	12	**495**	66

Forward foreign exchange contracts

It is the policy of the Group to enter into forward foreign exchange contracts to cover 100% of foreign currency exposure that is either known with a high level of certainty or probability up to 12 months. The Group has entered into forward foreign exchange contracts (for terms not exceeding 12 months) to purchase USD to hedge the exchange rate risk arising from anticipated future purchases, which are designated as cash flow hedges.

At 30 June 2017, the aggregate amount of losses under forward foreign exchange contracts recognised in other comprehensive income and accumulated in the cash flow hedging reserve relating to the exposure on these anticipated future transactions is $1.8 million (2016: loss of $1.9 million). It is anticipated that the purchases will take place over the 12 months of the next financial year, at which time the amount deferred in equity will be included in the carrying amount of inventory. It is anticipated that the inventory will be sold within 6 months after purchase, at which time the amount deferred in equity will be reclassified to profit or loss.

The following table details the forward foreign currency contracts outstanding at the end of the reporting period:

	Average exchange rate		Foreign currency		Notional value		Fair value	
Outstanding contracts	2017 $A – $US	2016 $A – $US	2017 US $'000	2016 US $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Cash flow hedges								
Buy US Dollars								
Less than 3 months	**0.751**	0.708	**17,672**	21,246	**23,545**	29,989	**(533)**	(1,349)
3 to 6 months	**0.735**	0.725	**10,500**	17,850	**14,295**	24,604	**(604)**	(470)
6 to 9 months	**0.750**	0.736	**17,250**	20,550	**22,989**	27,935	**(474)**	(65)
9 to 12 months	**0.747**	–	**4,750**	–	**6,358**	–	**(151)**	–
							(1,762)	(1,884)

Foreign currency sensitivity analysis

As shown in the table above the Group is mainly exposed to the currency of the United States. The following table details the Group's sensitivity to a 10% increase and decrease in the Australian dollar against the USD. 10% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 10% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Australian dollar weakens 10% against the relevant currency. For a 10% strengthening of the Australian dollar against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

	USD movement impact (+/-)	
	2017 $'000	2016 $'000
Profit or loss[(i)]	**411**	475
Equity[(ii)]	**3,844**	4,907

(i) This is mainly due to the exposure outstanding on USD receivables at the end of the reporting period.

(ii) This is mainly due to changes in the fair value of derivative instruments designated as hedging instruments in cash flow hedges.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year. USD denominated purchases are seasonal. In addition, the impact of fluctuations in exchange rates can to some extent be recouped from suppliers and/or passed through to customers.

Interest rate risk management

The Group is exposed to interest rate risk when entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. The Group had no debt as at 30 June 2017 (2016: nil).

25. Financial risk management (continued)

(d) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to PAS. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. This information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread among approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

Concentration of credit risk related to the Group's largest customer did not exceed 20% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 5% of gross monetary assets at any time during the year.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Collateral held as security and other credit exposures

PAS does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

(e) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The finance facility note below sets out details of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

Liquidity and interest risk tables

The following tables detail PAS' remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are at floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the group may be required to pay. The following table also details the Group's expected maturity for its non-derivative financial assets based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

	Weighted average effective interest rate %	Less than 1 month $'000	1–3 months $'000	3 months to 1 year $'000	1–5 years $'000	5+ years $'000	Total $'000
30 June 2017							
Financial assets							
Non-interest bearing	**–**	**20,291**	**–**	**–**	**68**	**–**	**20,359**
Variable interest rate instruments	**1.0%**	**4,912**	**–**	**–**	**–**	**–**	**4,912**
Financial liabilities							
Non-interest bearing	**–**	**18,530**	**–**	**–**	**–**	**–**	**18,530**
30 June 2016							
Financial assets							
Non-interest bearing	–	21,067	–	–	128	–	21,195
Variable interest rate instruments	1.6%	7,863	–	–	–	–	7,863
Financial liabilities							
Non-interest bearing	–	18,299	–	–	–	–	18,299

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

The Group has access to financing facilities as described below, of which $45.0 million was unused at the end of the reporting period (2016: $55.0 million). The Group expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

The following table details the Group's liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis and the undiscounted gross inflows and outflows on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves at the end of the reporting period.

	Less than 1 month $'000	1–3 months $'000	3 months to 1 year $'000	1–5 years $'000	5+ years $'000
30 June 2017					
Gross settled:					
– foreign exchange forward contracts	**5,323**	**18,222**	**43,642**	**–**	**–**
30 June 2016					
Gross settled:					
– foreign exchange forward contracts	13,041	20,864	48,623	–	–

Finance facilities	2017 $'000	2016 $'000
Secured multi-option facility:(i)		
– amount used	**–**	–
– amount unused	**40,000**	–
	40,000	–
Secured working capital facility:(i)		
– amount used	**–**	–
– amount unused	**5,000**	25,000
	5,000	25,000
Secured bank loan facility:(i)		
– amount used	**–**	–
– amount unused	**–**	30,000
	–	30,000

(i) Secured by a first ranking fixed and floating charge over the assets and undertakings of the Group.

On 9 January 2017 the Group executed documentation with its existing banking partner CBA for three complementary facilities with a combined committed limit of $45 million. The new finance package replaces the existing $55 million facility and will provide enhanced flexibility at a lower cost while supporting a platform for growth. The term of the collective facility is three years.

In addition to the $45 million of committed funding, the Group may by written notice to CBA request the establishment of an accordion facility up to a maximum of $60 million which may be used to support the Group's acquisitive growth strategy.

25. Financial risk management (continued)

(f) Fair value of financial instruments

This note provides information about how PAS determines fair values of various financial assets and financial liabilities.

The Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

The fair value of foreign exchange forward contracts is determined using a Level 2 fair value hierarchy method, being a discounted cash flow method. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.

26. Share-based payments

Movements in share options and performance rights during the year

The following table reconciles the share options and performance rights outstanding at the beginning and end of the year:

	Number of options	Number of performance rights
Balance at beginning of year	3,718,981	1,898,136
Granted	–	1,790,401
Exercised	–	–
Forfeited	(3,718,981)	–
Balance at end of year	**–**	**3,688,537**

Share options exercised during the year

No share options were exercised during the year (2016: Nil). There were no vested share options outstanding at the end of the year (2016: Nil).

Further details regarding the nature of both share options and performance rights is located in the Remuneration Report.

27. Key management personnel compensation

The aggregate compensation made to Directors and other members of key management personnel of the Company and PAS Group is set out below:

	2017 $	2016 $
Short-term employee benefits	**1,663,982**	1,666,082
Post-employment benefits	**92,502**	105,827
Other long-term benefits	**8,048**	13,045
Share-based payments	**186,808**	313,278
Total key management personnel compensation	**1,951,340**	**2,098,232**

28. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

The Group did not enter into any related party transactions during the year.

29. Cash and cash equivalents

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows:

	Year Ended 30 June 2017 $'000	Year Ended 30 June 2016 $'000
Cash on hand and in bank	**4,912**	7,863
Reconciliation of (loss)/profit for the year to net cash flows from operating activities		
Cash flows from operating activities		
Profit for the year	**7,672**	10,562
Depreciation and amortisation	**7,732**	7,155
Lease incentives	**(2,036)**	(1,642)
Unrealised foreign exchange (gains)	**(133)**	(72)
Expenses recognised in respect of equity-settled share-based payments	**425**	186
(Profit) on disposal of property plant and equipment	**(13)**	–
(Profit) on disposal of discontinued operation	**(82)**	–
Interest accrued not paid	**(13)**	22
Amortisation of borrowing costs	**37**	37
(Increase)/decrease in assets:		
Trade and other receivables	**1,135**	1,635
Current tax assets	**(201)**	1,596
Deferred tax assets	**1,198**	1,583
Inventory	**(2,785)**	(5,191)
Other assets	**515**	(31)
Increase/(decrease) in liabilities:		
Trade and other payables	**(1,041)**	1,423
Provisions	**(1,030)**	1,284
Deferred tax liability	**–**	(607)
Other liabilities	**(221)**	737
Current tax liability	**(2,089)**	1,891
Net cash generated by operating activities	**9,070**	**20,568**

30. Operating lease arrangements

Leasing arrangements

Operating leases relate to leases of retail premises, office space and office equipment with lease terms of between 1 to 8 years. All retail store operating lease contracts contain clauses for market rental reviews.

Payments recognised as an expense

	2017 $'000	2016 $'000
Minimum lease payments	**27,203**	**27,486**
Non-cancellable operating lease commitments		
Not later than 1 year	**18,087**	14,614
Later than 1 year and not later than 5 years	**32,495**	27,842
Later than 5 years	**2,165**	25
Total non-cancellable operating lease commitments	**52,747**	**42,481**
Liabilities recognised in respect of non-cancellable operating leases		
Lease incentives (Note 18)		
Current	**2,339**	1,618
Non-current	**4,695**	5,290
Total Liabilities recognised in respect of non-cancellable operating leases	**7,034**	**6,908**

31. Commitments for expenditure

Capital expenditure commitments

	2017 $'000	2016 $'000
Plant and equipment – store fitouts	**1,437**	1,251
Web development costs	**293**	–
	1,730	**1,251**

32. Remuneration of auditors

	2017 $	2016 $
Audit or review of the financial statements	**261,991**	258,366
Other non-audit services – due diligence, accounting advice	**–**	36,050
Taxation compliance services	**45,675**	152,880
Total remuneration of auditors	**307,666**	**447,296**

The auditor of The PAS Group Limited is Deloitte Touche Tohmatsu.

33. Parent entity information

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to Note 1 for a summary of the significant accounting policies relating to the Group.

Financial position

	30 June 2017 $'000	30 June 2016 $'000
Assets		
Current assets	**1,104**	218
Non-current assets	**195,341**	173,520
Total assets	**196,445**	**173,738**
Liabilities		
Current liabilities	**10,203**	4,836
Non-current liabilities	**31,022**	14,003
Total liabilities	**41,225**	**18,840**
Equity		
Issued capital	**153,963**	153,963
Reserves	**(815)**	(1,132)
Retained earnings	**2,072**	2,067
Total equity	**155,220**	**154,898**

Financial performance

Profit for the year	**6,766**	163
Other comprehensive income	**–**	–
Total comprehensive income	**6,766**	**163**

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The PAS Group Limited has entered into a deed of cross guarantee with certain wholly-owned subsidiaries, refer Note 24.

34. Subsequent events

There has not been any matter or circumstance, other than that referred to in the financial statements or notes thereto, that has arisen since the end of the financial year, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial periods.

Additional securities exchange information
as at 14 August 2017

Number of holders of equity securities

Ordinary share capital

136,690,860 fully paid ordinary shares are held by 650 individual shareholders.

All issued ordinary shares carry one vote per share and the rights to dividends.

Performance rights

3,688,537 performance rights are held by ten individuals.

All Performance rights are unvested and do not carry a right to vote.

Distribution of holders of equity securities

	Fully paid ordinary shares	Performance rights
1 – 1,000	53,749	
1,001 – 5,000	423,743	
5,001 – 10,000	1,089,835	
10,001 – 100,000	8,307,521	194,712
100,001 and over	126,816,012	3,493,825
	136,690,860	**3,688,537**
Holding less than a marketable parcel	30,749	–

Substantial shareholders

Ordinary shareholders	Fully paid ordinary shares Number
Coliseum Capital Management	88,817,076
Mr Larry Kestelman	13,805,777
Colonial First State - Growth Australian Equities	6,991,438
	109,614,291

Twenty largest holders of quoted equity securities

	Fully paid ordinary shares	
Ordinary shareholders	Number	Percentage
Coliseum Capital Management	88,817,076	64.98%
Mr Larry Kestelman	13,805,777	10.10%
Citicorp Nominees Pty Ltd	8,664,576	6.34%
Mr Christopher Switzer	2,154,665	1.58%
Mr Eric Morris	1,598,134	1.17%
J P Morgan Nominees Australia Limited	1,352,167	0.99%
Morgan Stanley Australia Securities (Nominee) Pty Ltd	1,198,486	0.88%
Slo Concepts Pty Ltd	849,000	0.62%
Mr Bruce Robertson Catto & Mrs Glenys Louise Catto	615,475	0.45%
Mackerr Pty Ltd	500,000	0.37%
Mr William A Andrews	461,350	0.34%
HSBC Custody Nominees (Australia) Limited	440,234	0.32%
National Nominees Limited	431,461	0.32%
AJSST Pty Ltd	427,372	0.31%
Mr Derrick A Krowitz	417,112	0.31%
Dalziel Superannuation Pty Ltd	380,417	0.28%
Mrs Mark A Cubit & Ms Amanda Cubit	300,000	0.22%
L X X X I X Pty Ltd	300,000	0.22%
Mr Yan Zhu	286,332	0.21%
W A Andrews Medical Pty Ltd	271,149	0.20%
	123,270,783	**90.21%**

Corporate Directory

Registered office and principal place of business

The PAS Group Limited
17 Hardner Road
Mount Waverley VIC 3149
Tel: (03) 9902 5555

Directors

Mr. A Gray
Mr. R Walker
Mr. E Morris
Mr. C Holland
Mr. M Lavelle
Mr. C Murphy

Company Secretary

Mr K Yap

Auditors

Deloitte Touche Tohmatsu
550 Bourke Street
Melbourne VIC 3000
Tel: (03) 9671 7000

Bankers

Commonwealth Bank of Australia
Ground Floor, Tower 1
201 Sussex Street
Sydney NSW 2000
Tel: (02) 9378 2000

Share registry

Link Market Services
Level 1, 333 Collins Street
Melbourne VIC 3000
Tel: (03) 9615 9800

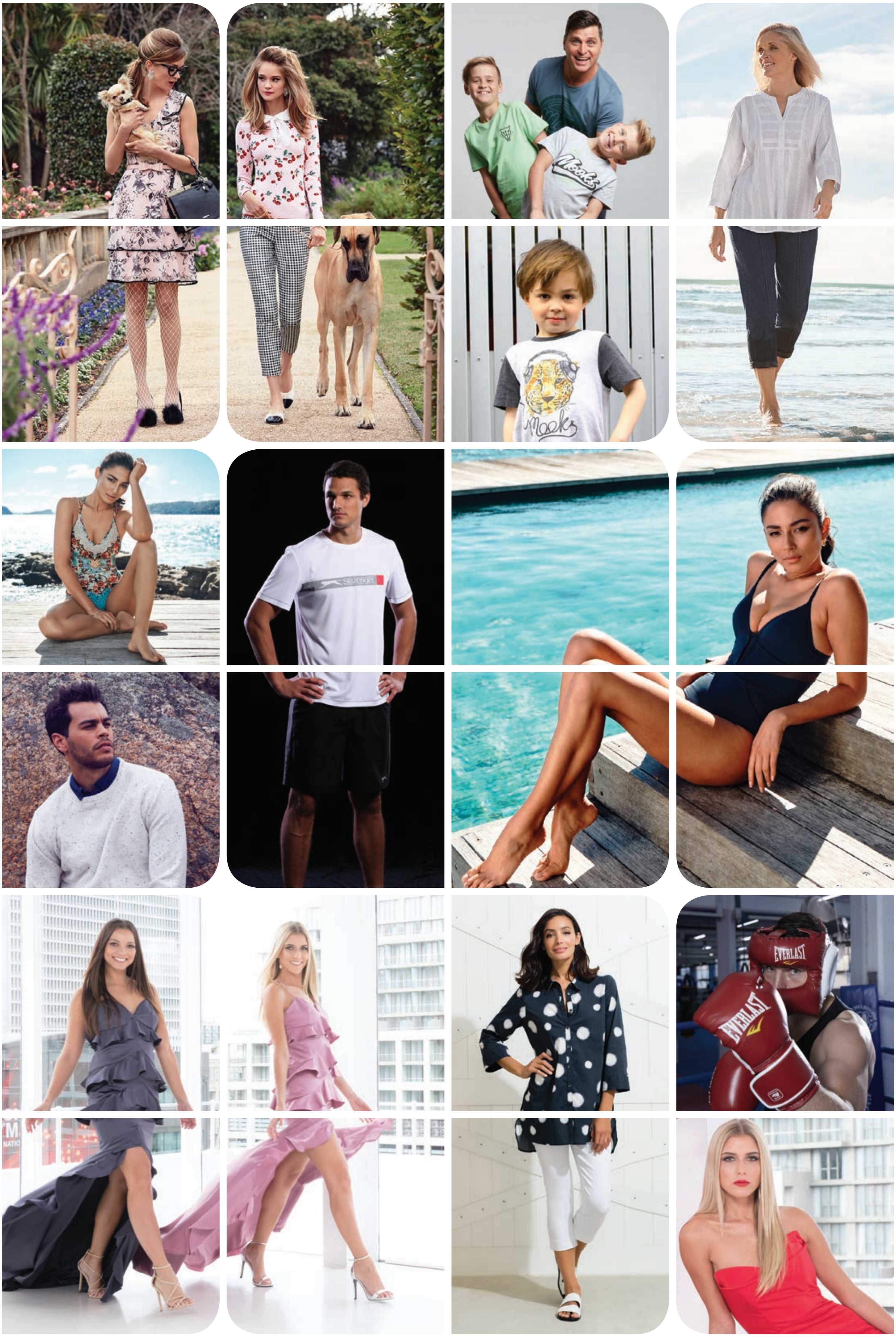
Solicitors

Minter Ellison Lawyers
Level 19, Aurora Place
88 Phillip Street
Sydney NSW 2000
Tel: (02) 9921 8888

www.thepasgroup.com.au

The PAS Group Limited is listed on the Australian Securities Exchange ('ASX') under ASX code 'PGR'.

Monza Recycled Digital contains 55% recycled fibre and
45% virgin pulp from well-managed forests and controlled
sources. It is manufactured by an ISO 14001 certified mill.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