

ASX & SGX-ST Release



15 June 2018

TO: ASX Limited
Singapore Exchange Securities Trading Limited

2018 Annual Report

Attached is the AusNet Services 2018 Annual Report.

A copy of the report will be sent today to those shareholders who have elected to receive a copy. The report is also available on the company's website www.ausnetservices.com.au

Claire Hamilton
Company Secretary



Annual Report 2018

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CORPORATE GOVERNANCE STATEMENT

Our Corporate Governance Statement, Infrastructure Entity Statement, and Tax Transparency Report are available on our website www.ausnetservices.com.au/Investor-Centre/Company-reports

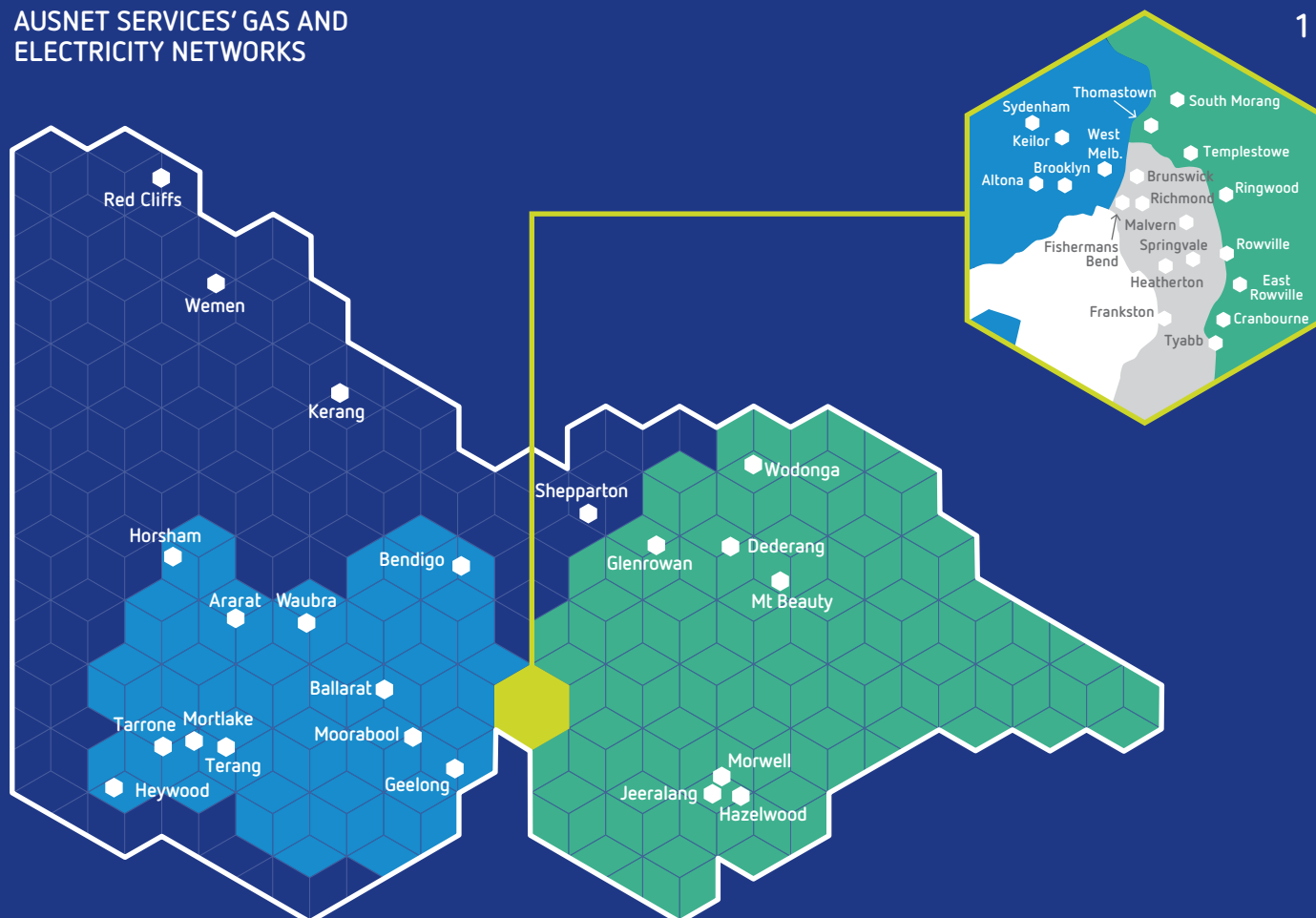
ABOUT US

AusNet Services delivers safe and reliable gas and electricity to more than 1.4 million customers.

We are an Australian energy delivery services business, owning and operating approximately A\$11 billion of electricity and gas network assets.

We have almost 1,900 employees working across our regulated networks and for our commercial energy services business. We are developing products and services to empower customers to have more control over their energy usage.

Our aim is to maintain a safe and trouble-free energy supply for our customers at all times, while we harness the opportunities being created by new technology and energy industry restructuring to build a truly customer-focused modern energy business.

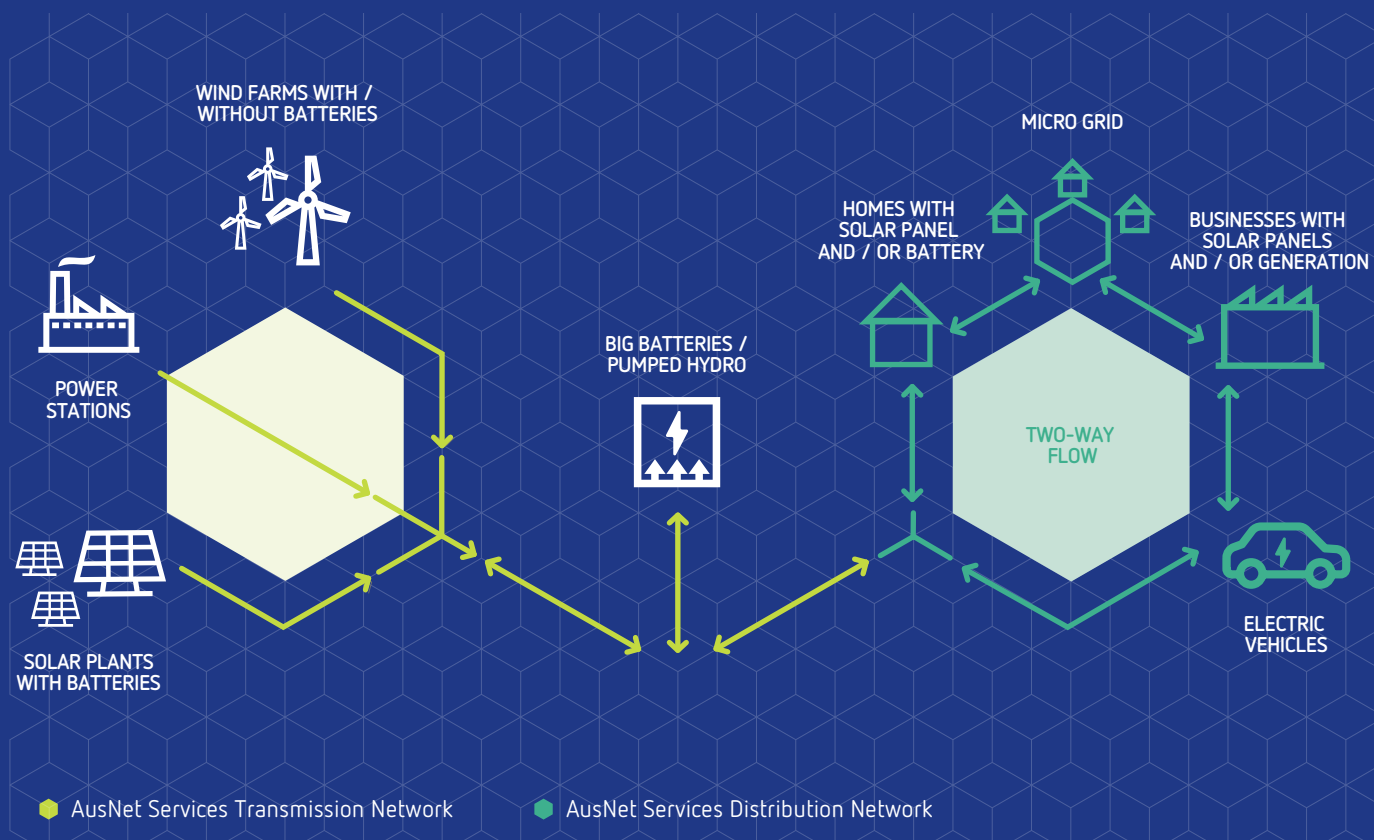


● AusNet Services Terminal Stations

● AusNet Services Electricity Distribution Network

● AusNet Services Gas Sub-transmission and Distribution Network

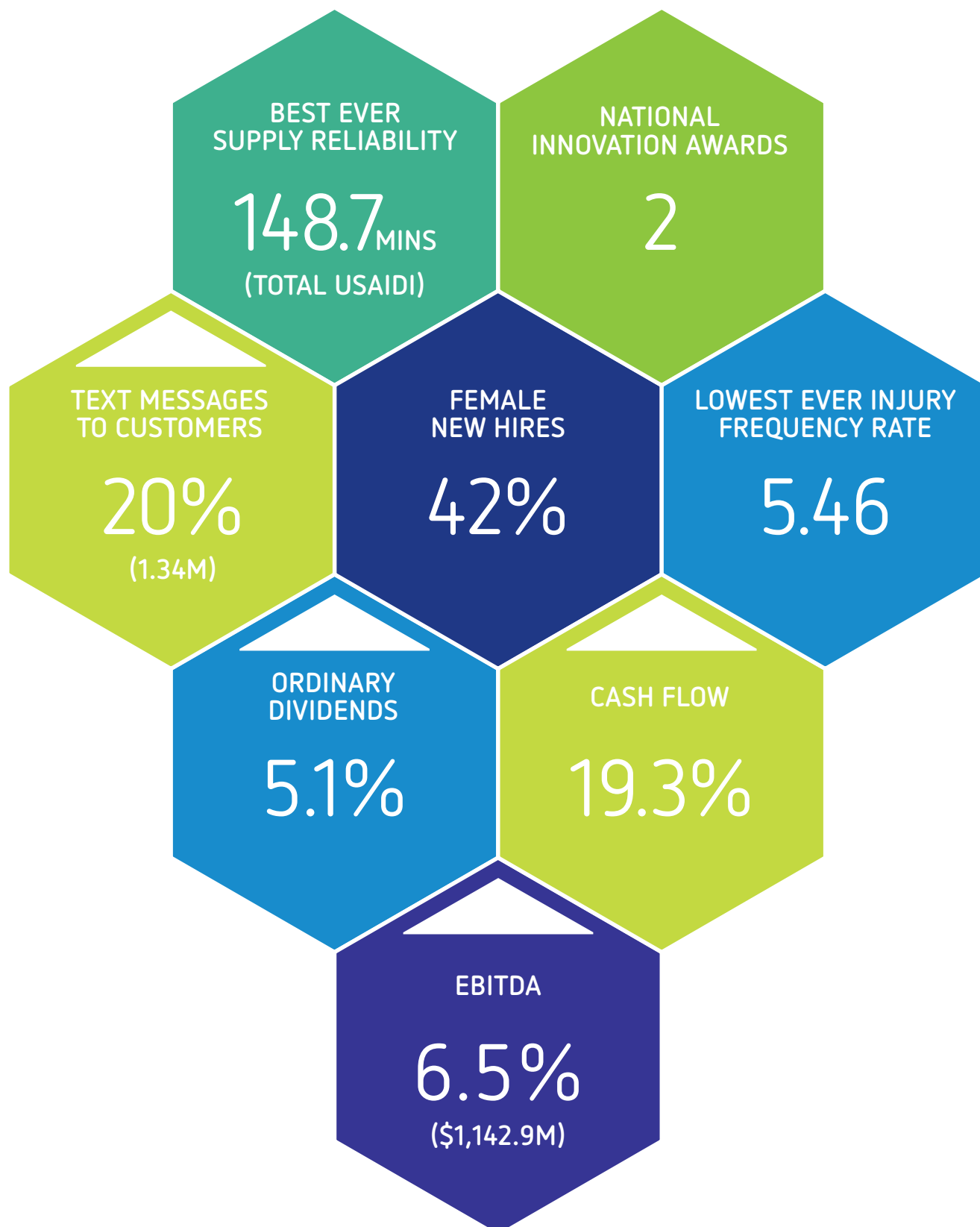
OUR ELECTRICITY NETWORK



● AusNet Services Transmission Network

● AusNet Services Distribution Network

2018 HIGHLIGHTS



FIVE-YEAR FINANCIAL SUMMARY

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	2014	2015	2016	2017	2018
Revenue (\$M)	1,799.4	1,833.9	1,919.0	1,881.5	1,909.8
EBITDA (\$M)	1,017.4	1,047.2	1,142.5	1,073.3	1,142.9
EBIT (\$M)	647.7	668.0	750.2	647.4	700.5
Profit for the year (\$M)	178.3	22.6	489.3	255.1	291.4
Total assets (\$M)	10,612.3	12,063.3	11,676.0	11,756.5	12,517.3
Total borrowings (\$M)	6,069.2	7,216.1	6,897.7	6,665.3	7,565.1
Total equity (\$M)	3,444.6	3,248.8	3,557.8	3,698.4	3,556.0
Net debt to asset base (%)	68.6%	67.5%	67.2%	67.9%	66.7%
Net gearing (%)	62%	66%	64%	63%	66%
Interest cover (times)	2.5	2.9	3.0	3.2	3.6
Dividend (cents)	8.36	8.36	8.53	8.80*	9.25
Earnings per share (cents)	5.28	0.66	13.95	7.15	8.08
Capital expenditure (\$M)	950.0	809.4	822.7	839.6	750.2
Operating cash flows (\$M)	730.2	767.6	710.0	742.8	886.4

* Excludes 1 cent per share special dividend

CHAIRMAN'S MESSAGE

Delivering today and evolving for the future



(Left to right)
Peter Mason
and Nino Ficca

We are pleased to present AusNet Services' annual report for the financial year ended 31 March 2018 – a year in which we have delivered a solid performance for shareholders, while also continuing to transition and grow our business.

The energy industry is experiencing a period of unprecedented change and disruption. This includes the transition to renewable generation and decarbonisation, increasing customer choice and price sensitivity, regulatory and government intervention, as well as accelerating technology advances and the adoption of distributed energy resources.

AusNet Services is actively involved in the national energy debate, is investing resources in realigning networks to support new large-scale renewable generation and is working with communities on innovative projects such as mini grids.

Our objective is to deliver sustainable and growing returns to shareholders, through continued investment in our regulated and contracted asset base, with an ongoing focus on cost management.

THE ENERGY LANDSCAPE

While there has been progress in the national energy debate throughout the year, we are keen to see further policy certainty to facilitate a clear direction for our industry and our customers.

Australia will need significant investment in the coming decades to provide energy security, modernise infrastructure and to facilitate renewable generation. Along with our industry peers, AusNet Services believes policy clarity and consistency are essential to ensure this occurs.

We will continue to advocate for constructive policy settings representing the interests of our stakeholders. In the meantime, we have been pushing ahead transforming our own business, and strengthening our customer focus.

FINANCIAL PERFORMANCE

It is pleasing to have delivered a solid financial performance this year, with a decrease in operating expenses driven by our cost efficiency program and an increase in operating cash, underpinning growth in ordinary dividends of 5.1 per cent.

Cash flow from operations increased 19.3 per cent to \$886 million despite minimal growth in revenues, and was achieved by disciplined cost management and working capital.

Our efficiency program has delivered significant savings this year, and contributed to a 6.5 per cent increase in earnings before interest,

tax, depreciation and amortisation (EBITDA) to \$1,142.9 million. Net profit after tax (NPAT) grew 14.2 per cent to \$291.4 million.

Our robust balance sheet and active capital management framework will continue to underpin sustainable shareholder returns, as well as funding our growth strategy. The revenue path for the business will remain stable, given that there are no revenue resets until January 2021.

LOOKING AHEAD

In the upcoming year we will build on our focus on efficiency to improve the performance of our portfolio and organisation, to realise customer outcomes, leverage technology and focus on our growth strategy.

I would like to thank our shareholders, customers, employees, management and my fellow directors for their contribution to AusNet Services' ongoing transformation.

I invite all shareholders to attend our Annual General Meeting on 19 July 2018 in Melbourne.

Peter Mason AM
Chairman

MANAGING DIRECTOR'S REPORT

Our energy landscape is changing rapidly.
Networks will remain central to this transformation.

Our core businesses in electricity and gas distribution and electricity transmission place us in a strong strategic position as the most diverse energy networks business in Australia, active in many parts of the energy supply chain.

We have made strong progress growing our Commercial Energy Services business and positioning ourselves for further investments as opportunities continue to arise.

SAFETY

Safety is our core value, and I am delighted that our long-term improvement trends has continued this year. Our Recordable Injury Frequency Rate (RIFR) number of 5.46 was a record low outcome.

The challenge for us is to maintain the momentum of a mature program, and we have sought to do this by engaging our workforce to drive further improvements.

BUSINESS PERFORMANCE

The second year of our efficiency program delivered tangible financial results, positioning us to grow, improving our efficiency, and customer outcomes.

Our transmission business remains the most efficient in Australia. The renewables generation boom is driving significant volumes of connection applications across Victoria. North-western Victoria is our key growth focus, and we will undertake a communications upgrade in 2018 which will facilitate further wind and solar connections in this region.

Our electricity distribution network set a new record for reliability in calendar year 2017, reflecting much hard work over several years. Reliability incentives, along with customer contributions, also underpinned revenue growth in this segment.

Gas connections also grew, and we have continued to achieve gas network efficiencies and deliver cost savings to customers.

Our Commercial Energy Services business made good progress against its long-term growth targets, signing contracts for infrastructure projects collectively worth around \$170m, including four wind farms and other projects during the financial year, with more expected to follow.

OUR CUSTOMER FOCUS

We aim to put the customer at the centre of our planning, decision-making and behaviours.

As part of the upcoming 2021-25 electricity distribution price reset, we have embarked on a ground-breaking trial in which we will negotiate our proposed service offerings and expenditure directly with highly skilled customer representatives. This trial is being watched closely by the industry and regulators as a potential future national model.

The contribution of network prices to overall customer energy costs is lower in Victoria than in other states, and both electricity and gas

distribution tariffs fell in January 2018 (gas by more than 9 per cent).

We received two national awards - for the Mondo community mini grid at Yackandandah and for our Mooroolbark mini grid project.

THE YEAR AHEAD

We will continue our efforts to embrace change, drive efficiency, and lead network transformation, so that we are positioned to take up growth opportunities.

Our regulated businesses will drive to meet our customers' expectations around safety, reliability and affordability. We will seek to be influential advocates for our customers.

The market for new energy services continues to evolve rapidly, and we are working with several partners to develop and commercialise new services.

The long-term strategy in this area remains extremely agile, and participation in new trials and ventures is the most effective way to identify the best opportunities for both our business and our customers.

I am confident about our ability to further transform our business as we pursue growth opportunities. In doing so, we will continue to deliver against our core values and customer expectations.



Nino Ficca
Managing Director

SAFETY

SAFETY – MOVING TOWARDS ZERO

As it enters its eighth year, our missionZero safety vision and strategy remains deeply embedded in our business. We engage with our people and delivery partners at every level, to pursue an improved safety focus and performance.

Our key safety measures continued a long-term improvement trend. Our Recordable Injury Frequency Rate (RIFR) improved with an end-of-year result of 5.46 – a 17 per cent improvement on the prior year, and a record low result. RIFR combines our Lost Time Injury Frequency Rate (LTIFR) of 2.23 with our Medical Treatment Injury Frequency Rate (MTIFR) of 3.23.

During the year we ran a missionZero Futures Program, where we sought insights from our leaders and employees on how we could continue to drive further improvements towards our missionZero vision. The Program was well received with a broad participation from across the business. The insights gathered will drive our HSEQ Plan for the coming year with a focus on going back to basics, with safety engagement and care at the core of this approach.

Lauren Chmielnik
receiving the flu
vaccination offered to
all employees through
our Wellbeing Program.

Our safety performance has improved significantly since the inception of missionZero with an improvement in our Recordable Injury Frequency Rate of more than 50 per cent from its high point.

CRITICAL RISK PROGRAM

Our Critical Risk Program has become a fundamental part of the missionZero Program. Our safety performance has improved significantly since the inception of missionZero, with an improvement in our Recordable Injury Frequency Rate of more than 50 per cent from its high point. While this is very encouraging, improvement in injury frequency alone is not a reliable indicator of a reduction in risk. For this reason, we have introduced the concept of Health and Safety Critical Risk Management.

The Health and Safety Critical Risk Program focuses on nine key risks to our people. Three examples of these risks are Motor Vehicle incidents, Electrocuting, and Hit by Object, Plant or Equipment.

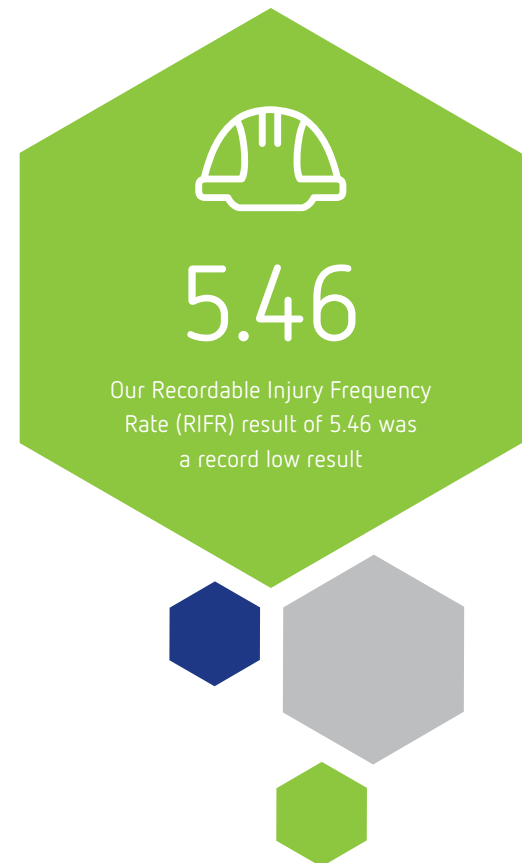
Each of the nine critical risks had a network of people drawn from within the company and from our delivery partners. The network members worked together to develop and monitor the effectiveness of identified controls. To date the Program has resulted in a stronger understanding of our critical risks, and improvement in control of these risks. The Program has also introduced information and tools that provide for ongoing improvement in understanding critical risks and the effectiveness of existing controls.

The Critical Risk Program will remain a key focus area in our Health and Safety Plan going forward, as we continue to reduce the risk of harm within our operations.

HEALTH AND WELLBEING

The business increased its focus on health and wellbeing throughout the year, with three new initiatives introduced:

- > Health assessments: all employees were offered the opportunity to participate in one-on-one health assessments, with individual action plans developed for participants. The health assessment program has also provided important themes which will inform the development of future health and wellbeing initiatives.
- > Healthy Minds Training: as a proactive step, the business developed a program for managers on mental health and resilience. The Program built awareness and reduced the stigma around mental wellbeing within the workplace, and provided leaders with practical steps they could take to support employees within the workplace, particularly during periods of workplace change.
- > Injury Line: the injury line was introduced to minimise the impact of injury and illness by providing on-the-spot medical advice and connecting employees to the most relevant medical services for their injury. The service has received 100 per cent satisfaction rating from all employees and leaders who have used the service.



CUSTOMERS

ENGAGING WITH CUSTOMERS

We are seeking to take a major step forward in our engagement with customers for the next electricity distribution price review, which will set pricing and service standards for five years from 2021.

AusNet Services is the first Australian energy business to trial a new process that places customers at the heart of developing our expenditure plans. This involves the establishment of a Customer Forum, whose members represent our customers and have the capacity to be actively involved in a process of negotiating many key elements of our 2021-25 regulatory proposal prior to its lodgement with the Australian Energy Regulator (AER). The AER will also play an important role in guiding and providing input to this new process.

Our Customer Consultative Committee continues to provide valuable insights and a direct channel for external customer perspectives to be heard by our Senior Executive Team. Members provide comment on a quarterly basis regarding issues facing our business and industry.

Recognising the frequent need for whole-of-industry solutions to customer needs and issues, we are also working with many of our industry peers to develop a set of guiding principles for achieving customer outcomes.

In line with our purpose to empower communities and their energy future, our goal is to put customers at the centre of our planning and decision making and behaviours. We have made clear progress during the year, while recognising that we have much more work to do in this area to understand and respond to customer needs.

CUSTOMER SERVICE IMPROVEMENTS

We continue to work to improve the experience customers have through the different channels they use to engage with our business in accessing our services.

In the online environment, we have enhanced our My Home Energy portal, which is a user-friendly tool that enables customers to monitor, budget and download their smart meter consumption data.

We've also added a solar pre-approval application for customers seeking to install solar systems of less than 15KW and a customer connections calculator allowing customers to obtain an estimate for connection costs within minutes. Our growing number of online tools is simplifying our processes for customers and shortening the time required to fulfil customers' needs.

Our Customer Service Team answered 82 per cent of all fault calls within 30 seconds, and we have been multi-skilling teams to enhance our customer responsiveness.

We've also enhanced our outbound customer communications, sending more than 1.3 million text messages to customers about planned and unplanned outages – a 20 per cent increase, despite a year of record reliability on our network; and we have supplemented this with increased social media presence.

INNOVATING FOR CUSTOMERS

Our ground-breaking projects with communities in Mooroolbark and Yackandandah are providing opportunities for partnerships which directly benefit both parties. These customers are pioneers in community-based energy management, making environmental and economic savings. At the same time, we are enhancing both our knowledge of the new technologies involved and our insights into the ways that customers understand and manage their energy use.



1.34m

text messages to customers about their power supply in calendar 2017 – up 20%



Peter Maruff shows Mooroolbark customers Jeff and Corrine Ward their new residential battery installation.

PEOPLE



Shannon Maile, Joy Eastaugh and Meghan Brennan are three of our ten all-female intake of trainees and apprentices this year.

FUTURE-READY WORKPLACE

The dynamic environment in which we are operating offers us the opportunity to articulate the future workplace that will be required to optimise our performance. Over the past year, real focus has been placed on ensuring our working environment is “future-ready” by defining the aspects of our future workplace including culture, capability, physical environment, digital enablers, diversity, inclusion and flexibility. This provides a critical basis upon which we will continue to build and evolve our workplace to meet business needs.

We have also been gaining greater insight into our culture and opportunities to drive improvement by conducting engagement “pulse check” surveys. The results of these surveys are currently being used to inform the development of improvement initiatives, again positioning our businesses for future success.

DIVERSITY AND INCLUSION

We are building a diverse and inclusive workforce that will be truly representative of the communities we serve and that genuinely values, nurtures and creates opportunities for our people. These values are embodied in our Diversity and Inclusion Statement that was launched in March 2018. This Statement commits us to become a thriving workplace of empowered, accountable people living our principles of diversity and inclusion.

We are building a diverse and inclusive workforce that will be truly representative of the communities we serve and that genuinely values, nurtures and creates opportunities for our people.

We continue to work towards our long-term diversity targets. While this is an area requiring ongoing focus, we are pleased that 42 per cent of all new hires during the year were female; that the number of women in senior management roles increased from 23 to 33 per cent; and that ten female apprentices and trainees were recruited in January 2018. This is the first time that this important intake has been comprised entirely of women, helping to bring balance to this traditionally male-dominated area.

Development of our female employees is a key pillar of our diversity approach. The seventh year of our Women's Career Development Program saw another 20 talented female employees join a growing professional development network. Seven senior female participants were also mentored through the Executive Leadership Team's Female Career Sponsorship Program.

We have again invested heavily in fostering partnerships which support diversity. This year, AusNet Services became an "Endorsed Employer for Women" with an important online jobs platform. This will enable us to share and develop new and interesting ways of supporting female participation in the workforce, and leverage our continuing progress toward being an inclusive employer. In addition, one new Deakin University Engineering Vocation Program scholarship was awarded, bringing to five the number of female engineering students being assisted into the profession.

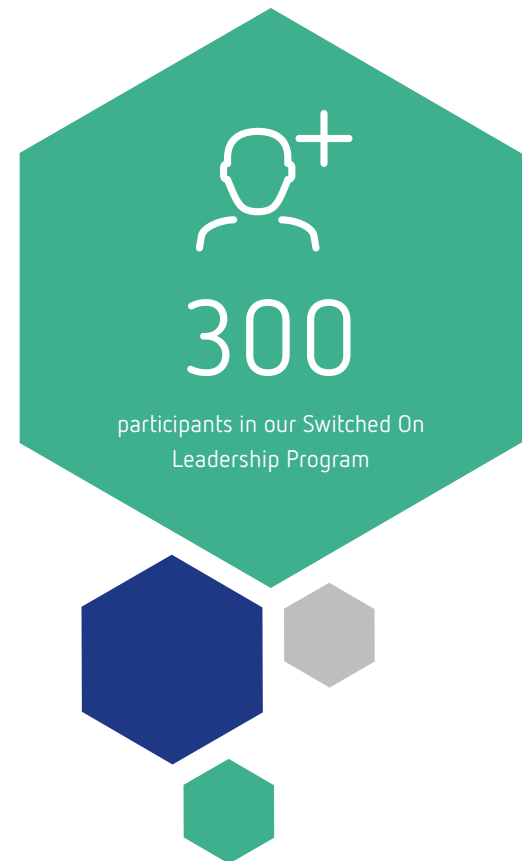
MANAGING ORGANISATIONAL CHANGE

This year has seen us support a substantial amount of organisational change. Creating a consistent experience and treating people with dignity and respect are our key priorities in the execution of effective change. A centralised change management practice has been established to ensure the use of common methodologies, better planning of change activities and support of our employees.

Leaders play a critical role in managing change. Our Switched On Leadership Program, now in its third year, is the vehicle through which we are delivering enterprise-wide development for our leaders. During the year almost 300 leaders participated in the Program, focusing on mental health and wellbeing, and on new management and technology systems.

Wellbeing workshops and programs have also helped build resilience in an environment of ongoing change. Feedback indicates that our change training is valued and is having a constructive impact on our workforce.

Another priority this year has been to engage with employees nearing retirement, to identify and address their transitional needs. We implemented a program to upskill managers in how to manage employees in this category, to ensure this change takes place effectively for individuals and the business.



COMMUNITY

HELPING BUILD STRONGER COMMUNITIES

Since its inception, our Community Development Fund has supported community organisations in 15 selected municipalities across our network areas. In 2017, Alpine Shire in northeast Victoria was awarded grants to community, sporting and environmental groups in the Ovens and Kiewa valleys.

We recognise the need to invest in education, particularly to support and build participation in science, engineering and energy. This year we made a five-year commitment to support the STEAM (science, technology, engineering, arts and mathematics) program at the Sacred Heart College for girls in Geelong.

This pledge complements our support elsewhere in Geelong for the Women in Power Engineering Scholarship at Deakin University, now in its third year.

We have again extended our support for the Victorian Energy Education and Training Project being run by the Baw Baw Latrobe Local Learning and Employment Network, and were delighted to take on two female apprentices this year who had previously graduated from this program.

COMMUNITY ENERGY PROJECTS

A series of innovative projects is enhancing our capabilities to meet growing and diversifying customer choices.

Dean Wright has pursued his passion for fossils with help from our Community Cornerstone Program.

We support our customers in their local communities through our program of sponsorships and donations. We also work directly with communities keen to take control of their energy futures through innovative projects. And we support and encourage our own people who seek to actively contribute to their communities.

In late 2017, we successfully completed and launched the Yackandandah community mini grid, as the result of a partnership between our Commercial Energy Services' product brand Mondo Power, AusNet Services and Totally Renewable Yackandandah (TRY) for the Yackandandah community. This involved the installation of different combinations of rooftop solar systems, battery storage and Mondo Ubi – our smart energy monitoring and management system which manages the mini grid – on 169 homes, as well as extensive network upgrading. Through these activities, the project has provided us with invaluable learnings in technology, customer insights and relationships, and in commercial models and opportunities.

Similarly, our Mooroolbark mini grid project continued to develop our capabilities to manage distributed energy and provide customers with better value for their investment in distributed energy. This year our innovative Distributed Energy Network Optimisation Platform (DENOP) was used to control the batteries and share the stored renewable energy among all 18 trial homes – even those without solar – while they were “islanded” from the electricity network for almost 24 hours, before successfully switching all homes back to the main power grid.

Both these projects received national awards recognising their innovation and high levels of customer engagement.

SUPPORTING EMPLOYEES IN THEIR COMMUNITIES

As well as providing essential services to their communities, we encourage our people to actively participate in local organisations and activities. This year we provided financial donations to 23 community organisations nominated by our employees who give their own time to those organisations.

Surveyor / Draftperson Dean Wright has been fascinated by fossils since studying geology at University. For more than 15 years, Dean has been volunteering with Monash University's Dinosaur Dreaming Project, which explores what the environment and biota of Victoria was more than 120 million years ago.

AusNet Services supported the Dinosaur Dreaming Project through our Community Cornerstone Program, which recognises our people's volunteer activities supporting their own communities.



Yackandandah is the location of our groundbreaking community mini grid.



NETWORKS

HOW HAVE OUR NETWORKS PERFORMED?

ELECTRICITY TRANSMISSION

Our electricity transmission network is Australia's most efficient, and it has delivered on key measures during the year despite national network realignment following the closure of Hazelwood Power Station early in 2017. Reliability, as measured by "Transmission system minutes" was the best for at least 13 years. We completed rebuilds at Springvale, Heatherton and Brunswick terminal stations; Richmond is scheduled to be completed in 2018, and work has begun on upgrades at West Melbourne Terminal Station.

We will own Victoria's biggest battery, to be installed in 2018 at Ballarat Terminal Station, enhancing supply security and stability for the National Electricity Market (NEM). And with 8,500 MW of connection applications and enquiries, primarily driven by new renewable energy projects in western Victoria, we are working closely with the Australian Electricity Market Operator (AEMO) to provide regional transmission capacity to meet future demand.

Our Brunswick Terminal Station rebuild incorporates innovative industrial design for an urban landscape.

Our three networks are at the core of our service to our customers. While we work to maintain and further improve the reliability, efficiency and safety of the networks customers depend on every day, we are also actively building our understanding of the dynamic range of new energy technologies, and enhancing our capabilities to manage their introduction so that customers and communities are empowered to make their own energy choices.

ELECTRICITY DISTRIBUTION

Network reliability in calendar year 2017 was an all-time record high, in terms of the amount of time that faults kept the average customer off supply (USAIDI), and in the frequency of unplanned outages (USAIFI). While relatively mild weather helped deliver this outcome, it also reflects the significant effort we have put into simplifying our processes and prioritising our activities.

We have also made progress simplifying our distribution business and removing costs through careful analysis and restructuring, while ensuring we maintain or improve performance and service standards.

GAS

Our gas customers will benefit from gas distribution tariffs falling by more than nine per cent at the start of 2018 following the Australian Energy Regulator's (AER) final Gas Access Arrangement Review (GAAR) regulatory decision.

Our gas network tops industry productivity tables. Supply reliability for customers improved on the previous year, and new connections are at their highest level for six years. Late in the year Bannockburn became the final town to be connected to the network under the Victorian Government's Regional Gas Infrastructure Program.

This growth has been partially offset by a decline in average consumption, driven by changing habits and high gas retail prices. Despite this, we are confident gas will continue to play a central role in Australia's energy future as a low-emissions fuel, and we are assessing the opportunities for alternative fuels including biogas and hydrogen.



Our electricity distribution network recorded record reliability in 2017.

NETWORKS (CONTINUED)

DELIVERING THE NEW WORLD OF ENERGY

Our continuing mini grid trials at Mooroolbark and Yackandandah have provided initial platforms for further technical and commercial developments. The next step for our Commercial Energy Services (CES) business will be a partnership with Deakin University to develop an industrial-scale smart micro grid energy system and integrated research and education platform at Deakin's Waurin Ponds campus. As well as increasing the scale of this latest innovative renewable energy system, the partnership will facilitate research into future energy possibilities such as hydrogen, which has huge potential as both a fuel and as an easily converted and transportable form of energy storage.

Our CES business has continued its participation as a founding industry member of the global Free Electrons energy accelerator program, with a second round of searching for the world's best energy start-ups now underway.

RENEWABLES

Australia's inexorable shift to renewable energy is creating challenges and opportunities for us. At the industry level, there are currently more than 70 potential new wind and solar connections to our networks, with the prospect of more to come.

At the residential level, more than 100,000 of our customers now have solar installations. We are working to simplify connection processes for

customers at the same time as conditioning our network to manage the resulting dynamic energy flows.

Key priorities are to expand our demand management capability and offerings, to reduce network investment costs for customers, and to support the security of supply across the National Electricity Market (NEM). We have extended our demand management contracts and Critical Peak Demand tariffs with large customers.

This year we also initiated a voluntary program with selected residential customers. It saw significant reductions in their peak demand, and showed good potential for broader application in the future.

During the year our CES business signed contracts to build transmission connections for four wind farms in western Victoria, in keeping with our goal to become a leading contracted infrastructure services provider.

The battery energy storage system which will be installed in our Ballarat Terminal Station marks another significant technological advance in the greening of the sector. The project, which is co-funded by a public-private consortium, will be the first integrated large-scale battery in the Victorian grid; and also demonstrates how these parties can work together for the benefit of all.

We are partnering with Deakin University to develop an industrial-scale micro grid at Waurin Ponds.



Demand peaks on our networks, supply security and the potential for bushfires mean that the summer months can be a challenge when operating our networks.

PREPARATIONS FOR SUMMER

Extensive vegetation management and asset inspection programs are conducted across our electricity networks ahead of summer, to ensure they comply with safety regulations.

Beyond compliance, we prioritise the areas and activities of highest risk, using detailed analysis and targeted maintenance and upgrades to keep the lights on and prevent fire risk.

We are harnessing new technologies, including drones, asset mapping and meter data analysis, to increase our knowledge and to further improve the efficiency of our programs.

MANAGING BUSHFIRE RISK

The first phase of the world-leading REFCL (Rapid Earth Fault Current Limiter) Program remains on track. This technology will help enhance bushfire safety in Victoria's highest bushfire risk areas, and construction is underway at eight zone substations. Other long-term network safety initiatives include the Victorian Government's Powerline Replacement Fund, our high voltage aerial bundled cable replacement and fuse and crossarm replacement programs.

LOAD AND DEMAND MANAGEMENT

We see an important role for strategic demand management activities in ensuring supply security over the peak summer months. Our demand management contracts and

critical peak demand tariffs have successfully reduced the peak demand of participating commercial and industrial customers. This summer we supplemented them with the "Peak Partners" trial program working with residential customers. Participating homes reduced their peak demand by up to 40 per cent, earning financial rewards for their efforts. We will build on this success and expand these programs in coming summers.

COMMUNICATING WITH CUSTOMERS

We enhanced our social media communications through Twitter and LinkedIn and a new Facebook page at the start of summer. This is a growing channel for interaction with customers, and our safety alerts ahead of hot days and storms have been particularly valued.

THE RESULTS

Our demand management programs helped contribute to the maintenance of supply security throughout the NEM over summer. Network reliability for summer was ahead of target after allowing for two major summer storm events.

Fire starts on our networks have fallen by two-thirds over the past nine years.

We are proud of these achievements, but we remain determined to continue to give top priority to further improving the safety and reliability of our networks for customers, the community and our employees.

Advanced aerial asset inspections help reduce bushfire risk and improve reliability.



HOW WE DO BUSINESS SUSTAINABLY

Economic, environmental, and social sustainability

Sustainability is about operating a successful business which focuses on the safe and reliable delivery of energy to customers and communities, whilst creating lasting value for all stakeholders. What is important is consistent financial performance into the future, and how we continue to contribute to our communities and to the environment.

As the provider of an essential service, and in the context of an ongoing debate about the relationship between energy supply and the environment, sustainability is integral to our strategic planning and to our risk management framework.

We have a robust risk management process that actively assesses both internal and external drivers of risk, including economic, environmental and social sustainability risks. It also considers potential impacts to our sustainable value generation and the broader environment and community as part of strategic planning.

Our **Corporate Governance Statement**, which is available on our website, provides more detail about the principles, structures and strategies that we apply in managing our business sustainably.

ECONOMIC



The energy industry is experiencing a period of unprecedented change impacted by a range of disruptive factors. These include the transition towards renewable generation and decarbonisation, increasing customer choice and price sensitivity, regulatory and government intervention as well as accelerating technology change and the adoption of distributed energy resources.



AusNet Services has been actively involved in the ongoing national energy debate. We are investing resources in realigning our networks to support new large scale renewable generation; and working with communities on innovative projects such as mini grids.



Our strong balance sheet enables us to maintain sustainable shareholder returns, while also underpinning investment in strategic new business opportunities.



Our gas distribution and electricity transmission networks have been independently assessed as the most efficient in Australia. Improving the operational productivity of our electricity distribution network is a high priority.



Ubi™ is Mondo Power's energy monitoring and management system.

ENVIRONMENTAL

EMISSIONS AND ENERGY USE

	Total scope 1 emissions (t CO ₂ -e)	Total Scope 2 emissions (t CO ₂ -e)
AusNet Services (Transmission) Pty Ltd	23,863 (up 1.57%)	1,308,613 (down 10.45%)
AusNet Services Holdings Pty Ltd	179,528 (up 2.73%)	531,348 (down 4.52%)

The majority of AusNet Services' Scope 1 emissions relate to fugitive gas emissions. 100.2 km of aged or defective gas pipes were replaced during the year, supporting a reduction in emissions. The small increase in the most recent emissions report above was driven by gas network growth offsetting the gains from fugitive gas emission reduction.

Scope 2 emissions are primarily related to transmission line losses. We have implemented a range of improvements in system operations and modernised assets, but the biggest factor contributing to the decline in scope 2 emissions has been the closure of the Hazelwood Power Station and the shift to black coal power.



As the operator of networks across Victoria, including poles and wires in most of the highest-risk regions, we place top priority on environmental risk management. A comprehensive bushfire mitigation program, encompassing vegetation management and increased inspection and maintenance cycles has contributed to a reduction in fire starts by some 60 per cent over the past nine years, and our results are well below regulatory benchmarks. We are implementing the Victorian Government's leading-edge Rapid Earth Fault Current Limiter (REFCL) and Powerline Replacement Fund programs.



We are also supporting our customers' environmental aspirations, and have now connected more than 100,000 residential solar power installations. We have demand management programs and trials in both commercial and residential customer segments.



100km of gas mains were replaced during the year, reducing gas emissions.

SOCIAL

SAFETY



The Recordable Injury Frequency Rate (RIFR) of 5.46 was a record low result, driven in part by our Critical Risk Program, and all the more notable for the maturity of the missionZero Program and the levels of organisational and industry change.

CUSTOMERS



At an average 148.7 minutes off supply during 2017, our customers experienced less time off supply from unplanned outages than ever before. The average number of unplanned outages they experienced was also an all-time record low, and has been cut by 40 per cent in the past two decades.

Our network tariffs for both gas and electricity fell on 1 January, and constitute a smaller share of total electricity bills in Victoria than in any other NEM state.

We have partnered with communities on innovative projects which are delivering energy solutions and broader customer benefits.

DIVERSITY



We recognise that a talented and diverse workforce is essential for our long term sustainability.

Some measures of progress towards achieving Board-approved diversity and inclusion objectives are:

- > 42 per cent of all new hires in FY18 were female
- > A successful recruitment campaign for eight female apprentice line workers and two trainee positions, increased female trade and technical representation to 4 per cent
- > Scholarships, education assistance and research partnerships for female students with Deakin University and a sponsorship with Sacred Heart College for Girls in Geelong focused on the School's Science, Technology, Engineering, Arts and Mathematics (STEAM) agenda
- > We launched of an AusNet Services Diversity and Inclusion Statement

FINANCIAL REPORT

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DIRECTORS' REPORT

INTRODUCTION

The Directors of AusNet Services present their report on the general purpose financial report of the consolidated entity for the financial year ended 31 March 2018 (FY2018).

The financial report is for AusNet Services Ltd and its controlled entities (we, us, our, AusNet Services or the Group).

WHAT WE DO

We are an energy delivery services business, conducted through our electricity distribution, gas distribution and electricity transmission businesses. 24 hours a day, we move energy safely, reliably and efficiently to over a million Australians through our networks of assets, services, people and solutions. In addition, through our commercial energy services business we provide unregulated infrastructure, specialist metering, asset intelligence and telecommunication solutions to the utility and infrastructure sectors.

These activities are conducted through the following operating companies:

- > AusNet Electricity Services Pty Ltd;
- > AusNet Gas Services Pty Ltd;
- > Select Solutions Group Pty Ltd; and
- > AusNet Transmission Group Pty Ltd.

OUR VALUES

Our values are the foundation for how we achieve our business objectives:



OUR BOARD OF DIRECTORS



PETER MASON AM

*Independent Chairman
(appointed March 2016)*

QUALIFICATIONS

- > Bachelor of Commerce (First Class Honours), University of New South Wales
- > Master of Business Administration, University of New South Wales
- > Honorary Doctorate, University of New South Wales

EXPERIENCE AND EXPERTISE

Mr Mason has over 40 years' experience in investment banking, including at JP Morgan and Schroders and brings to the Board a wealth of business experience. In addition to his investment banking career, Mr Mason has extensive experience as both a chairman and a non-executive director of listed companies including as Chairman of AMP Limited and Chairman of David Jones Limited.

Mr Mason is currently a Director of Singapore Telecommunications Ltd (SingTel), a Senior Advisor to UBS, Chairman of The Centre for Independent Studies and Chairman of the UBS Australia Foundation.

Mr Mason was a Trustee of the Sydney Opera House Trust for six years and a member of the Council of the University of New South Wales for 13 years. For 12 years he was a Director of the Children's Hospital in Sydney and Chairman of the Children's Hospital Fund for eight years. Mr Mason was appointed a Member of the Order of Australia for his contribution to the Children's Hospital.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

- > Singapore Telecommunications Ltd (from 2010) (SGX-ST listed company)

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

- > Chairman of the Board
- > Chairman of the Nomination Committee



NINO FICCA

*Managing Director
(appointed September 2005)*

QUALIFICATIONS

- > Bachelor of Engineering (Electrical – Honours), Deakin University
- > Graduate Diploma in Management, Deakin University
- > Advanced Management Programme, Harvard Business School, USA

EXPERIENCE AND EXPERTISE

Mr Ficca has over 30 years' experience in the energy industry, including numerous senior management roles with AusNet Transmission Group Pty Ltd (formerly SPI PowerNet Pty Ltd) including as Managing Director since 2003.

Mr Ficca is the Chair of Energy Networks Association Limited, a Director (and immediate past Chairman) of CIGRE Australia and Chair of the Deakin University Engineering Advisory Board. Mr Ficca is also a Director of Transurban Queensland. He was formerly Deputy Chairman and Director of the Energy Supply Association of Australia.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

None

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

Managing Director



RALPH CRAVEN

*Non-executive Director
(appointed January 2014)*

QUALIFICATIONS

- > Bachelor of Engineering (Electrical – First Class Honours), University of Queensland
- > Doctor of Philosophy, University of New South Wales
- > Postgraduate Diploma in Management, Deakin University
- > Postgraduate Diploma in Information Processing, University of Queensland

EXPERIENCE AND EXPERTISE

Dr Craven has significant experience across a range of industries, having worked in the energy, resources, infrastructure and agribusiness sectors for more than 35 years. His professional background encompasses electricity and gas businesses, mining, commodities trading, management of large-scale system operations at the national level and the delivery of major infrastructure projects. Dr Craven has been a full-time Non-executive Director since 2007 and served on many boards in the public and private sectors.

Dr Craven is the current Chairman of Stanwell Corporation Limited, the largest electricity generation company in Queensland. His prior directorships include being Chair of Invion Limited, Non-executive Director and Chair of the Audit Committee of Mitchell Services Limited and a Director of Windlab Limited. He was formerly Chair of Ergon Energy Corporation Limited, Tully Sugar Limited and Deputy Chair of Arrow Energy Ltd. At the end of 2015 he completed a six-year term as Director of the International Electrotechnical Commission (IEC) and Chair of the IEC National Committee of Australia. Dr Craven was CEO of Transpower New Zealand Limited and also held senior executive positions in Shell Coal Pty Ltd and NRG Asia Pacific Limited.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

- > Senex Energy Limited (from 2011)
- > Genex Power Limited (from 2015)

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

- > Invion Limited (2011 to 2015)

SPECIAL RESPONSIBILITIES

- > Member of the Audit and Risk Management Committee and the Nomination Committee

The persons listed below were Directors of AusNet Services Ltd during the whole of the financial year and up to the date of this report unless otherwise noted.



SALLY FARRIER

*Independent Non-executive Director
(appointed January 2014)*

QUALIFICATIONS

- > Bachelor of Chemical and Process Engineering (First Class Honours), University of Canterbury, New Zealand
- > Masters of Business Administration, Victoria University of Wellington, New Zealand
- > Post Graduate Diploma in Finance and Investment Analysis, Securities Institute of Australia

EXPERIENCE AND EXPERTISE

Ms Farrier is a professional non-executive director and corporate adviser with extensive experience in industry restructuring and economic reform, privatisation, strategy and risk management. Her professional career has focused on the utilities and infrastructure sectors, including water, electricity and gas. She has significant experience in the Australian energy industry and has held numerous expert roles in relation to water resources at Australian federal and state levels. Ms Farrier has served as a National Water Commissioner and as a member of the Victorian Water Trust Advisory Council. In addition, she has an active interest in innovation, community development and healthcare. Ms Farrier is also an active supporter of women entrepreneurs through her membership of Scale Investors.

Ms Farrier is currently a Director and Deputy Chairman of Kidney Health Australia. Her prior directorships include Meridian Energy Limited, Manidis Roberts Pty Limited, Hydro Tasmania and Western Power. Ms Farrier was also a founding Director of Farrier Swier Consulting Pty Limited.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

None

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

- > Meridian Energy Limited (2012 to 2016) (New Zealand Stock Exchange Listed Company)

SPECIAL RESPONSIBILITIES

- > Chairman of the Remuneration Committee
- > Member of Audit and Risk Management Committee and the Nomination Committee



HO TIAN YEE

*Non-executive Director
(appointed September 2008)*

QUALIFICATIONS

- > Bachelor of Arts (Economics), Portsmouth University, UK
- > Master of Business Administration, University of Chicago, USA

EXPERIENCE AND EXPERTISE

Mr Ho has over 30 years' experience in managing and investing in global markets, holding various leadership roles in the banking and financial services sectors. As principal shareholder and Managing Director of Pacific Asset Management (S) Pte Ltd, he oversees the management of the company and assumes responsibilities for all investment decisions and risks.

Currently, he is the Chairman of Fullerton Fund Management Co. Ltd and an Advisor to Blue Edge Advisors Pte Ltd. He also serves as a Non-executive Director of DBS Group Holdings Ltd, DBS Bank Ltd, Chairman of Mount Alvernia Hospital and is a member of the Urban Renewal Authority of Singapore (URA) Investment Committee. His previous employment and board membership includes Bankers Trust Company, Singapore and Singapore Power Limited.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

- > DBS Group Holdings Ltd (from 2011) (SGX-ST listed company)
- > DBS Bank Ltd (from 2011) (SGX-ST listed company)

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

- > Member of the Remuneration Committee and the Nomination Committee



ROBERT MILLINER

*Independent Non-executive Director
(appointed July 2015)*

QUALIFICATIONS

- > Bachelor of Commerce, University of Queensland
- > Bachelor of Laws (Honours), University of Queensland
- > Master of Business Administration, University of Western Australia
- > Advanced Management Program, Harvard Business School, USA

EXPERIENCE AND EXPERTISE

Mr Milliner has extensive experience in the legal and corporate sectors and during his time in legal practice specialised in commercial law in major energy sector reforms, mergers and acquisitions, privatisation and infrastructure transactions. He is a Senior Adviser at UBS and Senior Adviser to the International Chamber of Commerce Secretary General. He is a Director of the Global Infrastructure Hub Ltd and Chairman of the Board of the Foundation for Young Australians. In 2013 and 2014 he was the B20 Australia Sherpa and coordinated the international business community's recommendations to the 2014 G20.

From 2004 to 2011 he was Chief Executive Partner of law firm Mallesons Stephen Jaques (now King & Wood Mallesons) and retired from Mallesons in January 2012 after 28 years as a partner.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

None

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

- > Member of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee

OUR BOARD OF DIRECTORS (CONTINUED)



NORA SCHEINKESTEL

*Independent Non-executive Director
(appointed November 2016)*

QUALIFICATIONS

- > Bachelor of Laws (Honours), Melbourne University
- > PhD, Melbourne University
- > Centenary Medal

EXPERIENCE AND EXPERTISE

Dr Scheinkestel is an experienced company director with more than 25 years' experience as a non-executive chairman and director of companies in a wide range of industry sectors including the public, government and private sectors. In the utility sector she has served as both chairman and director of a number of gas, water and electricity companies.

Dr Scheinkestel is a former banking executive and has significant experience in international and project financing. She has extensive financial and risk management expertise, which includes having chaired the audit and risk committees of a number of listed companies. She is currently Chairman of Macquarie Atlas Roads Ltd and a Director of Macquarie Atlas Road International Limited, Telstra Corporation Limited and OceanaGold Corporation.

Her prior directorships include AMP Limited and its funds management and banking subsidiaries, Insurance Australia Group Limited, Mayne Pharma Limited, Orica Limited, Newcrest Mining Limited, Pacific Brands Limited and Stockland Corporation Limited.

Dr Scheinkestel is an Associate Professor at the Melbourne Business School at Melbourne University, a Trustee of the Victorian Arts Centre Trust and is a former member of the Takeovers Panel. In 2003, she was awarded a centenary medal for services to Australian society in business leadership.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

- > OceanaGold Corporation (from 2018)
- > Macquarie Atlas Road International Limited (from 2015)
- > Macquarie Atlas Roads Limited (from 2014)
- > Telstra Corporation Limited (from 2010)

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

- > Stockland Corporation Limited (2015 to 2018)
- > Orica Limited (2006 to 2015)

SPECIAL RESPONSIBILITIES

- > Chairman of the Audit and Risk Management Committee and member of the Nomination Committee



SUN JIANXING

*Non-executive Director
(appointed January 2014)*

QUALIFICATIONS

- > Bachelor of Engineering, Northeast Dianli University, China

EXPERIENCE AND EXPERTISE

Mr Sun has significant international engineering and business experience and has performed several senior executive and senior engineering roles in the energy sector. His previous roles include Co-Chair of International Cooperation Department, State Grid Corporation of China (SGCC), Head of SGCC Australia Representative Office, Deputy CEO of State Grid Energy Development Company Ltd, Deputy Director General of Materials & Equipment Supplying Department SGCC, and Chief Engineer of State Grid Shenzhen Energy Developments Ltd and Division Chief of International Cooperation Department, SGCC. In his early years, Mr Sun also worked as a Senior Engineer at the China General Institute for Electric Power Planning and Engineering.

Mr Sun is currently a Non-executive Director of ElectraNet, Chairman of State Grid Overseas Investment Limited and Head of State Grid Hong Kong\India Representative Office.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

None

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

- > Member of Remuneration Committee and Nomination Committee

FORMER DIRECTORS

Tina McMeekan
(retired 20 July 2017)



TAN CHEE MENG

*Non-executive Director
(appointed May 2016)*

QUALIFICATIONS

- > Bachelor of Engineering (Civil – First Class Honours), University of Canterbury, New Zealand
- > Bachelor of Laws (Honours), National University of Singapore, Singapore
- > Master of Laws (First Class), University of Cambridge, UK

EXPERIENCE AND EXPERTISE

Mr Tan has dual qualifications in engineering and law and has over 30 years of experience in the legal industry, practising in the areas of general civil litigation, construction and engineering dispute resolution, criminal law, insurance, professional indemnity and disciplinary proceedings.

Mr Tan is a Director of Singapore Power Limited and Chairman of that company's Nominating Committee and a member of its Executive and Audit Committees. He also sits on the boards of Singapore Urban Redevelopment Authority and St Gabriel's Foundation. He is the Chairman of the School Management Committee of Assumption English School.

Mr Tan spent his earlier career as a civil engineer before becoming a qualified legal practitioner, holding offices of Deputy Senior State Counsel and Deputy Public Prosecutor in both the civil and criminal divisions of the Attorney-General's Chambers, and Deputy Director of the Commercial Affairs Department in Singapore. Mr Tan joined private practice in 1993, and was appointed Senior Counsel in 2006. He is currently the Deputy Chairman of WongPartnership LLP.

OTHER CURRENT LISTED COMPANY DIRECTORSHIPS

None

FORMER LISTED COMPANY DIRECTORSHIPS IN LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

- > Member of the Audit and Risk Management Committee and Nomination Committee

OUR EXECUTIVE LEADERSHIP TEAM



NINO FICCA

Managing Director

ROLE

As Managing Director, Mr Ficca manages AusNet Services' operations and provides strategic guidance and direction to the Board to ensure that the Company achieves its mission and objectives.



MATT GUTHRIDGE

*Executive General Manager,
Strategy & Transformation
(appointed 29 November 2017)*

QUALIFICATIONS

- > Bachelor of Science, Monash University
- > Graduate Diploma in Psychology, Monash University
- > Doctor of Psychology (Organisational), University of Melbourne

ROLE

Dr Guthridge is responsible for managing the development and implementation of AusNet Services' corporate strategy, business planning and transformation agenda.

EXPERIENCE AND EXPERTISE

Dr Guthridge has more than 15 years of strategy and transformation experience in assisting some of the world's leading energy and utilities companies. Prior to his appointment as the Executive General Manager – Strategy & Transformation in 2017, Dr Guthridge was Head of Utilities Transformation at The Boston Consulting Group (BCG). Dr Guthridge was formerly a Partner at PwC in Australia and an Associate Principal in the Global Energy Practice of McKinsey & Company, based in London. During his career, he led numerous multi-year strategy and transformation programs for some of the world's leading energy and utilities companies.



CLAIRE HAMILTON

*Executive General Manager,
Governance and Company Secretary*

QUALIFICATIONS

- > Bachelor of Arts (Business Studies – Honours), University of Sheffield, UK
- > Chartered Accountant (ICAEW)
- > Graduate Certificate in Innovation and Service Management, RMIT
- > Certificate in Governance Practice, Governance Institute of Australia

ROLE

Ms Hamilton is responsible for the legal, company secretarial, risk management, security and internal audit functions of AusNet Services.

EXPERIENCE AND EXPERTISE

Ms Hamilton has over 18 years' experience in the energy industry in risk management, internal audit and corporate accounting roles. Prior to joining AusNet Services, Ms Hamilton gained extensive external audit and advisory experience while working as a chartered accountant in both the UK and Australia. Ms Hamilton is a Non-executive Director of the Energy and Water Ombudsman (Victoria) and the Institute of Internal Auditors Australia. Ms Hamilton is a graduate of the Australian Institute of Company Directors' course.

OUR EXECUTIVE LEADERSHIP TEAM (CONTINUED)



CHAD HYMAS

*Executive General Manager,
Commercial Energy Services*

QUALIFICATIONS

- > Bachelor of Business (Accounting), Monash University
- > Bachelor of Arts (Organisational Psychology), Monash University
- > Master of Business Administration, Deakin University
- > Certified Practising Accountant (ASCPA)

ROLE

Mr Hymas is responsible for the growth and strategic direction of the commercial energy services business which includes unregulated infrastructure services, emerging energy markets, utility and metering services and asset intelligence services.

EXPERIENCE AND EXPERTISE

Mr Hymas has extensive strategy, operations and finance experience in the energy sector, having worked for TXU, SPI Electricity and AusNet Services since 2001. Having held numerous positions within AusNet Services, Mr Hymas was most recently General Manager, Strategy and Business Development, leading a broad range of strategic initiatives in strategy, transformation and business development. Mr Hymas began his career at Arthur Andersen, followed by various financial roles for Motorola Australia & New Zealand.



GERALDINE LESLIE

*Executive General Manager, People,
Safety & Customer*

QUALIFICATIONS

- > Bachelor of Arts, University of Wollongong
- > Master of Business Administration, University of Wollongong

ROLE

Ms Leslie manages the human resources, health, safety environment and quality, corporate affairs and customer functions for the Group, known as the People, Safety & Customer Division.

EXPERIENCE AND EXPERTISE

Prior to joining AusNet Services in 2009, Ms Leslie worked at BlueScope Steel for almost nine years, holding senior HR leadership roles, including General Manager Human Resources for BlueScope's Australian Coated and Industrial Markets. Her background also incorporates various senior executive and leadership roles in the public health sector and local government.



ADAM NEWMAN

*Executive General Manager and
Chief Financial Officer*

QUALIFICATIONS

- > Bachelor of Business, Western Australian Institute of Technology (now Curtin University)
- > Post Graduate Diploma of Business, Curtin University
- > Graduate Diploma in Applied Finance, Securities Institute of Australia
- > Chartered Accountant

ROLE

Mr Newman is responsible for all key financial and financial reporting functions as well as Procurement, Investor Relations, Treasury, Insurance and Tax.

EXPERIENCE AND EXPERTISE

Mr Newman joined AusNet Services in 2013, having held numerous financial and operational roles at BlueScope Steel in Australia and the United States, including as General Manager, Commercial Australia and New Zealand, President Steelscape Inc. and CFO North America. Prior to joining BlueScope, Mr Newman worked at BHP from 1996 to 2001 in Corporate Strategy, Mergers and Acquisitions and Business Development. Mr Newman is a Chartered Accountant who also worked at Coopers & Lybrand's Corporate Advisory group from 1989 to 1996 in both Perth and London.

The persons listed below and the preceding page were members of the AusNet Services Executive Leadership Team during the whole of the financial year and up to the date of this report, unless stated otherwise.



ALISTAIR PARKER

*Executive General Manager,
Regulated Energy Services*

QUALIFICATIONS

- > Bachelor of Engineering (Honours), Aston University, UK
- > Master of Business Administration, Lancaster University, UK

ROLE

Mr Parker is responsible for the Regulated Energy Services portfolio of businesses including three regulated energy networks, regulatory strategy, asset management, metering and service delivery.

EXPERIENCE AND EXPERTISE

Mr Parker has more than 30 years' experience in the energy industry, including a decade of senior leadership roles. Mr Parker joined AusNet Services in 2009 as Director, Regulation and Network Strategy prior to being promoted to General Manager – Asset Management. Before moving to Australia, Mr Parker spent 15 years with National Grid, UK, initially as an engineer, then moving into commercial roles. In 2000, he became a consultant with Ernst & Young in New Zealand before moving to PricewaterhouseCoopers in Australia, ultimately as Melbourne Energy Economics Practice Leader.



MARIO TIEPPO

Executive General Manager, Technology

QUALIFICATIONS

- > Bachelor of Business (Accounting), Philip Institute of Technology
- > Certified Practising Accountant (ASCPA)
- > Senior Member, Australian Computer Society

ROLE

Mr Tieppo manages organisationally aligned technology strategies and architecture to support the Group's long-term goals. Mr Tieppo also leads technology investments to improve operational effectiveness and digital innovation.

EXPERIENCE AND EXPERTISE

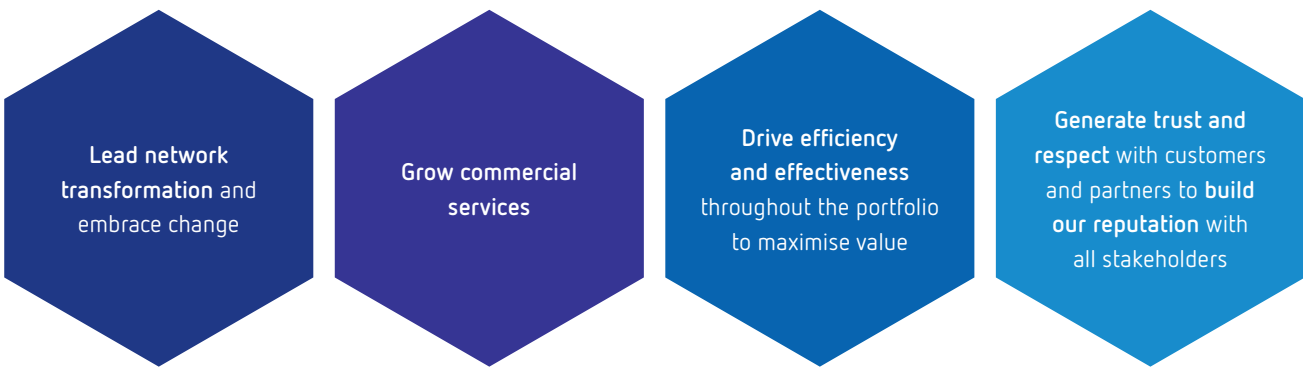
Mr Tieppo has more than 25 years' experience in Information Technology (IT), building IT functions and leading large business change programs. Mr Tieppo joined AusNet Services in 2013, following his role as Chief Information Officer for SA Power Networks. He has also held senior management positions in the government, postal utilities, retail and logistics sectors. In previous positions, Mr Tieppo has been responsible for strategy and planning, program and project management and the management of critical information systems. Mr Tieppo also has a strong financial background as a Certified Practising Accountant in the areas of financial management, audit and procurement.

STRATEGY

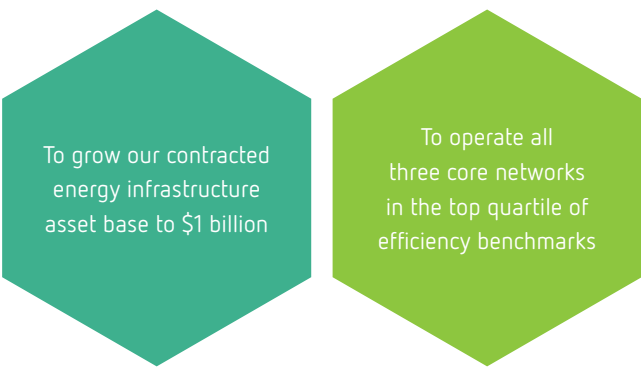
Our “Focus 2021” Corporate Strategy responds to the new energy environment, which is characterised by a wave of industry change, focused on modernisation and transformation of all aspects of the energy market.

This new environment is changing rapidly due to technological advancements, heightened regulatory scrutiny, higher customer expectations and changing roles and responsibilities in the energy market.

The ‘Focus 2021’ Corporate Strategy accelerates our efforts to:



The key objectives of our “Focus 2021” Corporate Strategy are:



A core objective of our strategy is to deliver sustainable and growing returns to shareholders, through investment in our regulated and contracted asset base, with a continued focus on cost management. Our asset base for both the core regulated networks and contracted businesses provides significant and predictable long-term cash flows, enabling maintenance of prudent and sustainable financial settings and a strong investment-grade credit rating.

During FY2018 we have made significant progress in relation to these objectives, including the signing of over \$170 million of contracted assets and improved Electricity Distribution benchmarking performance based on CY2017 data.

OPERATING AND FINANCIAL REVIEW

We own and operate three regulated energy network businesses, which include Victoria's high voltage electricity transmission network, an electricity distribution network in eastern Victoria and a gas distribution network in western Victoria, as well as a commercial energy business.

SAFETY PERFORMANCE

	FY2018	FY2017	Movement	%
Recordable Injury Frequency Rate (RIFR)	5.46	6.59	(1.13)	(17.1)

FY2018 saw a 17 per cent reduction in the Recordable Injury Frequency Rate, primarily driven by a 39 per cent reduction in the number of lost time injuries.

FINANCIAL PERFORMANCE

The following table summarises our financial performance and key financial measures in the current year:

\$M	FY2018	FY2017	Movement	%
Revenue	1,909.8	1,881.5	28.3	1.5
EBITDA	1,142.9	1,073.3	69.6	6.5
NPAT	291.4	255.1	36.3	14.2
Cash flow from operations	886.4	742.8	143.6	19.3
Dividends per share (ordinary)	9.25	8.80	0.45	5.1
Return on equity (ROE)	8.0%	7.0%	1.0%	14.3

Cash flows from operations increased 19.3 per cent as a result of a \$60 million increase in cash earnings, lower tax paid due to a \$25 million refund and positive working capital movements (timing of receipts and payments).

Net profit after tax increased by 14.2 per cent as a result of higher customer contribution revenues and lower operating costs arising from a combination of our ongoing efficiency program and one-offs in the prior year.

A summary of our revenues and results by operating segment for the financial year ended 31 March 2018 is set out below.

ELECTRICITY TRANSMISSION BUSINESS

	FY2018	FY2017	Movement	%
Segment revenue (\$M)	601.9	586.0	15.9	2.7
Segment result – EBITDA (\$M)	379.8	381.4	(1.6)	(0.4)
Capital expenditure (\$M)	163.8	192.2	(28.4)	(14.8)

Higher transmission revenues were due to the \$25.1 million increase in easement tax pass-through, which increased both revenue and expenses, offset by lower revenues resulting from the first year under the Transmission Revenue Reset (TRR) Final Determination for 2017-22.

Total transmission expenses decreased \$7.6 million (excluding easement tax) relative to FY2017, which included an additional \$5.2 million restructuring and redundancy costs, as well as lower labour costs in FY2018 as a result of a 14 per cent decrease in headcount across the AusNet Services Group. The decline in EBITDA reflects lower revenues excluding easement tax. Easement tax represents approximately 60 per cent of total operating expenses and is reflected as a pass-through revenue item.

The major CBD terminal station rebuilds account for \$64.1 million of total capital expenditure, a reduction of \$9.1 million from the prior year (reductions at Brunswick and Richmond partly offset by an increase at West Melbourne, which was in the design phase in FY2017).

OPERATING AND FINANCIAL REVIEW (CONTINUED)

ELECTRICITY DISTRIBUTION BUSINESS

	FY2018	FY2017	Movement	%
Segment revenue (\$M)	891.4	868.2	23.2	2.7
Segment result – EBITDA (\$M)	540.2	467.7	72.5	15.5
Volume (GWh)	7,716	7,682	34	0.4
Connections	722,046	705,186	16,860	2.4
Capital expenditure (\$M)	439.3	427.0	12.3	2.9

Increased revenues of \$23.2 million are primarily due to \$19.3 million increase in customer contributions as a result of a change in the National Electricity Rules that allow a greater recovery of customer-initiated works and an overall increase in the volume of customer-initiated works relating to housing developments during FY2018.

Regulated revenues have increased by \$16.7 million (excluding metering) due to favourable weather and increase in prices as a result of the price path in the 2016–20 Electricity Distribution Price Review (EDPR). This was partially offset by lower metering revenues due to the Australian Energy Regulator (AER) decision on our 2016 Advanced Metering Infrastructure (AMI) Transition Charges Application which decreased revenue by \$52.7 million (\$2018) smoothed over calendar years 2018 to 2020. The FY2018 impact of this adjustment was approximately \$6.8 million.

Operating expenses decreased \$49.3 million or 12.3 per cent due to:

- > \$17.8 million in cost reduction initiatives, primarily lower labour costs as a result of a 14 per cent decrease in headcount across the AusNet Services Group;
- > \$13.6 million decrease in service level payments due to October 2016 storm events in the prior year;
- > \$8.5 million of redundancy, restructuring and program implementation costs associated with business efficiency initiatives included in the prior year; and
- > \$7.5 million write-off for an IT project in the prior year.

Capital expenditure increased, despite the completion of the metering remediation program in FY2017 (\$73 million reduction) due to increases in expenditure for Rapid Earth Fault Current Limiter (REFCL) program (\$44 million), Power of Choice (\$11 million) and higher customer connections.

FUTURE REVENUE IMPACTS

We recognise revenue for distribution services as those services are provided, based on the prevailing tariffs at the time. Our electricity distribution business is regulated by the AER on a calendar year basis which differs to our financial year of April to March. Given the nature of the regulatory model and how tariffs are set, there are a number of items that will impact future revenues for our electricity distribution business as follows:

- > There is a difference between the regulated revenue recognised under our accounting policy, and the revenue cap under the EDPR determination. This difference is trued-up as an adjustment to tariffs in future periods. As at 31 March 2018 we have a cumulative over-recovery of \$8.0 million which will reduce our revenue in CY2018 and CY2019.
- > The AER's decision on our 2016 AMI Transition Charges Application decreased revenue by \$52.7 million over calendar years 2018 to 2020. The amount remaining to be adjusted at 31 March 2018 is \$45.9 million.
- > In FY2018, we received \$31.0 million of incentive revenues under the Service Target Performance Incentive Scheme (STPIS). This revenue was received as a result of outperformance of targets in CY2015. However, in CY2018 we will receive no STPIS revenue as a result of outages and storm activities that occurred in CY2016.

GAS DISTRIBUTION BUSINESS

	FY2018	FY2017	Movement	%
Segment revenue (\$M)	224.6	224.3	0.3	0.1
Segment result – EBITDA (\$M)	162.3	164.4	(2.1)	(1.3)
Volume (PJ)	66.0	66.3	(0.3)	(0.5)
Connections	692,282	676,035	16,247	2.4
Capital expenditure (\$M)	96.9	87.7	9.2	10.5

Revenues were largely unchanged, with several impacts largely offsetting each other being:

- > \$5.0 million increase in customer contributions due to the completion of the Avoca rollout under the Victorian Government's Energy for the Regions program;
- > a 5 per cent increase in tariffs from 1 January 2017; offset by
- > a 9.4 per cent decrease in tariffs from 1 January 2018 as part of the AER Final Decision on 2018–22 Gas Access Arrangements Review (GAAR); and

> \$10.0 million of billing adjustments for gas adjoining tariffs recognised in FY2017.

Operating expenditure increased by \$2.4 million primarily due to \$1.8 million write-off relating to billing adjustments for gas adjoining tariffs recognised in FY2017.

Capital expenditure increased due to spending on the mains renewal program, which experienced delays in the prior year due to timing of council approvals.

COMMERCIAL ENERGY SERVICES

	FY2018	FY2017	Movement	%
Segment revenue (\$M)	206.2	221.4	(15.2)	(6.9)
Segment result – EBITDA (\$M)	60.6	59.8	0.8	1.3
EBITDA margin (%)	29.4	27.0	2.4	8.9
Capital expenditure (\$M)	50.2	132.7	(82.5)	(62.2)

The commercial energy services business consists of contracted infrastructure asset services and specialised technology solutions to enable energy data and asset intelligence services. Contracted infrastructure asset services own and operate a portfolio of assets that fall outside the regulated asset base (the largest of which is the Wonthaggi Desalination Plant transmission connection). The investments are made through directly negotiated agreements, pursuant to which AusNet Services typically receives revenue over the contract period in exchange for the infrastructure and operational services provided. The customers of this business primarily operate in the utility, renewables and essential infrastructure sectors of electricity, water, gas and rail.

Revenues reduced by \$15.2 million predominantly as a result of the strategic refocus away from providing certain maintenance services, causing the deliberate exit from a number of field services agreements. This reduction was partly offset by \$4.2 million increase in revenues from Mortlake Terminal Station. The EBITDA margin improved as a result of the refocus.

Capital expenditure included \$17.1 million for the Salt Creek Wind Farm transmission connection assets as well as \$13.6 million on four other wind farm connection projects in the early stages of construction. FY2017 included \$116.0 million for the acquisition of Mortlake Terminal Station.

FINANCIAL POSITION

Total equity of the Group was \$3,556.0 million as at 31 March 2018, a decrease of \$142.4 million compared to the previous financial year, primarily attributed to the hedge reserve movement for the year.

Our current assets exceed current liabilities by \$0.7 million at 31 March 2018. We have prepared the financial report on a going concern basis, which contemplates the continuity of normal trading operations. The Group is, and is expected to continue trading profitably, generating positive operating cash flows and successfully refinancing maturing debt. In addition, at 31 March 2018, the Group has available a total of \$545.5 million of undrawn but committed bank debt facilities and \$658.2 million of cash (required for a bond repayment in June 2018).

Non-current assets increased by \$494.9 million compared to prior year, largely due to the \$750.2 million of capital expenditure invested into the asset base offset by the depreciation of our assets.

Non-current liabilities increased by \$768.8 million due primarily to the refinancing of debt during the year.

CAPITAL MANAGEMENT

We manage our capital structure to maximise the long-term return to shareholders, as well as providing the flexibility to fund organic growth and other investment opportunities. An appropriate capital structure is also maintained to ensure an efficient cost of capital is available. Through cash flows from operations and by maintaining an appropriate and prudent mix of debt and equity, we ensure that we achieve our targeted credit metrics to support an "A" range credit rating.

OPERATING AND FINANCIAL REVIEW (CONTINUED)

CAPITAL MANAGEMENT (CONTINUED)

DEBT RAISING

Our common or central funding vehicle (CFV) operates through AusNet Services Holdings Pty Ltd, a subsidiary of AusNet Services Ltd. The Group has access to funds through the CFV.

In line with our Treasury Risk Policy, we maintain a diversified debt portfolio by maturity and source. AusNet Services has an A- credit rating from Standard and Poor's and A3 from Moody's Investor Services. This contributed to the successful completion of \$900.9 million of bond issues during the current financial year, being:

- > an AUD 550 million 10.5-year bond issue in February 2018;
- > a EUR 161 million (A\$251.6 million) 12-year bond issue in February 2018; and
- > a HKD 610 million (A\$99.3 million) 15-year bond issue in February 2018.

These issuances satisfy our refinancing requirements for the next twelve months.

DIVIDENDS

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

	Final 2017		Interim 2018	
	Cents per share	Total dividend \$M	Cents per share	Total dividend \$M
Unfranked ordinary dividend	4.40	158.6	4.63	167.2
Unfranked special dividend	1.00	36.0	-	-
	5.40	194.6	4.63	167.2

Since the end of the financial year, the Directors have approved a final dividend for FY2018 of \$167.0 million (4.62 cents per share) to be paid on 28 June 2018. The final dividend will be unfranked.

DIVIDEND REINVESTMENT PLAN (DRP)

In relation to the final 2017 dividend paid on 27 June 2017, \$12.2 million was utilised in the allotment of new shares issued under the DRP, representing a take-up rate of approximately six per cent. In relation to the interim 2018 dividend paid on 21 December 2017, \$7.4 million was utilised in the allotment of new shares issued under the DRP, representing a take-up rate of approximately four per cent. The DRP will be suspended for the final 2018 dividend as a result of the Singapore Stock Exchange delisting in progress.

MATERIAL RISKS AND UNCERTAINTIES

We are committed to understanding and effectively managing risk to provide greater certainty and confidence for our shareholders, employees, customers, suppliers and communities in which we operate.

We maintain oversight of our material business risks (financial and non-financial) at an enterprise-wide level and report regularly to the Audit and Risk Management Committee and the Board of Directors on the effectiveness of the management of these risks. We are cognisant of the following principal risks which may materially impact the execution and achievement of our business strategy and financial prospects.

INDUSTRY AND REGULATORY RISKS

INDUSTRY DEVELOPMENTS

The energy industry is currently experiencing a period of unprecedented change and uncertainty, with a significant focus on energy security, reliability and affordability. Various political, regulatory and industry bodies continue to debate, recommend and implement various reform programs that will have significant impacts on the operation of the energy market and could have significant impacts on our business.

A number of regulatory and policy reviews are in progress, including (but not limited to):

- > Review of the Rate of Return Guideline – the AER is currently reviewing the Rate of Return Guideline for electricity network regulatory determinations. The National Electricity Rules require a review to be completed within five years of publishing the current guidelines (due December 2018). The Rate of Return Guideline is currently a non-binding guideline, however, the Council of Australian Governments (COAG) Energy Council is likely to make the guideline binding. This review may have significant implications for future revenue determinations.
- > Retail pricing review – at the direction of the Treasurer of the Australian Government, the Australian Competition and Consumer Commission (ACCC) is conducting an inquiry into the supply of retail electricity and the competitiveness of retail electricity prices. Whilst the primary focus of the review is on the market elements of the supply chain, the review is also examining the contribution of network costs to customer bills. This inquiry and the “Independent Review into the Future Security of the National Electricity Market” (“the Finkel

Review”) both explore the need to examine ways to reduce the existing network costs embedded in the system.

- > In October 2017, the Federal Government announced the National Energy Guarantee (NEG), a proposed energy policy to address rising energy prices in Australia and provide clarity for energy infrastructure investments. The NEG will require the support of all state governments in order to activate the scheme, which has yet to occur. The Guarantee is made up of two parts that together will require energy retailers and some large users across the NEM to ensure reliability and deliver lower-emissions energy generation each year. The impact on our network as a result of any implementation of the NEG is not yet known given uncertainty as to its detailed design and adoption.
- > The *Security of Critical Infrastructure Act 2018* comes into effect in July 2018. This Act will create a critical assets register to provide the Government with greater visibility and understanding of who controls and has access to critical infrastructure assets. As an owner and operator of critical infrastructure assets, we will be impacted by the Act. We continue to work through our reporting obligations of the Act to ensure compliance.

We continue to closely monitor developments and play an active advocacy role in the shaping of the industry. The impacts of these developments on AusNet Services, if any, cannot be stated with certainty at this stage.

In addition to policy development, traditional energy models are changing with the closure of coal-fired power stations and the increase in renewable and distributed generation and storage. These changes are driven by changes in technology, environmental and regulatory policies, customer expectations, and cost. These changes are expected to continue in the future and impact our networks’ regulatory framework and the need to adapt and provide services to customers.

We continue to play a key role in the reform of the industry in terms of our active contribution in the current reviews and the trial of new technologies on our network. Our objective is to actively participate in shaping industry development and to lead and deliver network transformation.

MATERIAL RISKS AND UNCERTAINTIES (CONTINUED)

INDUSTRY AND REGULATORY RISKS (CONTINUED)

TRANSITION TO METERING COMPETITION IN VICTORIA

On 26 November 2015, the Australian Energy Market Commission (AEMC) published its final determination and final rule on expanding competition in metering and related services (Power of Choice). In March 2017, the Victorian Government deferred the adoption of metering competition in Victoria. Victorian electricity distributors will remain responsible for metering services for all small customers until at least 1 January 2021 and the Victorian smart metering specification will remain in place.

The Victorian Government proposed that a review be undertaken prior to 1 January 2021 to determine whether metering competition should be introduced in Victoria. The review will examine the benefits to Victorian electricity users of switching to the national regime, the impact of competition in metering services on particular customer groups, how potential barriers to distributors' access to metering data can be addressed and the experience of other jurisdictions in implementing metering competition.

During FY2018, AusNet Services completed the implementation of Power of Choice, which required us to invest in new systems and processes, and make significant changes to existing metering systems. This lays the foundation to allow us to accommodate any future changes beyond metering contestability, including cost-reflective pricing, new business-to-business processes and interaction with a new market gateway.

RAPID EARTH FAULT CURRENT LIMITER (REFCL) PROGRAM

On 1 May 2016, the Electricity Safety (Bushfire Mitigation) Amendment Regulations 2016 (Amended Bushfire Mitigation Regulations) came into effect in Victoria. The amended regulations require Victorian distributors to install REFCLs at designated zone substations. The purpose of the REFCL devices is to reduce the risk of a bushfire caused by a fallen powerline. AusNet Services is required to meet a defined quota of zone substations with operational REFCLs by 1 May 2019 (30 points) with an additional quota to be operational by 1 May 2021 (53 points) and the remaining designated zone substations fitted with REFCLs by 1 May 2023 (63 points in total). In total, the Regulations require AusNet Services to install REFCL devices at 22 zone substations by 1 May 2023. Each zone substation is attributed a point score from 1 to 5, with the highest value attributed to those zone substations where fire mitigation measures would provide the greatest benefit, depending on the degree of bushfire risk.

The Victorian Government subsequently introduced the *Electricity Safety Amendment (Bushfire Mitigation Civil Penalties Scheme) Act 2017* (Amendment Act). This Amendment Act amended the *Electricity Safety Act 1998* (Vic) (ESA) to provide for significant financial penalties if AusNet Services fails to achieve the number of points prescribed by the Regulations by the applicable deadline.

The penalties legislation prescribes a penalty of \$2,000,000 per point that AusNet Services falls short. Accordingly, penalties of up to \$10 million per zone substation can apply if AusNet Services fails to achieve the required capacity by the prescribed dates. Additionally, a daily penalty of \$5,500 can be applied for each day AusNet Services remains non-compliant.

The REFCL program presents several risks, including technology risk, network risk, vendor risk and funding risk. In August 2017, the AER made a final decision on AusNet Services' contingent project application for tranche one of the REFCL installation program, approving total capital expenditure of \$97 million. This was \$7 million lower than our original application. The proposed expenditure for tranche one, which is due to be completed by April 2019, comprises:

- > installation of REFCL devices at nine zone substations;
- > replacement of equipment in the 22kV distribution network that is incompatible with REFCL operation; and
- > installation of isolating transformers to protect high voltage (HV) customers' equipment from damage due to increased voltages as a result of REFCL operation.

During FY2018, AusNet Services spent \$49 million on REFCL tranche one, with the projects remaining on schedule in order to meet the defined quota of 30 points by 1 May 2019. Funding for tranches two and three of the REFCL program will be subject to future contingent applications.

REFCL devices in service may result in parts of the network operating outside of the voltage standards set out in the Victorian Electricity Distribution Code. A review of voltage standards is underway by the Essential Services Commission in order to align the Code to our obligations under the Amendment Act and Amended Bushfire Mitigation Regulations. We are currently working with affected high voltage customers to protect their assets from increased voltages, including modifications to our network where required. There is a risk that delays in working with HV customers and implementing acceptable modifications to their assets may result in delays to the delivery of the overall program.

PRICE DETERMINATIONS

The energy industry in Australia is highly regulated. The regulated component of our revenues (approximately 86 per cent of total revenues for the year ended 31 March 2018) are subject to periodic pricing resets by the AER, where revenue or prices will be determined for each of the networks for the specified regulatory period. The upcoming regulatory reset dates for our electricity transmission network, gas distribution network and electricity distribution network are 1 April 2022, 1 January 2023 and 1 January 2021, respectively. Under legislation recently passed, network service providers are no longer able to have a final regulatory decision from the AER reviewed by the Australian Competition Tribunal.

Regulated charges do not necessarily reflect actual or projected operating costs, capital expenditure or the costs of capital. If the regulated charges set by the AER are lower than our costs, this may adversely affect our financial performance and position. In addition, we are exposed to cost changes within a regulatory control period and bear the risk of any shortfall in allowances for costs provided by regulatory determinations. The regulator applies benchmarking as it considers appropriate to each network business, having regard to an overall objective that only capital expenditure that is efficient should form part of the regulated asset base. Operating expenditure is particularly subject to benchmarking comparisons to set efficient levels going forward.

We carefully manage these risks in a number of ways. Prior to the commencement of a regulatory period, we develop a detailed plan of works to be undertaken and costs to be incurred as well as energy and maximum demand forecasts. Particular emphasis is placed on ensuring that we continue to maintain safe, resilient and reliable networks and that the costs to be incurred are efficient and prudent. This information is submitted to the AER as part of the determination process, and, where appropriate, the views of industry and other external experts are sought to be included in the submission.

AusNet Services will be the first Australian energy business to trial a new process that places customers at the heart of developing our expenditure plans. The new process involves the establishment of a Customer Forum which will form part of our 2021-25 EDPR proposal. This draft process is called New Reg: Towards Consumer-Centric Energy Network Regulation, more details of which can be found on the AER's website (<https://www.aer.gov.au/networks-pipelines/guidelines-schemes-models-reviews/regulatory-innovation>). During the regulatory period we continuously monitor and manage our costs through processes and systems which produce high-quality data and

enable efficiency, effectiveness and control. In addition, through our organisation-wide efficiency program, we aim to improve our benchmark performance.

NETWORK RISKS

Our energy transmission and distribution networks and information technology systems are vulnerable to human error in operation, equipment failure, natural disasters (such as bushfires, severe weather, floods and earthquakes), sabotage, terrorist attacks (including cyber-attacks) or other events which can cause service interruptions to customers, network failures, breakdowns or unplanned outages. Certain events may occur that may affect electricity transmission or distribution lines or gas mains in a manner that would disrupt the supply of electricity or gas. Failures in our equipment may cause supply interruptions or physical damage.

Any service disruption may cause loss or damage to customers, who may seek to recover damages from AusNet Services, and this could harm our business and reputation. Our emergency response, crisis management and business continuity management system is the approved methodology to guide response and recovery activities. However, it may not be able to effectively protect our business and operations from these events.

We are also exposed to the cost of replacing faulty equipment. On rare occasions, faults in plant items are discovered only after the item has been installed within a network, requiring a large-scale replacement program. Only some such incidents are covered by plant warranties and in some instances these warranties may only be partial. Additionally, incidents in our zone substations and terminal stations have property cover to insure against failure, but incidents outside the boundaries of our zone substations and terminal stations are self-insured. Any forced replacement program, particularly if not insured or covered by warranties, could be costly and adversely affect our financial performance and position.

The changing generation mix in Victoria and the location of generators in the future may impact the configuration of the electricity transmission network and increases the risk of redundant assets in the event of significant network configuration changes. We continue to work closely with all stakeholders associated with the planning and development of generational capacity to manage such risk.

MATERIAL RISKS AND UNCERTAINTIES (CONTINUED)

FUNDING AND MARKET RISKS

We rely on access to financial markets as a significant source of liquidity for growth capital requirements not satisfied by operating cash flows. Our access to financial markets could be adversely impacted through various factors, such as a material adverse change in our business or a reduction in our credit rating. The inability to raise capital on favourable terms, particularly during times of uncertainty in the financial markets, could impact our ability to sustain and grow our capital-intensive businesses, and would likely increase our cost of capital. AusNet Services has operated the DRP since 2008, with discount levels that have varied between zero and 2.5 per cent. The use of a DRP and the level of discounting is dependent upon funding requirements at a point in time.

Furthermore, we have a large amount of debt, with a net debt to Regulated and Contracted Asset Base ratio at 31 March 2018 of 67 per cent (excluding equity credit for the \$706 million of hybrid instruments). The degree to which we may be leveraged in the future could affect our ability to service debt and other obligations, to pay dividends to shareholders, to make capital investments, to take advantage of certain business opportunities, to respond to competitive pressures or to obtain additional financing. In addition, we are exposed to a number of market risks associated with this debt, including interest rate and foreign currency risk.

We effectively manage these risks in accordance with our Treasury Risk Policy, which is approved by the Board and reviewed by the Audit and Risk Management Committee periodically. Under this policy, we aim to have a diverse funding mix in terms of source and tenor and proactively monitor and manage our credit metrics. This enables us to maintain an "A" range credit rating, ensures continued access to various markets and limits the funding requirement for any given year. In addition, through the use of derivative financial instruments we aim to hedge 90 to 100 per cent of our interest rate risk.

CLIMATE CHANGE AND SUSTAINABILITY RISKS

As an energy transmission and distribution company, AusNet Services is actively assisting the industry address climate change risks. Risks associated with climate change include the implications of energy policy developments and changes to regulations as outlined in the industry and regulatory risks section above. In particular, the Federal Government announcement of the NEG proposed energy policy to provide clarity for energy infrastructure investments and require some large users across the NEM to deliver reliable and lower emissions energy generation each year. AusNet Services will

play an active role in operationalising this policy and helping the industry to de-carbonise.

Other risks include the physical impacts of changing environmental conditions on our network assets and sustained interruptions from severe weather events such as storms, bushfires or floods.

Risk management for these risks includes reviewing engineering standards and ratings for equipment, a significant investment in bushfire mitigation activities and the ongoing development and testing of emergency response plans.

INFORMATION AND COMMUNICATION TECHNOLOGY RISKS

The drive to reduce carbon emissions, customers' increasing needs for higher levels of reliability and the reduction in the cost of digital technology have resulted in a greater role for technology in the enablement, management and operations of utility networks. The greater role of technology comes with an increased risk and potential impact of cyber-attacks. This increased focus on the role technology plays in the management and operations of utility networks will require the introduction of new digital technology platforms. In the event there is any significant delay in the development of new technology, this may negatively impact our revenue or require unforeseen capital investment to replace obsolete technology.

In addition, as with all new business solutions, there are risks associated with solution design, implementation, budgeting, planning, integration, future maintenance, upgrades and support. The realisation of any such risks could adversely impact the effectiveness and cost of such a solution and business continuity.

On 28 November 2017, the AEMC made a final rule to change the settlement period for the electricity spot price from 30 minutes to five minutes, starting on 1 July 2021. This rule may require additional investment in metering and IT systems, with increased data collection and management requirements. Similar to metering contestability, the application of the AEMC rule is subject to approval from the Victorian Government.

To mitigate these risks, we have established a centralised architecture, delivery and governance capability to ensure technology needs are delivered successfully through an architecturally-led approach with appropriate governance applied.

REMUNERATION REPORT (AUDITED)

Dear Shareholder,

On behalf of the Board, I am pleased to introduce our FY2018 Remuneration Report, for which we seek your support at our Annual General Meeting (AGM) on 19 July 2018.

This letter addresses key remuneration outcomes for FY2018, including commenting on the changes introduced during FY2018 as highlighted in my letter accompanying FY2017 Remuneration Report.

In that letter, I said that the Board would continue to monitor developments in remuneration practice, listen to feedback and review executive remuneration arrangements to ensure they are effective in driving performance and long-term shareholder value. In that context, this letter draws attention to the changes instigated for FY2019 and comments on current areas of focus for the Remuneration Committee and Board.

AUSNET SERVICES FY2018 REMUNERATION OUTCOMES

In absolute terms, overall remuneration outcomes for the Managing Director and Executive Key Management Personnel (KMP) are higher than for FY2017. There were no changes to the Managing Director's fixed remuneration of \$1,300,000 or other Executive KMP during FY2018. However, as a result of our financial outperformance, the Managing Director's Short Term Incentive (STI) payment was higher in FY2018 with vesting of 110.0 per cent of target compared to 96.8 per cent for FY2017. Executive KMP average STI vesting increased to 107.5 per cent compared to 93.3 per cent for FY2017. Long Term Incentive (LTI) awarded in 2015 (for the FY2016 to FY2018 performance period) resulted in 85.9 per cent vesting compared to 70.6 per cent for FY2017.

The STI remuneration outcomes reflect the strong financial performance and significant progress in executing AusNet Services' strategy in our regulated and unregulated businesses. Financial performance exceeded targets and significant progress was made on driving increased cost efficiency in the regulated business and growing the asset portfolio in the unregulated business. Importantly, the STI outcomes also reflect a continued emphasis on safety performance, which is a touchstone for AusNet Services.

The LTI vesting outcome reflects the sound financial performance across the FY2016 to FY2018 performance period in terms of relative total shareholder return (64th percentile), compound annual earnings per share growth (EPS CAGR) of 130 per cent and return on invested capital of 5.67 per cent. The high EPS CAGR is heavily impacted by the low baseline EPS in

FY2015 which is used to calculate CAGR; FY2015 NPAT and EPS results were reduced by a significant tax settlement. Consistent with the Board's approach not to make adjustments to statutory outcomes for the purpose of testing LTI performance, EPS growth from FY2016 to FY2018 was therefore significant.

In relation to Non-executive Director remuneration, no increases were made to base Non-executive Director fees and committee fees. However, effective 1 October 2017, the Board Chairman's annual fee was increased by 10.3 per cent to \$430,000 to align with other companies of a similar size and complexity.

IMPACT OF DESIGN CHANGES INTRODUCED IN FY2018

As I outlined in my letter accompanying the FY2017 Remuneration Report, during FY2018 we introduced a new STI plan to drive performance and execution of AusNet Services' strategy. The new STI plan is more heavily weighted to financial performance (financial KPIs directly contribute to 60 per cent of the STI outcome), more directly links remuneration outcomes with performance and reduces the maximum STI opportunity from 196 per cent to 150 per cent of target. In addition, the new STI plan includes financial and safety gateways that must be achieved before any payments are made.

The Board is pleased that changes made to the FY2018 STI framework to highlight financial performance are helping to grow an increasingly more commercial and cohesive business culture. The single scorecard is helping strengthen alignment and focus across the business, while also supporting the benefit of collaboration and diversity.

As outlined in the FY2017 Remuneration Report and approved by shareholders at the 2017 AGM, effective FY2018 the Managing Director's LTI grant increased to 120 per cent of fixed remuneration, reflecting a decision to ensure a larger proportion of his remuneration be at risk over the longer term.

ADJUSTMENTS TO REMUNERATION ARRANGEMENTS FOR FY2019

- > **Executive remuneration market review:** During FY2018, the Board reviewed executive remuneration arrangements and benchmarked structures and pay levels. In general the review confirmed that overall existing remuneration arrangements were in line with market levels, but highlighted some fixed remuneration anomalies, which have been taken into account in setting FY2019 fixed remuneration.
- > **Executive remuneration strategy:** During FY2018, a key area of focus was our LTI plan. As a result of our review, the Board identified that changes to the LTI performance hurdles, vesting scales and relative TSR comparator group would be

appropriate to enhance the effectiveness of the plan and reflect AusNet Services' current strategy and environment.

For the 2018 LTI grant, the relative TSR comparator group will be aligned to ASX100 (without exceptions) to ensure management are challenged and benchmarked against significant sized businesses. In addition, changes to the performance hurdles and vesting scales reflect the Board's commitment to ensuring continued improvement in performance, in keeping with shareholder expectations. Details of the changes to our LTI plan are described within this report.

On behalf of the Board, I thank you for your support and feedback, and commend this report to you.

Regards



Sally Farrier
Remuneration Committee Chairman

AREAS OF FOCUS AND CONTINUOUS IMPROVEMENT

The Board is committed to AusNet Services' remuneration arrangements that:

- > support short- and long-term business performance;
- > provide incentives for reward as a result of stretch performance;
- > promote the values and behaviours of teamwork, safety and doing the right thing; and
- > link reward outcomes to shareholder benefits.

The Remuneration Committee and Board maintain a watching brief on the remuneration framework and how it is applied to ensure it appropriately reflects the needs of our business and our shareholders:

- > **Evolution to align remuneration and business strategy:** We will continue to explore the opportunities and merits of evolving the remuneration arrangements to enhance our business performance and deliver our strategic objectives, balancing the benefits of transparency, relative simplicity and consistency.
- > **Evidence and external perspectives:** We look for evidence concerning how effective performance measures and targets are in driving behaviours and examine trends in business performance and remuneration outcomes. We use external information and stakeholder views to challenge management and our own thinking regarding remuneration.
- > **Remuneration report:** We continue to focus on providing transparent and meaningful disclosures on remuneration and therefore improving our remuneration report each year.
- > **Stakeholder engagement:** We have benefited from regular stakeholder engagement. This has been valuable in supporting and planning activities on our remuneration agenda.

INTRODUCTION AND CONTENTS

Our objective in preparing this report is to illustrate how AusNet Services executive rewards align with business performance and shareholder outcomes over time, explain the specific reward outcomes and performance for FY2018 and set out the Board's reasoning and considerations around how the remuneration framework reflects and supports the business strategy.

The report also explains the framework and governance that we have in place to ensure effective remuneration practices.

To support this objective, this report includes an overview of our performance and remuneration outcomes, as well as a summary of our governance practices. The report has been prepared and audited against the disclosure requirements of the *Corporations Act 2001* (Cth).

Information within this report has been laid out in the following sections:

Section	Page
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1. KEY MANAGEMENT PERSONNEL

AusNet Services' KMP are assessed each year and comprise the Directors of the company and senior executives. KMP have authority and responsibility for planning, directing and controlling the activities of AusNet Services.

Those that are assessed to be KMP for FY2018 are:

Name	Position	Date appointed as KMP
Non-executive Directors		
Peter Mason	Non-executive Chairman (Appointed as Chairman 11 May 2016)	March 2016
Ralph Craven	Non-executive Director	January 2014
Sally Farrier	Non-executive Director	January 2014
Ho Tian Yee	Non-executive Director	September 2008
Robert Milliner	Non-executive Director	July 2015
Nora Scheinkestel	Non-executive Director	November 2016
Sun Jianxing	Non-executive Director	January 2014
Tan Chee Meng	Non-executive Director	May 2016
Executive KMP		
Nino Ficca ¹	Managing Director	September 2005
Chad Hymas	Executive General Manager, Commercial Energy Services	April 2013
Adam Newman	Executive General Manager and Chief Financial Officer	March 2013
Alistair Parker	Executive General Manager, Regulated Energy Services	April 2013
Mario Tieppo	Executive General Manager, Technology	September 2013

1. Mr Ficca was appointed as Managing Director upon listing on the Australian Stock Exchange.

FORMER KEY MANAGEMENT PERSONNEL:

Tina McMeckan retired from the Board as a Non-executive Director and ceased to be a KMP effective 20 July 2017.

2. EXECUTIVE KMP REMUNERATION FRAMEWORK AND REWARD MIX

The following table summarises AusNet Services' Executive KMP remuneration objectives and design principles and an overview of the arrangements in place during FY2018:

Remuneration Objectives and Principles

The objective of our approach to the Executive KMP remuneration structure is to allow the specific considerations of long-term factors, short-term performance and fixed remuneration to attract and retain senior executives to deliver upon our strategic and business plans, while ensuring that remuneration outcomes are linked to company performance and shareholder outcomes.

Board decisions on remuneration matters, including the design of the executive remuneration framework, how the framework is applied, how performance measures and targets are set and how outcomes are determined, are guided by principles around:

Alignment to strategy and business need	Market competitiveness	Performance-driven focus	Simplicity and transparency	Position in employee value proposition	Reflection of fairness across the business	Effective governance
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Remuneration structure - The Board believes the three-component structure of remuneration arrangements, with fixed annual remuneration, short-term incentive and long-term incentive components, is effective at this stage in the business' transformation and growth aspirations.

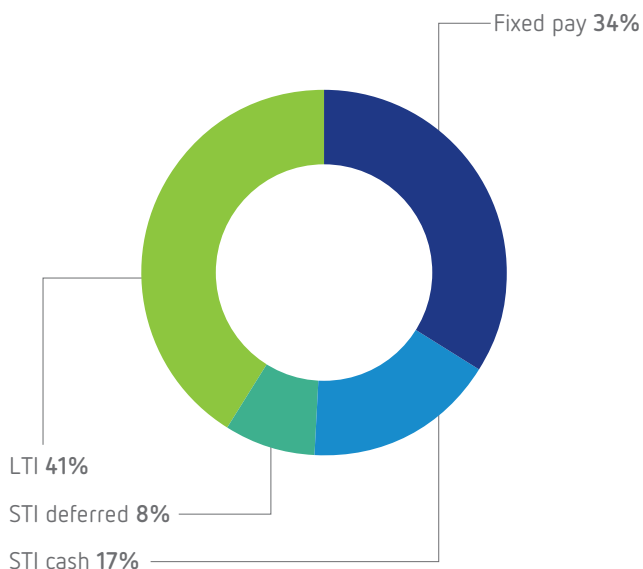
FY2018	Fixed annual remuneration	Short Term Incentive (at risk)			Long Term Incentive (at risk)	
Approach	> Set at a market competitive level to attract and retain key talent and with regard to the complexity of the role, skills and competencies required.	> For the Managing Director, STI outcome delivered as two-thirds cash and one-third deferred equity rights with a two-year deferral period. > Other Executive KMP receive a cash STI payment, based on performance over the year.			> KMP LTI delivered as performance rights that vest over a three-year period if relevant performance hurdles are achieved.	
Purpose and rationale	> Attracts and retains executives with the capability and experience to deliver outcomes.	> Ensures executive remuneration is aligned with financial and business performance, and therefore aligns with shareholder interests and outcomes. > Emphasis on financial performance reinforces strategic focus on performance.			> Motivates and rewards sustainable superior performance, which is aligned with the interests of shareholders. > The three-year vesting period aligns executive performance and decision-making with longer-term outcomes and assists in the retention of key executives.	
Opportunity		> Expressed as percentage of fixed annual remuneration (performance range +/- 50 per cent of target opportunity).			> Expressed as percentage of fixed annual remuneration.	
		Threshold	Target	Maximum	Threshold	Maximum
Managing Director		37.5%	75%	112.5%	36%	120%
Other Executive KMP		20%	40%	60%	15%	50%

2. EXECUTIVE KMP REMUNERATION FRAMEWORK AND REWARD MIX (CONTINUED)

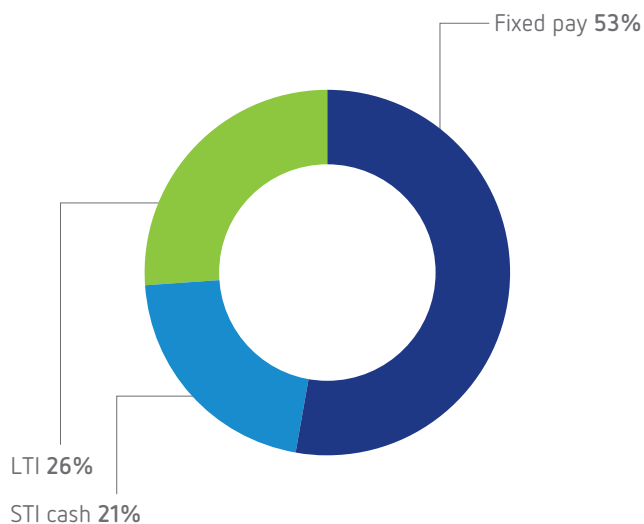
FY2018	Fixed annual remuneration	Short Term Incentive (at risk)	Long Term Incentive (at risk)
Performance review and measures	> Performance review conducted annually. > FAR reviewed periodically against market rates for comparable roles. > No guaranteed FAR increases in Executive KMP contracts of employment.	> STI scorecard KPIs include selected financial and non-financial measures: > Two financial measures - EBITDA and Return on Equity – reflect ability to grow revenues, exhibit cost control and effectively manage working capital. > Non-financial measures cover safety, customer outcomes and performance against strategic initiatives (individual specific). > Total STI subject to gateway performance criteria relating to cash flow from operations and safety performance.	> LTIP KPIs are relative total shareholder return (50 per cent), earnings per share (EPS) growth (25 per cent) and return on invested capital (25 per cent). > Total shareholder return (TSR) measures returns generated from the investments made against performance of comparator group. > EPS provides tangible measure of shareholder value creation. > Return on invested capital (ROIC) measures returns generated from investments in operations.

The Managing Director and Executive KMP total reward mix, inclusive of fixed annual remuneration, and assuming 100 per cent STI performance outcome and 100 per cent LTI vesting outcome, at the time of grant, is shown below:

MANAGING DIRECTOR



OTHER EXECUTIVE KMP



REMUNERATION AND OTHER TERMS OF EMPLOYMENT

Remuneration and other terms of employment for the Managing Director are set out in the table below.

Managing Director

Term of agreement	Permanent, subject to six months' notice of termination by either party.
Fixed annual remuneration	Fixed annual remuneration includes base salary and superannuation. As at 31 March 2018, FAR was \$1,300,000. Fixed annual remuneration is reviewed periodically against market by the Remuneration Committee and the Board, with no guarantee of annual increase.
Short-term incentive (at risk)	Annual short-term incentive of 75 per cent of FAR for on-target performance with a range of potential STI vesting range commencing at 37.5 per cent of FAR for threshold performance to 112.5 per cent of FAR at maximum performance. STI is delivered as two-thirds in cash payment and one-third in deferred rights, with a two-year deferral period. Unless otherwise determined by the Board, STI awards are forfeited if terminated for cause or resignation prior to vesting date.
Long-term incentive (at risk)	Long-term incentive of 120 per cent of FAR for maximum performance, based on the performance measures of TSR, EPS and ROIC. Threshold performance vesting commences at 36 per cent of FAR. Treatment of LTI awards are stated in the LTI plan rules and the specific terms of grant. In general, unless otherwise determined by the Board, LTI awards lapse upon resignation or termination for cause, and for termination without cause will remain on foot on a pro-rata basis, to be tested against the relevant performance conditions at the vesting date. Annual invitation to participate with three-year performance period and no retesting of performance measures in subsequent years. Clawback provisions apply in Plan Rules.
Termination benefits	Termination benefits calculated at three weeks' pay for every year of service paid at the Managing Director's FAR rate and capped at six months.

The major provisions contained in the services agreements of the other Executive KMP are substantially the same as those that apply to the Managing Director. However, variable reward opportunity differs for Executive KMP being short-term incentive opportunity of 40 per cent of FAR (threshold 20 per cent and maximum of 60 per cent of FAR) for on-target performance and long-term incentive of 50 per cent of FAR for maximum performance (15 per cent at threshold).

3. FY2018 PERFORMANCE AND REMUNERATION SUMMARY

Our executive remuneration framework is designed to align executive rewards with performance achieved, and how benefits flow to our shareholders.

The business has delivered strong underlying financial performance for FY2018, which has resulted in above-target STI outcomes and LTI vesting. The table and figures below show key financial performance outcomes for the current and past reporting periods and the correlation between the levels of business performance achieved and Managing Director STI and LTI pay outcomes.

Financial performance	FY14 ^{1,2}	FY15 ³	FY16 ⁴	FY17 ⁵	FY18
NPAT (\$m) ^{1,3,4}	178	23	489	255	291
EBITDA (\$m)	1,017	1,047	1,143	1,073	1,143
Return on equity (%)	5.3	1.0	14.0	7.0	8.0
Total shareholder return (TSR) percentile ranking - relative performance	88.1	62.3	71.4	68.6	64.2
Earnings per share (EPS) (%) 3-year compound annual growth rate (CAGR) ²	(11.1)	(58.1)	17.8	3.4	130.4
Return on invested capital (ROIC) (%) 3-year average	4.97	4.58	4.82	4.89	5.67
Share price at 31 March (\$)	1.310	1.460	1.490	1.685	1.675
Dividends (cents per share) ⁵	8.36	8.36	8.53	9.80	9.25
STI % ⁶	80.0	56.2	127.1	107.6	N/A
STI vested as % of target – MD	64.0	45.0	115.7	96.8	110.0
LTI vested as % of target – MD	48.1	37.5	104.9	70.6	85.9
LTI vested as % of target – other Executive KMP	50.0	33.5	120.3	76.1	85.9

1. FY2014 net profit after tax includes a net charge of \$86.7 million for the amount payable in respect of the Section 163AA dispute, \$50.0 million payable for the termination of the Management Services Agreement (MSA) and \$7.7 million in restructuring costs associated with the Termination Deed.

2. FY2014 EPS measure was adjusted to exclude the \$50 million payable for the termination of the MSA at the Board's discretion.

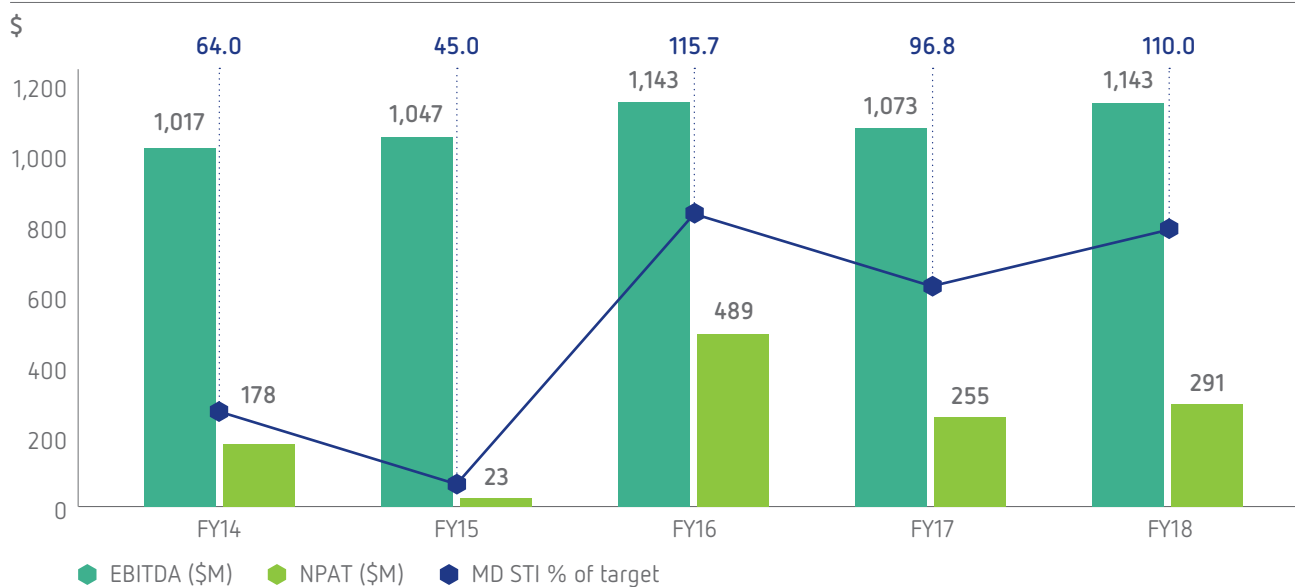
3. FY2015 net profit after tax includes the recognition of \$142.6 million in income tax expense for the settlement with the Australian Taxation Office (ATO) in relation to the intra-group financing audit, the recognition of \$84.1 million net exposure in relation to the intellectual property tax dispute with the ATO and the recognition of a provision for Advanced Metering Infrastructure (AMI) customer rebates of \$22.8 million (after tax).

4. FY2016 net profit after tax includes one-off tax benefits of \$163.1 million associated with our corporate restructure (\$135.0 million) and settlement of the IP dispute with the ATO (\$28.1 million).

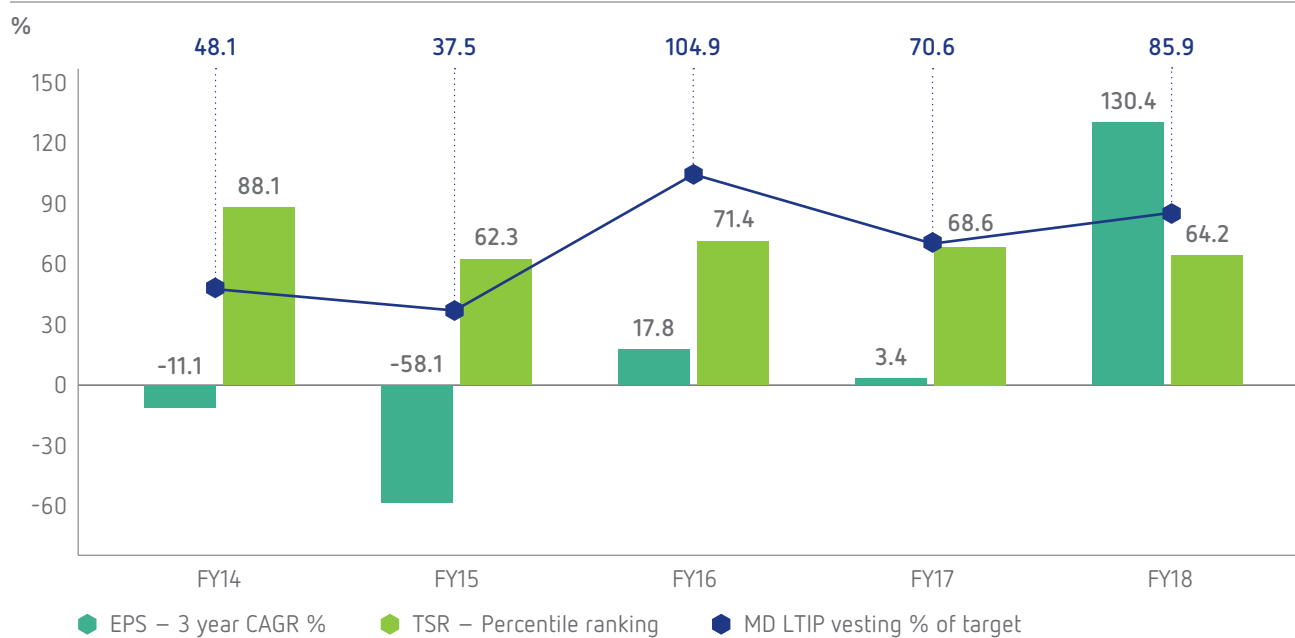
5. FY2017 dividends consist of 8.80 cents per share ordinary dividend plus 1.0 cents per share special dividend.

6. Corporate STI Scorecard outcome from FY2014 to FY2017, FY2018 has moved to an individual STI scorecard for each employee.

MD OVERALL STI OUTCOME % OF TARGET TO EBITDA AND NPAT



MD OVERALL LTI OUTCOME % OF TARGET TO TSR AND EPS



3. FY2018 PERFORMANCE AND REMUNERATION SUMMARY (CONTINUED)

KEY REMUNERATION OUTCOMES FOR FY2018:

Executive fixed remuneration	There were no changes to fixed annual remuneration (FAR) of the Managing Director or other Executive KMP during FY2018.
Managing Director 2017 Long Term Incentive Plan grant (FY2018 - FY2020 performance period)	As outlined in the FY2017 Remuneration Report, and approved by shareholders at the July 2017 AGM, the Managing Director's 2017 LTI grant increased to 120 per cent of fixed remuneration at maximum vesting. This adjustment was the last element of the changes made to the Managing Director's remuneration arising from the review in FY2016. The 2017 LTI grant will be tested at the conclusion of the three-year performance period being FY2018 - FY2020.
FY2018 Short Term Incentive Plan outcomes	FY2018 was the first year of our new STI plan based on a single scorecard, providing a transparent link between performance achieved and payments made, and a larger weighting on financial performance. For the Managing Director, the target STI opportunity was set at 75 per cent of fixed remuneration and for other Executive KMP set at 40 per cent of fixed remuneration. The MD's STI payment was 110.0 per cent of target. Other Executive KMP STI scorecard outcomes varied between 105.0 and 110.0 per cent of target. The business delivered above-target performance on the majority of key performance metrics, including all financial metrics. As a result, STI payments for the Managing Director and Executive KMP increased relative to FY2017. Further details of the FY2018 STI plan and outcomes can be found in section 4.
Vesting of 2015 Long term Incentive Plan awards (FY2016 - FY2018 performance period)	The LTI awards granted in 2015, applicable for the FY2016 – FY2018 performance period, were tested against performance criteria (relative total shareholder return, earnings per share growth and return on invested capital), resulting in 85.9 per cent vesting. The LTI vesting outcome reflects the sound financial performance across the FY2016 to FY2018 performance period in terms of relative total shareholder return (64th percentile), compound annual earnings per share growth (EPS CAGR) of 130 per cent and return on invested capital of 5.67 per cent. The Board has a policy not to adjust statutory performance outcomes for significant items. This impacts payments made under our incentive programs – sometimes negatively and sometimes positively. During FY2018, this impacted the LTI vesting; FY2015 earnings per share, which is the baseline for calculating earnings growth over the FY2016 - FY2018 performance period, were reduced by a significant tax settlement. Consistent with the Board's approach not to make adjustments for purposes of measuring LTI performance, EPS growth from FY2016 to FY2018 was therefore significant. Further details of the LTI plan and LTI vesting can be found in section 4.
2018 Long Term Incentive Plan grant (FY2019 - FY2021 performance period)	During FY2018, the Board reviewed the KPI and performance measures of the existing LTI program. The review identified and considered alternative KPI measures. The Board concluded that there was no compelling reason to move away from the existing measures of TSR, EPS and ROIC. However, going forward, the LTI effectiveness will be enhanced by altering LTI performance hurdles, vesting scales and the TSR comparator group as follows: > retention of the TSR threshold performance level at the 50th percentile ranking and maximum performance level at 75th percentile ranking; > alignment of the nominated comparator group for TSR to the ASX 100 (without exceptions) replacing the previous ASX 200 comparator group; > the maximum performance required for full vesting of the EPS KPI will increase from 5 per cent CAGR to 7.5 per cent CAGR over the three-year performance period; and > vesting for the ROIC KPI will commence at 0 per cent at threshold performance and based on a linear approach to 100 per cent at maximum performance. Previously threshold performance resulted in a 50 per cent vesting for this KPI. Shareholders will have the opportunity to vote on the proposed LTI grant for the Managing Director at the Annual General Meeting to be held on 19 July 2018.

KEY REMUNERATION OUTCOMES FOR FY2018: (CONTINUED)

Non-executive Director fees Total remuneration paid to Non-executives Directors for FY2018 was \$1.83 million, which represents 81.2 per cent of the fee cap of \$2.25 million.

No increases were made to our base Non-executive Director fees and committee fees during FY2018.

In accordance with the policy to review fees, effective 1 October 2017 the Board Chairman's annual fee was increased by 10 per cent (from \$390,000 to \$430,000) to align with other companies of a similar size and complexity. The Chairman receives no additional fees for membership of Board Committees.

FY2018 ACTUAL REMUNERATION PAID TO EXECUTIVE KMP (UNAUDITED)

The table below sets out the actual remuneration paid to current Executive KMP over the past two reporting years. This remuneration includes annual fixed remuneration, STI cash paid, the value of deferred STI equity in respect to the Managing Director, and the value of the 2015 LTI awards that vested in FY2018.

The Managing Director and Executive KMP did not receive any fixed remuneration increases during FY2018. Actual remuneration paid to Mr Parker and Mr Hymas in FY2017 represents an increase in fixed remuneration due to promotion as a result of the July 2016 organisational restructure with the full effect of these increases reflected in FY2018.

Note that the following table is non-IFRS information and is unaudited.

Executive KMP	FY	Fixed annual remuneration	Short Term Incentive Paid	STI deferred (2 years)	Retention / ex-gratia	LTI vested ²	Total
Nino Ficca	2018	1,300,000	715,000	357,500	-	1,064,331	3,436,831
	2017	1,300,000	629,460	314,730	-	917,930	3,162,120
Chad Hymas	2018	450,000	198,000	-	-	161,941	809,941
	2017	422,040	154,399	-	-	171,203	747,642
Adam Newman ¹	2018	692,835	290,991	-	-	332,603	1,316,429
	2017	692,835	253,467	-	126,733	263,589	1,336,624
Alistair Parker	2018	500,000	210,000	-	-	200,644	910,644
	2017	479,745	175,510	-	-	190,225	845,480
Mario Tieppo ¹	2018	425,360	187,158	-	-	203,699	816,217
	2017	425,360	164,767	-	212,680	161,828	964,635

1. Mr Newman received a higher STI Award relating to his participation in the company's FY2017 Executive Retention Plan, which ceased on 31 March 2017. Mr Tieppo received an additional incentive payment related to the vesting of his metering remediation program incentive plan. Both these items were fully disclosed in the FY2017 Remuneration Report.

2. LTI vesting is calculated based on the number of performance rights vested multiplied by the share price at 31 March 2018, being \$1.675.

Statutory accounting disclosures of remuneration which are shown in section 7 of this report differ from the actual pay received due to the accounting treatment of leave provisions and unvested LTI awards.

4. FY2018 EXECUTIVE KMP INCENTIVE PLANS DETAILED OUTCOMES

FY2018 SHORT TERM INCENTIVE PLAN

In FY2018, the Board introduced a simplified STI Plan for the Managing Director, Executive KMP and the broader employee population. The aim of the new plan was to increase transparency and simplicity and to better align with the company's overall business strategy.

The STI Plan uses a single additive scorecard with a balance of financial and non-financial measures, which replaced the previous dual corporate and personal scorecard approach. The STI Plan has also been designed with higher weighting towards financial-based KPIs, along with the introduction of both financial and safety-based gateways. The combination of higher financial KPI weightings and gateways helps to ensure STI payments are only made when shareholders also benefit.

The maximum STI opportunity was also reduced from 196 per cent of target opportunity to a maximum of 150 per cent. Key features of the FY2018 STI Plan are set out as follows:

STI opportunity	Executive STI outcomes are determined by multiplying the outcome of each Executive’s STI scorecard by the participant’s STI opportunity and is expressed as a percentage of the participant’s FAR at target performance. Managing Director – 75 per cent of FAR at target, 37.5 per cent of FAR at threshold performance and 112.5 per cent of FAR at maximum performance. Other Executive KMP – 40 per cent of FAR at target, 20 per cent of FAR at threshold performance and 60 per cent of FAR at maximum performance.																			
STI performance gateway and discretion	The Board retains the flexibility to exercise its discretion over all elements of the STI plan including (but not limited to) the setting of KPI performance targets and ranges, selection of KPIs weightings, and any assessed performance outcomes. Notwithstanding the overall assessment of each scorecard, STI payments generated as a result of the performance of any of the KPIs will only be considered in circumstances where the cash flow from operational performance provides the company with the ability to pay shareholder dividends in accordance with AusNet Services’ dividend guidance targets for the relevant year. In the event of a fatality, the Board retains complete discretion to adjust any STI award for the Managing Director, other Executive KMP or other employees. The Board will retain the discretion to make some or all of the STI available for payment to these parties depending on the circumstances of the event.																			
STI performance measures and weightings	<table><tr><th colspan="2">Financial</th><th colspan="3">Non-financial</th></tr><tr><td>EBITDA</td><td>Return on equity</td><td>HSEQ index</td><td>Customer index</td><td>KPIs aligned to strategic priorities</td></tr><tr><td>40.0%</td><td>20.0%</td><td>5.0%</td><td>10.0%</td><td>25.0%</td></tr></table> The KPIs are designed to reward achievement of both financial targets and non-financial objectives that drive the execution of AusNet Services’ strategy and shareholder return. KPIs aligned to strategic priorities are set by the Board for the Managing Director. For FY2018 the Board set the Managing Director’s strategic KPIs to be aligned to our ongoing Regulated Energy Services business cost efficiency program and growth in our unregulated asset base across our Commercial Energy Services business. For his executive team, KPIs reflecting a cascade of strategic priorities as appropriate for each role were applied.					Financial		Non-financial			EBITDA	Return on equity	HSEQ index	Customer index	KPIs aligned to strategic priorities	40.0%	20.0%	5.0%	10.0%	25.0%
Financial		Non-financial																		
EBITDA	Return on equity	HSEQ index	Customer index	KPIs aligned to strategic priorities																
40.0%	20.0%	5.0%	10.0%	25.0%																
STI delivery mechanism	Two-thirds of the Managing Director’s STI award is paid in cash with one-third deferred into shares held over a two-year period. STI is paid in cash for all other executives.																			

FY2018 MANAGING DIRECTOR STI SCORECARD PERFORMANCE OUTCOMES

The Board assessed the performance gateways for STI payment and performance against the MD's STI scorecard.

Performance against both safety and financial gateway tests was positive. However, the Board exercised its discretion in relation to the assessment of the HSEQ Index – see below.

The Managing Director's FY2018 STI scorecard assessment is shown below. This assessment resulted in an outcome of 110.0 per cent of target performance or 76.8 per cent of maximum STI opportunity.

The company's strong financial performance dominated this outcome and accounts for the majority of the total scorecard outcome.

Note that while the STI design allows for a total maximum opportunity of 150 per cent of target, for FY2018 the Managing Director's maximum STI opportunity was capped at 143.25 per cent to reflect the Regulated cost efficiency KPI having no outperformance opportunity.

Managing Director FY2018 STI scorecard				FY2018 performance outcome		
Key Performance Indicators		KPI wtg (at target)	Measure	Threshold 50%	Target 100%	Maximum 150%
Financial		40.0%	EBITDA			
		20.0%	Return on equity			
Non-Financial	Safety	5.0%	HSEQ index			
	Customer	10.0%	Customer index			
Strategic	Strategic	12.5%	Regulated cost efficiency			
	Initiatives	12.5%	Unregulated business growth			

The HSEQ index performance outcome was assessed at 95 per cent of target. However, while most elements of the index performed strongly, the business deemed that the level of injuries of more than 10 days lost time duration (n=7) was not acceptable. Upon management's recommendation, the Board exercised its discretion to moderate the final outcome to a threshold (50 per cent) level of performance to highlight the importance of aligning underlying safety performance with STI rewards.

FY2018 EXECUTIVE KMP STI SCORECARD PERFORMANCE OUTCOMES

Executive KMP scorecards include the same financial and non-financial weightings as for the Managing Director, with individual strategic KPIs cascaded for each role.

The average FY2018 STI outcome for other Executive KMP was 107.5 per cent of target and 75 per cent of maximum STI opportunity.

4. FY2018 EXECUTIVE KMP INCENTIVE PLANS DETAILED OUTCOMES (CONTINUED)

LONG TERM INCENTIVE PLAN FOR FY2018 TO FY2020 PERFORMANCE PERIOD

The following describes our LTI plan design for the 2017 LTI grant, with the three-year performance period commencing 1 April 2017 and ending on 31 March 2020 (FY2018 to FY2020).

These grants were made to Executive KMP in May 2017. The Managing Director's grant was made shortly after shareholders voted and elected to approve his grant at our AGM held in July 2017.

Design aspect	Commentary		
Eligibility	Executive KMP: The Board may in its discretion invite additional employees who are in a position to influence long-term shareholder value to participate in the LTI plan.		
Opportunity	The LTI award is calculated as a percentage of the participant's FAR as at the grant date. The number of performance rights issued is the percentage of FAR divided by the volume weighted average price (VWAP) over the five trading day period commencing on the date AusNet Services released its FY2017 results. Managing Director – 120 per cent of FAR at maximum performance Other Executive KMP – 50 per cent of FAR at maximum performance		
Performance measures	Total shareholder return (TSR)	Earnings per share (EPS)	Return on invested capital (ROIC)
	The comparator group used for the TSR performance measure is the S&P/ASX 200 index. In assessing whether performance hurdles have been met, independent data is reviewed by the Board indicating TSR growth from the commencement of each grant and that of the companies in the comparator group. The level of TSR growth achieved is given a percentile ranking, having regard to our performance compared with the performance of the comparator group.	The EPS growth measure is based on achieving a nominal compound annual growth (CAGR) rate over the three-year performance period. EPS is calculated by taking the company's net profit after tax divided by the weighted average number of shares on issue.	The ROIC measure is designed to measure how effectively we use funds (borrowed and owned) invested in our operations. ROIC is calculated over a three-year performance period and equals (NPAT + Finance Cost adjusted for Tax) / (Average Equity + Average Debt).
Weighting, targets and vesting scales	Weighting 50%	Weighting 25%	Weighting 25%
	Threshold performance 50th percentile - 35 per cent vesting	Threshold performance 2.5 per cent CAGR - 0 per cent vesting	Threshold performance 4.35 per cent - 50 per cent vesting
	Maximum performance 75th percentile - 100 per cent vesting	Maximum performance 5.0 per cent CAGR - 100 per cent vesting	Maximum performance 4.55 per cent - 100 per cent vesting
	The vesting of each of the above KPIs will occur on a linear basis between the threshold and maximum ranges.		
Delivery mechanism	The LTI award is granted as performance rights, subject to performance against the above measures and continued employment. The Board retains the right to vary at its discretion the number of performance rights that vest.		
Unvested rights and dividends	No dividends or dividend equivalent payments accrue to unvested rights during the performance period.		
Change of control	If a change of control event occurs, or the Board determines such event is likely to occur, the Board may in its absolute discretion determine the treatment of any or all of the Participant's unvested performance rights.		
Clawback arrangements	The Board may determine that any awards be clawed back in the event performance measures have been satisfied by the participant as a result of fraud, dishonesty or breach of obligations which would not otherwise be satisfied.		

2015 LTI GRANT (FY2016 TO FY2018 PERFORMANCE PERIOD) OUTCOMES

The Board assessed performance over the FY2016 to FY2018 performance period against the three measures (relative TSR, EPS growth and ROIC) set out in the 2015 LTI plan. For participants to qualify for an award under the ROIC measure, a safety performance gateway of zero fatalities for our employees in the 12-month period prior to vesting must be achieved.

The parameters of the 2015 LTI Award are summarised below:

Opportunity	The LTI award is calculated as a percentage of the participant's FAR as at the grant date, being 1 April 2015. The number of performance rights issued is the percentage of FAR divided by the volume weighted average price (VWAP) over the five trading day period commencing on the date AusNet Services released its FY2015 results. The 2015 LTI grant price was therefore \$1.4692. Managing Director – 100 per cent of FAR (at grant date) at maximum performance. Other Executive KMP – 50 per cent of FAR (at grant date) at maximum performance.		
Performance measures	Total shareholder return (TSR)	Earnings per share (EPS)	Return on invested capital (ROIC)
Weighting, targets and vesting scales	Weighting 50%	Weighting 25%	Weighting 25%
	Threshold performance 50th percentile - 35 per cent vesting	Threshold performance 2.5 per cent CAGR – nil vesting	Threshold performance 5.08 per cent - 50 per cent vesting
	Maximum performance 75th percentile - 100 per cent vesting	Maximum performance 5.0 per cent CAGR - 100 per cent vesting	Maximum performance 5.28 per cent - 100 per cent vesting
	The vesting outcome for each of the above KPIs occurs on a linear basis between the threshold and maximum performance targets.		
Performance outcome	64.2 percentile ranking	130.4 per cent	5.67 per cent

The above outcome resulted in an overall vesting of 85.9 per cent of maximum (100 per cent) opportunity.

The following table sets out the overall 2015 LTI grant performance and vesting outcomes. These grants were made to Executive KMP in May 2015. The Managing Director's grant was made shortly after shareholders voted and elected to approve his grant at our AGM held in July 2015:

2015 LTI Grant Key performance measures	MD/ Executive KMP weighting	Threshold (30%)	Maximum (100%)
Relative total shareholder return	50%		
Earnings per share	25%		
Return on invested capital	25%		
At maximum	100%		

The shares vested to the Managing Director and other KMP under the 2015 LTI plan are proposed to be allocated to each executive on 18 May 2018, with each recipient subject to the AusNet Services Guidelines for Dealing in Securities and applicable laws, to sell, transfer or otherwise dispose of their securities.

5. NON-EXECUTIVE DIRECTORS

Non-executive Director remuneration is designed to ensure that Directors maintain objectivity and independence and that the Board attracts Directors with the necessary skills, expertise and capability.

The following describes our approach to Non-executive Director remuneration:

NED fee element	Commentary
Fees	The remuneration of Non-executive Directors consists of Directors' fees and committee fees. The Board's policy is that fee levels are set having regard to independent performance advice and fees paid by comparable companies, and that fees paid are not linked to the performance of AusNet Services to maintain objectivity and independence. In accordance with the constitution of AusNet Services Ltd, Non-executive Directors may also be paid additional fees for special duties or exertions.
Total fee pool for remuneration of Non-executive Directors	The total amount provided to all Non-executive Directors (including any additional fees for special duties or exertions) must not exceed in aggregate in any financial year the amount approved by shareholders in a general meeting. The shareholders approved a total remuneration pool for Non-executive Directors of \$2,250,000 per year at the Annual General Meeting held on 21 July 2016.
Equity-based compensation	Non-executive Directors are not provided with any form of equity-based compensation.
Business-related expenses	Non-executive Directors are entitled to be reimbursed for all business-related expenses, including travel on company business, as may be incurred in the discharge of their duties.
Retirement benefits	Non-executive Directors are not provided with any form of retirement benefit. Fees paid are inclusive of superannuation contributions made on behalf of the Non-executive Directors in accordance with our statutory superannuation obligations.
Review of fee levels and approach to Non-executive Director fees	The Remuneration Committee regularly reviews the fees payable to Non-executive Directors, considering market practices, governance developments and the time commitment and responsibilities involved in carrying out their duties. In general it has determined that fees should be reviewed at least every three years, as this frequency helps to ensure that the fee levels remain aligned with the market. Consistent with this approach, and given Board Member and committee fees were adjusted in July 2015, Non-executive Director fees were reviewed in FY2018. The review highlighted that the Chairman's fee was below market benchmark ranges for companies of a similar size and complexity, but that member and committee fees were within market range. Therefore, the Board increased the Chairman's annual fee by 10.3 per cent from \$390,000 to \$430,000, effective 1 October 2017.

The annual fees payable to Non-executive Directors of AusNet Services and approved by the Board (inclusive of statutory superannuation) for the financial year ended 31 March 2018 are set out in the table below. It is not possible to allocate fees to individual entities within the AusNet Services Group.

Role ¹	Chair fee (1 April 2017 to 30 September 2017)	Chair fee (1 October 2017 to 31 March 2018)	Member fee
Board	\$390,000	\$430,000	\$165,000
Audit and Risk Management Committee	\$40,000	\$40,000	\$20,000
Remuneration Committee	\$35,000	\$35,000	\$17,500
Nomination Committee	included in base fee	included in base fee	included in base fee

1. In addition to the fees noted above, Non-executive Directors may also be paid fees for special duties or exertions.

6. REMUNERATION GOVERNANCE

AusNet Services' approach to remuneration governance recognises that remuneration arrangements are important enablers and drivers of business performance. Our approach is summarised as follows:

CLEAR ROLES ALLOW FOR EFFICIENT DECISION-MAKING

The Board and Committee Charters have clear roles for remuneration issues to be considered by management, the Remuneration Committee and the Board.

- > The full Board has oversight of AusNet Services' remuneration arrangements. It is accountable for the remuneration of executives and of Non-executive Directors, and the policies and processes governing remuneration.
- > The Board has developed and applies Remuneration Principles to serve as a reference point on decision making on remuneration matters. These principles have been in place since 1 January 2016.
- > Management provides information and insights on contemporary remuneration practices and obtains remuneration information from external advisors to assist the Remuneration Committee.
- > The Remuneration Committee is delegated to review and make recommendations to the Board on matters of remuneration frameworks and structure, non-executive remuneration and executive remuneration, including fixed and variable pay elements. The Remuneration Committee Charter was last reviewed by the Board in March 2017.
- > The Board assesses the performance of the Managing Director and approves all related reward outcomes.

CONTINUOUS DEVELOPMENT, TRANSPARENCY AND MONITORING OF MARKET PRACTICES

- > Directors and management actively seek opportunities to engage with peers.
- > Directors regularly receive and review current remuneration market practices and emerging trends and assess their relevance to AusNet Services.
- > In order to satisfy share-based incentive awards, shares are purchased on market and held in AusNet Services' Employee Share Plan Trust. However, as a matter of good corporate governance, AusNet Services seeks shareholder approval for grants of equity to the Managing Director at the AGM.
- > The Board's policy is not to adjust statutory performance outcomes for significant items. This impacts payments made under our incentive programs – sometimes negatively and sometimes positively.
- > All executives receiving LTI awards are subject to AusNet Services' Guidelines for Dealing in Securities and applicable laws regarding the sale, transfer or disposal of their securities.

THE USE OF EXTERNAL ADVISORS TO SUPPORT INFORMED AND INDEPENDENT DECISION-MAKING

- > The Remuneration Committee formally appointed Ernst and Young (EY) as its remuneration advisor in October 2015 and engages other external advisors as required.
- > No remuneration recommendations were provided to the Remuneration Committee or the Board by EY during the reporting period.
- > Advice provided to the Remuneration Committee by EY during the reporting period focussed on overall market practices in relation to executive benchmarking, LTI design, approach and frameworks and non-executive benchmarking.

STAKEHOLDER ENGAGEMENT

- > The Board's stakeholder engagement plan includes regular remuneration-related interactions and formal meetings, which help to inform the Board's thinking and decisions on remuneration.
- > A calendar of regular engagement and feedback has been established throughout the year to support planning of remuneration activities.

7. STATUTORY REMUNERATION DISCLOSURES

EXECUTIVE KMP STATUTORY REMUNERATION

The following table sets out each element of total reported remuneration for Executive KMP, based on statutory remuneration disclosure requirements.

	FY	Short-term		Other short-term benefits ^{2,5}				Post-employment		Termination	Other long-term		Total
		Cash salary and fees ⁵	STI ¹	Annual leave		Car parking	Super-annuation	benefits	Long service leave				
				Taken	Balance net change				Taken	Balance net change			
Nino Ficca	2018	1,055,302	1,072,500	127,364	(40,066)	10,541	119,028	712,997	-	-	32,302	3,089,968	
	2017	1,112,677	944,190	74,537	36,119	9,636	125,593	1,016,843	-	-	216,763	3,536,358	
John Azaris	2017	96,661	40,282	6,091	9,381	2,409	11,604	149,008	329,621	-	6,867	651,924	
Chad Hymas	2018	402,203	198,000	21,169	12,026	10,541	24,976	98,362	-	-	11,184	778,461	
	2017	382,492	154,399	14,655	44,879	9,635	25,000	193,164	-	-	54,569	878,793	
John Kelso	2017	94,561	40,592	-	12,931	2,409	9,791	136,908	234,596	5,647	(406)	537,029	
Adam Newman	2018	614,101	290,991	46,058	5,309	10,541	24,976	184,766	-	-	17,321	1,194,063	
	2017	575,720	380,200	84,439	(31,848)	9,635	25,000	308,602	-	-	18,179	1,369,927	
Alistair Parker	2018	447,691	210,000	26,290	18,240	10,541	27,429	103,188	-	-	12,489	855,868	
	2017	390,732	175,510	38,863	(1,420)	9,635	32,510	209,785	-	21,379	4,235	881,229	
Mario Tieppo	2018	335,934	187,158	62,892	(34,288)	10,541	24,976	97,593	-	-	10,634	695,440	
	2017	362,011	164,767	13,806	19,891	9,635	23,467	181,687	-	-	119,708	894,972	
Total	2018	2,855,231	1,958,649	283,773	(38,779)	52,705	221,385	1,196,906	-	-	83,930	6,613,800	
Executive KMP	2017	3,014,854	1,899,940	232,391	89,933	52,994	252,965	2,195,997	564,217	27,026	419,915	8,750,232	

1. FY2018 STI includes amounts in respect of performance for the year ended 31 March 2018. These amounts have been approved and will be payable in June 2018.

2. *Other short-term benefits* include car parking benefits and the accrual of annual leave entitlements. The allocation of the premium for Directors' and Officers' insurance is not included as under the terms of the current policy this information cannot be disclosed.

3. As the performance period over which the LTI awards vest is three years, the amount included in *Equity-based payments* is one-third of the amount estimated to vest at the end of the performance period for each outstanding award. This estimated amount is based on certain assumptions regarding the achievement of performance targets, which are reviewed and adjusted annually. Any adjustments to previously recognised amounts, both positive and negative, are included in the current year. The actual amounts vested under these awards will not be known until the end of the performance period.

4. *Other long-term benefits* include the accrual of long service leave entitlements.

5. The above table represents the accounting value of KMP remuneration, calculated in accordance with accounting standards. As a result, annual leave and long service leave entitlements are recognised as remuneration when they accrue rather than when they are taken. This has the impact of reducing the cash salary and fees remuneration disclosed in the table above when these leave entitlements are ultimately taken by the KMP. In addition, any changes to the value of leave entitlements (for example, because of changes in FAR or long service leave entitlements not vesting) are recognised as remuneration, either positive or negative, in the year that the change occurs. These accounting adjustments to remuneration values are reflected in the *Cash salary and fees*, *Other short-term benefits* and *Other long-term benefits* disclosed in the table.

SHORT TERM INCENTIVE

The percentage of the available STI that was paid, or that vested, in the financial years ended 31 March 2017 and 31 March 2018, inclusive of the percentage of target that was lapsed are set out below. FY2018 STI outcomes were driven by strong financial performance relating to EBITDA and ROE.

	FY2018 STI					FY2017 STI				
	STI payable (\$) ¹	STI deferred (\$) ²	Total STI payable (\$)	Percentage of target payable/ (lapsed)	STI paid (\$)	STI deferred (\$) ³	Total STI paid (\$)	Percentage of target paid/ (lapsed)		
Nino Ficca	715,000	357,500	1,072,500	110.0	-	629,460	314,730	944,190	96.8	(3.2)
Chad Hymas	198,000	-	198,000	110.0	-	154,399	-	154,399	91.5	(8.5)
Adam Newman	290,991	-	290,991	105.0	-	380,200	-	380,200	91.5	(8.5)
Alistair Parker	210,000	-	210,000	105.0	-	175,510	-	175,510	91.5	(8.5)
Mario Tieppo	187,158	-	187,158	110.0	-	377,447	-	377,447	98.6	(1.4)

1. Incentive payments for the performance year ended 31 March 2018 have been approved and will be payable in June 2018.
2. One third of the Managing Director's FY2018 award will be deferred into share rights to be held for a period of two years. STI is paid in cash for all other executives.
3. Under the terms of the Deferral Plan, the deferred STI component of Mr Ficca's STI was allocated by way of deferred rights to be held for a period of two years. The number of deferred rights issued was 179,343, being \$314,730 divided by share price of \$1.7549. The share price was calculated based on the volume weighted average price (VWAP) over the five trading day period commencing on the date AusNet Services released its FY2017 results.

7. STATUTORY REMUNERATION DISCLOSURES (CONTINUED)

LONG TERM INCENTIVE

FY2018 LTI VESTING OUTCOMES

The performance rights vesting in FY2018 were granted to the Managing Director and other Executive KMP under the terms and conditions of the 2015 grant. The performance outcome, outlined in section 4 of this report for the 2015 grant, resulted in 85.9 per cent of performance rights vesting as shown in the table below.

	2015 LTI performance rights		
	Granted	Vested	Lapsed
Nino Ficca	739,722	635,421	104,301
Chad Hymas	112,551	96,681	15,870
Adam Newman	231,163	198,569	32,594
Alistair Parker	139,450	119,788	19,662
Mario Tieppo	141,573	121,611	19,962

LTI RIGHTS ALLOCATION

The following table shows the number and value of grants subject to current vesting and future performance testing. The performance periods for the grants made in 2016 and 2017 are still in progress and, as such, vesting has not been assessed against the performance conditions at the date of this report.

KMP	Maximum total value of grant (\$) ^{1,2}	Performance rights granted	Maximum total value of grant (\$) ²	Performance rights granted	Maximum total value of grant (\$) ²	Performance rights granted
	2015		2016		2017	
	31 Mar 2018		31 Mar 2019		31 Mar 2020	
Grant test / vesting date						
Nino Ficca	739,722	739,722	706,437	692,585	1,075,617	888,940
Chad Hymas	112,551	112,551	107,487	105,379	155,137	128,212
Adam Newman	231,163	231,163	220,222	215,904	238,854	197,400
Alistair Parker	139,450	139,450	133,175	130,564	172,374	142,458
Mario Tieppo	141,573	141,573	135,203	132,552	146,642	121,192
Total	1,364,459	1,364,459	1,302,524	1,276,984	1,788,624	1,478,202

1. These grants have vested. In determining LTIs for the 1 April 2015 grant, the Board has not exercised any discretion in relation to the performance measures and outcomes payable under the LTI plan.

2. For performance rights granted on 1 April 2015, 1 April 2016 and 1 April 2017, the amounts represent the value of the performance rights on grant date. Refer to note F.3 in the financial statements for further details.

REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS

The total remuneration paid to Non-executive Directors for FY2018 was \$1,826,068, which is 81.2 per cent of the total available fee pool of \$2,250,000 which was approved by shareholders at the 2016 AGM.

The total remuneration is slightly higher than FY2017, as a result of the higher number of Directors for a period to facilitate a smooth transition between Tina McMeckan and Nora Scheinkestel, particularly in relation to Chairing the Audit and Risk Management Committee.

		Short-term	Post-employment	Total ¹	
Non-executive Directors	FY	Cash salary and fees	Other short-term benefits	Superannuation ²	
Ralph Craven	2018	168,950	-	16,050	185,000
	2017	169,219	-	15,781	185,000
Sally Farrier	2018	195,343	-	18,558	213,901
	2017	182,586	-	16,967	199,553
Ho Tian Yee	2018	166,667	-	15,833	182,500
	2017	184,787	-	17,555	202,342
Peter Mason	2018	390,060	-	19,940	410,000
	2017	346,797	-	18,990	365,787
Tina McMeckan ³	2018	61,799	-	5,871	67,670
	2017	216,598	-	19,027	235,625
Robert Milliner	2018	184,931	-	17,569	202,500
	2017	173,849	-	15,574	189,423
Ng Kee Choe	2017	40,008	-	3,801	43,809
Nora Scheinkestel ⁴	2018	181,645	-	17,256	198,901
	2017	62,142	-	5,903	68,045
Sun Jianxing	2018	166,754	-	15,842	182,596
	2017	162,760	-	15,462	178,222
Tan Chee Meng ⁵	2018	168,950	-	16,050	185,000
	2017	141,219	-	13,416	154,635
Total NEDs	2018	1,685,099	-	142,969	1,828,068
	2017	1,679,965	-	142,476	1,822,441

1. The allocation of the premium for Directors' and Officers' insurance is not included as under the terms of the current policy this information cannot be disclosed.

2. Superannuation contributions made on behalf of Non-executive Directors to satisfy our obligations under applicable Superannuation Guarantee legislation. This does not include any salary sacrifice or employee contributions which are included under Cash salary and fees.

3. Ms McMeckan retired as a Non-executive Director effective 20 July 2017.

4. Dr Scheinkestel was appointed as a Non-executive Director effective 18 November 2016.

5. Mr Tan was appointed as a Non-executive Director effective 11 May 2016.

7. STATUTORY REMUNERATION DISCLOSURES (CONTINUED)

SHAREHOLDINGS OF KMP

All KMP must comply with AusNet Services' Share Trading Policy, which includes a requirement that AusNet Services' shares can only be traded during specified trading windows.

The KMP of AusNet Services have disclosed relevant interests in shares as at 31 March 2018 as follows:

Name	Number of shares at 1 April 2017	Granted during the year as compensation	Acquisitions / (disposals)	Number of shares at 31 March 2018
Non-executive Directors				
Ralph Craven	21,000	-	-	21,000
Sally Farrier ¹	67,700	-	54,100	121,800
Ho Tian Yee	-	-	-	-
Peter Mason	100,000	-	-	100,000
Tina McMeckan ²	90,000	-	-	90,000
Robert Milliner	-	-	-	-
Nora Scheinkestel	26,642	-	17,302	43,944
Sun Jianxing	-	-	-	-
Tan Chee Meng	-	-	50,000	50,000
Executive KMP				
Nino Ficca ³	1,987,183	276,000	-	2,263,183
Chad Hymas	192,739	51,600	12,394	256,733
Adam Newman ⁴	211,190	77,000	-	288,190
Alistair Parker	153,491	56,714	10,259	220,464
Mario Tieppo ⁵	76,400	48,100	-	124,500

1. Shares held by Bond St Custodians Limited who is the registered holder of shares as nominee for Ms Farrier's personal superannuation fund.

2. Shares held by McMeckan Superannuation Pty Ltd as Trustee for the McMeckan Family Super Fund. Ms McMeckan retired 20 July 2017. The number of shares disclosed at 31 March 2018 represents the number held at the date that Ms McMeckan retired.

3. 319,850 shares held by immediate family members of Mr Ficca and 1,943,333 shares held by Mr and Mrs Ficca as Trustees for the Ficca Investment Trust.

4. Shares held by Newman Family Trust for Mr Newman.

5. Shares held by immediate family members of Mr Tieppo.

STATUTORY DISCLOSURES

MEETINGS OF DIRECTORS

We are committed to achieving a high standard of corporate governance. A key role of the Board is to represent and serve the interests of shareholders by overseeing and appraising the strategies, policies and performance of the company. To effectively do this, the following standing committees were in place during FY2018:

- > **Audit and Risk Management Committee (ARMC)** – oversees the adequacy and effectiveness of AusNet Services' audit program, risk management processes and internal control systems, including the monitoring of material business risks (financial and non-financial) and corporate compliance;
- > **Nomination Committee** – reviews and makes recommendations to the Board in relation to the appointment of new Directors, review of Board and Board Committee membership and performance, Board and CEO succession planning and the appointment of senior managers; and
- > **Remuneration Committee** – reviews and advises the Board on matters relating to the remuneration of Directors, and the remuneration and performance of senior executives.

The number of meetings of the Board of Directors and of each standing Board Committee of AusNet Services Ltd held during the year ended 31 March 2018, and the number of meetings attended by each Director, are set out in the following table:

	Board of AusNet Services Ltd		Audit and Risk Management Committee		Nomination Committee		Remuneration Committee	
	A	B	A	B	A	B	A	B
Peter Mason (Chair)	6	6	4	-	2	2	3	-
Nino Ficca (MD)	6	6	5	-	-	2	5	-
Ralph Craven	6	6	6	6	2	2	-	-
Sally Farrier ¹	6	6	4	4	2	2	6	6
Ho Tian Yee	6	6	-	-	2	2	6	6
Tina McMeckan ²	2	2	2	2	1	1	2	2
Robert Milliner	6	6	6	6	2	2	6	6
Nora Scheinkestel	5	6	5	6	1	2	-	-
Sun Jianxing	6	6	-	-	2	2	4	6
Tan Chee Meng	4	6	4	6	1	2	-	-

1. Ms Farrier was appointed as a member of the Audit & Risk Management Committee on 20 July 2017.

2. Ms McMeckan retired as a Director effective 20 July 2017.

A = Number of meetings attended. Note that Directors may attend committee meetings without being a member of that committee.

B = Number of meetings held during the time the Director held office (in the case of Board meetings) or was a member of the relevant committee during the year.

STATUTORY DISCLOSURES (CONTINUED)

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The constitution of AusNet Services Ltd provides for the company to indemnify each current and former Director, executive officer (as defined in the constitution), and such other current and former officers of the company or of a related body corporate as the Directors determine (each an "Officer"), on a full indemnity basis and to the full extent permitted by law against all liabilities (as defined in the constitution) incurred by the Officer as an officer of the company or of a related body corporate.

The constitution also provides for AusNet Services Ltd, to the extent permitted by law, to purchase and maintain insurance, or pay or agree to pay a premium for insurance, for each Officer against any liability (as defined in the constitution) incurred by the Officer as an officer of the company or of a related body corporate.

AusNet Services Ltd may enter into a deed with any Officer to give effect to the rights conferred by the constitution as described above.

The company has executed protection deeds in favour of each of the Directors, the Company Secretary and certain general managers on substantially the same terms as provided in the constitution. The deeds also give a right of access to the books of the companies and to Board documents (to the Directors only).

During the financial year, we paid a premium to insure the Directors and Company Secretaries of the Australian-based subsidiaries and the Executive General Managers of AusNet Services. The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the insurance policy, as (in accordance with normal commercial practice) such disclosure is prohibited under the terms of the policy.

No insurance premiums are paid by us in regard to insurance cover provided to the auditor of the Group, KPMG. The auditor is not indemnified and no insurance cover is provided to the auditor.

NON-AUDIT SERVICES

We may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the relevant company are important.

Details of the amounts paid or payable to the auditor, KPMG, for audit and non-audit services provided during the year are set out in Note F.1 of the financial report.

In accordance with the advice provided by the Audit and Risk Management Committee, the Directors are satisfied that the provision of non-audit services during the year by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act*. The Directors are satisfied for the following reasons:

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

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act* is set out on page 62.

ENVIRONMENTAL REGULATION AND CLIMATE CHANGE

We were subject to both Federal and State Government environmental legislation during the year. The most significant areas of environmental legislation affecting us in Victoria are those which regulate noise emissions, greenhouse gas emissions, the discharge of emissions to land, air and water, the management of oils, chemicals and dangerous goods, the disposal of wastes, and those which govern the assessment of land use including the approval of developments. The Directors are not aware of any breaches of legislation during the year which are material in nature.

Under the *National Greenhouse and Energy Reporting (NGER) Act 2007* (Cth), corporations that meet or exceed thresholds are required to report greenhouse gas emissions and energy usage by 31 October each year. We meet these thresholds and have lodged our NGER reporting with the Clean Energy Regulator for the period from 1 July 2016 to 30 June 2017.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than referred to above, in the opinion of the Directors, there were no significant changes in the state of affairs of the Group that occurred during the year under review.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

DIVIDEND

Since the end of the financial year, the Directors have approved a final dividend for FY2018 of \$167.0 million (4.62 cents per share) to be paid on 28 June 2018. The final dividend will be unfranked. The DRP will be suspended for the final FY2018 dividend as a result of the Singapore Stock Exchange delisting in progress.

SINGAPORE STOCK EXCHANGE (SGX) DELISTING

On 2 May 2018 AusNet Services announced its intention to voluntarily delist from the SGX effective 16 July 2018. The Board took the decision to delist, having considered both the advantages and disadvantages of our shares being listed on the SGX, concluding that the delisting is in the best interests of AusNet Services as a whole. The delisting was identified as an initiative to reduce administrative costs, simplify our processes and drive efficiency.

Currently the SGX listing is approximately three per cent of the total AusNet Services share register and delisting is not expected to affect Singapore institutional investor appetite. Singapore Power (SP)'s shares are held on the ASX and therefore SP's shareholding is unaffected by this announcement.

No general meeting will be convened to obtain the approval of AusNet Services shareholders to the delisting as the Listing Rules of the ASX and the Listing Manual of the SGX do not require AusNet Services to hold such a general meeting. SGX shareholders will have the option to sell their shares under the Share Sale Facility by 16 July 2018; otherwise their shares will be transferred to the Australian register (and quoted on the ASX).

ROUNDING OF AMOUNTS

AusNet Services is a company of a kind referred to in Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' report. Amounts in the Directors' report have been rounded off in accordance with that Instrument to the nearest hundred thousand dollars unless otherwise stated.

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



Peter Mason AM
Chairman



Nino Ficca
Managing Director

Melbourne
13 May 2018



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of AusNet Services Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit of AusNet Services Ltd for the financial year ended 31 March 2018 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

A handwritten signature in black ink, appearing to read 'Paul J McDonald'.

Paul J McDonald

Partner

Melbourne

13 May 2018

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

	Notes	2018 \$M	2017 \$M
Revenue	B.1	1,909.8	1,881.5
Use of system and associated charges		(93.6)	(99.3)
Easement and land tax		(142.2)	(115.9)
Employee benefits expenses		(199.0)	(242.8)
External maintenance and contractors' services		(137.1)	(139.6)
Materials		(38.9)	(41.9)
Information technology and communication costs		(54.1)	(55.9)
Operating lease rental expenses		(12.8)	(13.7)
Administrative expenses		(32.4)	(31.9)
Service level payments		(5.5)	(19.1)
Disposal of property, plant and equipment		(15.0)	(6.1)
Other costs		(36.3)	(42.0)
Total expenses excluding depreciation, amortisation, interest and tax		(766.9)	(808.2)
Earnings before interest, tax, depreciation and amortisation		1,142.9	1,073.3
Depreciation and amortisation	C.1, C.2	(442.4)	(425.9)
Profit from operating activities		700.5	647.4
Finance income	D.4	15.9	18.2
Finance costs	D.4	(299.8)	(302.3)
Net finance costs		(283.9)	(284.1)
Profit before income tax		416.6	363.3
Income tax expense	B.4	(125.2)	(108.2)
Profit for the year		291.4	255.1
Basic and diluted earnings per share (cents per share)	B.2	8.08	7.15

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2018

	Notes	2018 \$M	2017 \$M
Profit for the year		291.4	255.1
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent periods			
Movement in defined benefit fund	F.2	20.6	46.5
Income tax on movement in defined benefit fund	B.4	(6.1)	(14.0)
		14.5	32.5
Items that may be reclassified to profit or loss in subsequent periods			
Movement in hedge reserve		(146.2)	82.5
Income tax on movement in hedge reserve	B.4	46.9	(19.4)
	D.3	(99.3)	63.1
Other comprehensive income for the year, net of tax		(84.8)	95.6
Total comprehensive income for the year		206.6	350.7

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2018

	Notes	2018 \$M	2017 \$M
ASSETS			
Current assets			
Cash and cash equivalents		658.2	328.8
Receivables	B.3	183.0	214.1
Desalination licence receivable	C.3	12.3	12.4
Inventories	B.3	42.3	43.3
Derivative financial instruments	D.3	0.9	5.7
Current tax receivable		-	25.9
Other assets	B.3	24.5	25.1
Total current assets		921.2	655.3
Non-current assets			
Inventories	B.3	18.9	17.4
Property, plant and equipment	C.1	10,291.8	10,000.0
Intangible assets	C.2	550.1	554.8
Desalination licence receivable	C.3	180.8	189.6
Derivative financial instruments	D.3	501.6	306.0
Other assets	B.3	52.9	33.4
Total non-current assets		11,596.1	11,101.2
Total assets		12,517.3	11,756.5
LIABILITIES			
Current liabilities			
Payables and other liabilities	B.3	280.4	271.3
Provisions	B.3	93.3	106.1
Borrowings	D.2	465.4	398.4
Derivative financial instruments	D.3	77.8	10.3
Current tax payable		3.6	-
Total current liabilities		920.5	786.1
Non-current liabilities			
Deferred revenue	B.3	87.1	73.7
Provisions	B.3	49.6	41.9
Borrowings	D.2	7,099.7	6,266.9
Derivative financial instruments	D.3	192.9	303.1
Deferred tax liabilities	B.4	611.5	586.4
Total non-current liabilities		8,040.8	7,272.0
Total liabilities		8,961.3	8,058.1
Net assets		3,556.0	3,698.4
EQUITY			
Contributed equity	D.5	5,162.5	5,153.2
Reserves		(1,560.3)	(1,464.5)
Retained profits		1,048.9	1,104.8
Other equity		(1,095.1)	(1,095.1)
Total equity		3,556.0	3,698.4

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

	Notes	Contributed equity \$M	Restructure reserve (i) \$M
31 March 2018			
Balance as at 1 April 2017		5,153.2	(1,501.9)
Total comprehensive income for the year			
Profit for the year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-
Transactions with owners, recorded directly in equity			
Dividends paid	D.6	-	-
Dividend Reinvestment Plan (net of transaction costs)	D.6	19.6	-
Share-based payment reserve	F.3	-	-
Shares purchased as part of employee share plans	D.5	(10.3)	-
Total transactions with owners		9.3	-
Balance as at 31 March 2018		5,162.5	(1,501.9)
31 March 2017			
Balance as at 1 April 2016		5,057.3	(1,501.1)
Total comprehensive income for the year			
Profit for the year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-
Transactions with owners, recorded directly in equity			
Dividends paid	D.6	-	-
Dividend Reinvestment Plan (net of transaction costs)	D.6	95.9	-
Share based payment reserve	F.3	-	(0.8)
Total transactions with owners		95.9	(0.8)
Balance as at 31 March 2017		5,153.2	(1,501.9)

- (i) Under the corporate restructure, AusNet Services Ltd shares were issued to shareholders in return for their stapled securities. AusNet Services Ltd share capital was measured at fair value on the date of the transaction, being the market capitalisation of the AusNet Services Stapled Group on the date of implementation of 18 June 2015 (\$4,957.7 million). The difference between the contributed equity of AusNet Services Ltd and the pre-restructure contributed equity of the Stapled Group at the date of the transaction was recognised as a restructure reserve.
- (ii) The hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments. These gains or losses are transferred to the income statement when the hedged item affects income, except for highly probable forecast purchases of an asset where the gains or losses are included in the initial measurement of that asset.
- (iii) This amount represents the fair value uplift to the assets of the AusNet Services Transmission Group on the date that the previous Stapled Group was formed. The fair value uplift was applied to easements which are considered to have an indefinite useful life. The amount was carried into the asset revaluation reserve of the Group following the corporate restructure on 18 June 2015.

Hedge reserve (ii) \$M	Asset revaluation reserve (iii) \$M	Share based payment reserve (iv) \$M	Other equity component (v) \$M	Retained profits \$M	Total equity \$M
(17.8)	51.4	3.8	(1,095.1)	1,104.8	3,698.4
-	-	-	-	291.4	291.4
(99.3)	-	-	-	14.5	(84.8)
(99.3)	-	-	-	305.9	206.6
-	-	-	-	(361.8)	(361.8)
-	-	-	-	-	19.6
-	-	3.5	-	-	3.5
-	-	-	-	-	(10.3)
-	-	3.5	-	(361.8)	(349.0)
(117.1)	51.4	7.3	(1,095.1)	1,048.9	3,556.0
(80.9)	51.4	1.2	(1,095.1)	1,125.0	3,557.8
-	-	-	-	255.1	255.1
63.1	-	-	-	32.5	95.6
63.1	-	-	-	287.6	350.7
-	-	-	-	(307.8)	(307.8)
-	-	-	-	-	95.9
-	-	2.6	-	-	1.8
-	-	2.6	-	(307.8)	(210.1)
(17.8)	51.4	3.8	(1,095.1)	1,104.8	3,698.4

(iv) The share based payment reserve represents the tax-effected fair value of the performance rights granted under the 2015-17 tranches of the Long Term Incentive Plan. This takes into account estimated vesting and service conditions as at 31 March 2018.

(v) The other equity component results from the application of reverse acquisition accounting and represents the difference between the net assets of AusNet Services (Transmission) Ltd and AusNet Finance Pty Ltd and the purchase price paid by the legal acquirer, AusNet Services (Transmission) Ltd on 20 October 2005.

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2018

	Notes	2018 \$M	2017 \$M
Cash flows from operating activities			
Profit for the year		291.4	255.1
Add back interest, tax, depreciation		851.5	818.2
Other non-cash items		(4.8)	4.4
Working capital movement		54.5	(0.2)
Income tax paid		(29.2)	(49.4)
Net interest paid		(277.0)	(285.3)
Net cash inflow from operating activities		886.4	742.8
Cash flows from investing activities			
Payments for property, plant and equipment (i)		(732.7)	(888.2)
Proceeds from sale of property, plant and equipment		7.1	4.3
Receipts from desalination licence receivable	C.3	8.8	8.8
Net cash outflow from investing activities		(716.8)	(875.1)
Cash flows from financing activities			
Payments for employee equity plan shares	D.5	(10.3)	-
Dividends paid (ii)	D.6	(342.2)	(211.9)
Proceeds from borrowings	D.2	900.9	987.8
Repayment of borrowings	D.2	(388.6)	(756.2)
Net cash inflow from financing activities		159.8	19.7
Net increase/(decrease) in cash held		329.4	(112.6)
Cash and cash equivalents at the beginning of the year		328.8	441.4
Cash and cash equivalents at the end of the year		658.2	328.8

(i) Net finance costs include a credit of \$16.9 million (2017: \$21.8 million) for capitalised finance charges which is included in payments for property, plant and equipment.

(ii) Amounts shown represent dividends paid of \$361.8 million (2017: \$307.8 million) offset by proceeds from the Dividend Reinvestment Plan net of transaction costs of \$19.6 million (2017: \$95.9 million).

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

SECTION A OVERVIEW

We have included information in this report that we deem to be material and relevant to the understanding of the financial statements. Disclosure may be considered material and relevant if the dollar amount is significant due to size or nature, or the information is important to understand:

- > our current year results;
- > the impact of significant changes in our business; or
- > aspects of our operations that are important to future performance.

(A) BASIS OF PREPARATION

The consolidated general purpose financial report, prepared by a for-profit entity and presented in Australian dollars, represents the consolidated financial statements of AusNet Services Ltd and its subsidiaries. The financial statements were approved by the Board of Directors on 13 May 2018.

The financial report has been prepared:

- > in accordance with Australian Accounting Standards and interpretations adopted by the Australian Accounting Standards Board and the *Corporations Act 2001* (Cth), as well as International Financial Reporting Standards and interpretations adopted by the International Accounting Standards Board;
- > on a going concern basis, which contemplates the continuity of normal trading operations. The Group is, and is expected to continue, trading profitably, generating positive operating cash flows and successfully refinancing maturing debt. In addition, at 31 March 2018, the Group has available a total of \$545.5 million of undrawn but committed bank debt facilities and \$658.2 million of cash;
- > under the historical cost convention, except for certain financial assets and liabilities (including derivative financial instruments) measured at fair value; and

- > with amounts rounded off to the nearest hundred thousand dollars, unless otherwise stated, in accordance with Instrument 2016/191 issued by the Australian Securities and Investments Commission.

The accounting policies applied by us in this financial report are the same as those applied by us in our consolidated financial report as at and for the year ended 31 March 2017. There have been no new accounting standards relevant to the Group adopted during the period.

(B) CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed throughout the financial statements located within the following notes:

- > B.3 - Working capital
- > B.4 - Taxation
- > C.1 - Property, plant and equipment
- > C.4 - Impairment of non-current assets
- > D.3 - Financial risk management
- > F.2 - Defined benefit obligations

SECTION B

OPERATING OUR BUSINESS

This section highlights the performance of the Group for the year, including results by operating segment, details of income tax expense and related balances and earnings per share. In addition, this section provides information on the working capital used to generate the Group's operating activities and the liabilities incurred as a result.

NOTE B.1 SEGMENT RESULTS

Segment information is based on the information that management uses to make decisions about operating matters and allows users to review operations through the eyes of management. We present our reportable segments and measure our segment results for each of our networks as well as our unregulated commercial energy services business.

(A) DESCRIPTION OF REPORTABLE SEGMENTS

An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker. The Group is organised into the following segments:

(I) ELECTRICITY DISTRIBUTION

The electricity distribution network carries electricity from the high voltage transmission network to end users, including metering. We charge retailers and some large customers regulated rates for the use of the electricity distribution network. The electricity distribution segment does not purchase or sell electricity. Our electricity distribution network covers eastern Victoria including the eastern metropolitan region of Melbourne.

(II) GAS DISTRIBUTION

The gas distribution network carries natural gas to commercial and residential end users, including metering. We charge retailers and some large customers regulated rates for the use of the gas distribution network. The gas distribution segment does not purchase or sell gas. Our gas distribution network covers central and western Victoria.

(III) ELECTRICITY TRANSMISSION

We own and manage the vast majority of the electricity transmission network in Victoria. Our electricity transmission network consists of the transmission lines and towers which carry electricity at high voltages from power generators to electricity distributors around Victoria forming the backbone of the Victorian electricity network. We charge the Australian Energy Market Operator (AEMO), distribution network service providers and electricity generators for connections and use of the electricity transmission network. The electricity transmission segment does not purchase or sell electricity.

(IV) COMMERCIAL ENERGY SERVICES

The commercial energy services business consists of contracted infrastructure asset services and specialised technology solutions to enable energy data and asset intelligence services. Contracted infrastructure asset services own and operate a portfolio of assets that fall outside the regulated asset base (the largest of which is the Wonthaggi Desalination Plant transmission connection). The investments are made through directly negotiated agreements, pursuant to which AusNet Services typically receives revenue over the contract period in exchange for the infrastructure and operational services provided.

The customers of this business primarily operate in the utility, renewables and essential infrastructure sectors of electricity, water, gas and rail.

(B) REPORTABLE SEGMENT FINANCIAL INFORMATION

	Electricity distribution	Gas distribution	Electricity transmission	Commercial energy services	Inter- segment eliminations	Consolidated
2018	\$M	\$M	\$M	\$M	\$M	\$M
Regulated revenue	833.0	213.0	542.4	-	(9.5)	1,578.9
Excluded transmission revenue	-	-	53.8	-	(0.1)	53.7
Unregulated infrastructure revenue	-	-	-	49.3	-	49.3
Customer contributions	48.1	11.0	-	-	-	59.1
Service revenue	-	-	-	135.6	(3.6)	132.0
Other revenue	10.3	0.6	5.7	21.3	(1.1)	36.8
Total segment revenue	891.4	224.6	601.9	206.2	(14.3)	1,909.8
Segment operating expense	(351.2)	(62.3)	(222.1)	(145.6)	14.3	(766.9)
Segment result - EBITDA (i)	540.2	162.3	379.8	60.6	-	1,142.9
Depreciation and amortisation	(273.9)	(48.6)	(99.4)	(20.5)	-	(442.4)
Net finance costs						(283.9)
Income tax expense						(125.2)
Profit for the year						291.4
Capital expenditure	439.3	96.9	163.8	50.2		750.2
2017						
Regulated revenue	825.9	215.6	537.0	-	(11.0)	1,567.5
Excluded transmission revenue	-	-	47.5	-	-	47.5
Unregulated infrastructure revenue	-	-	-	45.5	-	45.5
Customer contributions	28.8	6.0	-	-	-	34.8
Service revenue	-	-	-	154.4	(4.2)	150.2
Other revenue	13.5	2.7	1.5	21.5	(3.2)	36.0
Total segment revenue	868.2	224.3	586.0	221.4	(18.4)	1,881.5
Segment operating expense	(400.5)	(59.9)	(204.6)	(161.6)	18.4	(808.2)
Segment result - EBITDA (i)	467.7	164.4	381.4	59.8	-	1,073.3
Depreciation and amortisation	(251.9)	(48.7)	(106.9)	(18.4)	-	(425.9)
Net finance costs						(284.1)
Income tax expense						(108.2)
Profit for the year						255.1
Capital expenditure	427.0	87.7	192.2	132.7		839.6

(i) Earnings before interest, tax, depreciation and amortisation.

SECTION B

OPERATING OUR BUSINESS (CONTINUED)

NOTE B.1 SEGMENT RESULTS (CONTINUED)

(C) NOTES TO AND FORMING PART OF SEGMENT INFORMATION

(I) REGULATED REVENUE

Regulated revenue includes revenue earned from the distribution of electricity and gas and transmission of electricity in accordance with the relevant regulatory determination, as well as revenue earned from alternative control services (distribution). Revenue is measured at the fair value of the consideration received net of the amount of Goods and Services Tax (GST) payable to the taxation authority. Regulated revenue is recognised as the services are rendered.

(II) EXCLUDED TRANSMISSION REVENUE

Excluded transmission revenue includes revenue from commissioned transmission regulated customer initiated capital projects that will be rolled into the Regulatory Asset Base (RAB) at the next major regulatory reset and will be subject to the revenue cap (Prescribed services). It also includes the revenue from transmission customer initiated projects that will be excluded permanently from the RAB (Negotiated services).

(III) UNREGULATED INFRASTRUCTURE REVENUE

Unregulated infrastructure revenues relate to contestable electricity transmission projects whereby we typically build, own and operate assets and earn contracted annual revenues from customers connecting to the assets and/or from AEMO. In addition, we earn revenues from the operation and maintenance services provided in connection with the desalination electricity infrastructure assets. These revenues are recognised over the contract period as the services are rendered.

(IV) CUSTOMER CONTRIBUTIONS

Non-refundable contributions received from customers towards the cost of extending or modifying our networks are generally recognised as revenue and an asset respectively once control is gained of the contribution or asset and the customer is connected to the network. For unregulated customer projects, contributions received are recognised as revenue on a straight-line basis over the term of the connection agreement.

Customer contributions of cash are measured with reference to the cash contribution received and customer contributions of assets are measured at the fair value of the assets contributed at the date we gain control of the asset. Fair value is determined with reference to the depreciated replacement cost of the asset, unless another measure of fair value is considered more appropriate.

(V) SERVICE REVENUE

Service revenue is recognised as the services are rendered. This includes revenue earned from specialist utility-related solutions, in particular metering, monitoring and asset inspection services.

(VI) OTHER REVENUE

Other revenues primarily include material sales, rental income and government grants. Government grants are recognised initially as deferred revenue at fair value when there is reasonable assurance that they will be received and we will comply with the conditions associated with the grant, and are then recognised in the income statement as other income on a systematic basis over the useful life of the assets associated with the grant.

(VII) ALLOCATION TO SEGMENTS

Segment revenues and expenses are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. The Cost Allocation Methodology as approved by the Australian Energy Regulator (AER) is used as the basis for allocating expenses to the relevant segment.

Segment revenues, expenses and results include transactions between the segments that are eliminated on consolidation.

NOTE B.2 EARNINGS PER SHARE

(A) BASIC EARNINGS PER SHARE

	2018	2017
Profit attributable to ordinary shareholders of AusNet Services (\$M)	291.4	255.1
divided by Weighted average number of shares (million)	3,605	3,570
equals Earnings per share (cents)	8.08	7.15

(B) DILUTED EARNINGS PER SHARE

There were no factors causing a dilution of either the profit or loss attributable to ordinary shareholders or the weighted average number of ordinary shares outstanding. We have the option to issue equity to meet vested share rights to employees, however we are currently purchasing these on market. Accordingly, basic and diluted earnings per share are the same.

NOTE B.3 WORKING CAPITAL

Working capital are assets and liabilities that are utilised as part of the day-to-day operations of the Group and are not used for investing purposes.

KEY ESTIMATES AND JUDGEMENTS - ACCRUED REVENUE

Revenue accrual estimates are made to account for the unbilled period between the end user's last billing date and the end of the accounting period. The accrual relies on detailed analysis of customers' historical consumption patterns, and takes into account base usage and sensitivity to prevailing weather conditions. The results of this analysis are applied for the number of days and weather conditions over the unbilled period.

The accrual for solar rebates paid to retailers is calculated by applying the average rebate per day (based on the amount billed) to the number of unbilled days at month end.

	Assets		Liabilities	
	2018 \$M	2017 \$M	2018 \$M	2017 \$M
Accounts receivable/payable	43.2	51.3	(13.5)	(27.0)
Mickleham bushfire settlement	-	5.0	-	(5.0)
Accrued revenue/accrued expenses	134.8	153.6	(144.1)	(127.8)
Related party receivables/payables	3.3	3.3	(27.5)	(21.5)
Deferred revenue	-	-	(46.0)	(38.1)
Other receivables/payables	0.2	0.3	(10.5)	(13.0)
Interest receivables/payables	1.5	0.6	(38.8)	(38.9)
Total current receivables/payables and other liabilities	183.0	214.1	(280.4)	(271.3)
Current other assets	24.5	25.1	-	-
Non-current other assets (i)	52.9	33.4	-	-
Current inventory	42.3	43.3	-	-
Non-current inventory	18.9	17.4	-	-
Current provisions	-	-	(93.3)	(106.1)
Non-current provisions	-	-	(49.6)	(41.9)
Non-current deferred revenue	-	-	(87.1)	(73.7)
Defined benefit reserve and share-based payment reserve	-	-	(41.2)	(17.8)
Working capital	321.6	333.3	(551.6)	(510.8)
<i>Comprising:</i>				
Operating activities	320.1	331.9	(415.8)	(373.1)
Investing and financing activities (ii)	1.5	1.4	(135.8)	(137.7)

(i) Includes \$51.9 million (2017: \$32.2 million) defined benefit surplus; refer to note F.2 for further details.

(ii) Includes accrued interest and the portions of accounts payable and accrued expense that relate to capital expenditure.

SECTION B

OPERATING OUR BUSINESS

(CONTINUED)

NOTE B.3 WORKING CAPITAL (CONTINUED)

(A) ACCOUNTS RECEIVABLE

Current and non-current receivables are initially recognised at the fair value of the amounts to be received and are subsequently measured at amortised cost, less any allowance for impairment.

Collectability of receivables is reviewed on an ongoing basis. Debts that are known to be uncollectable are written off. An allowance for impairment is established when there is objective evidence that we will not be able to collect all amounts due according to the original terms of the receivables.

Accounts receivable are non-interest bearing and the average credit period on sales of transmission, distribution and specialist utility services is ten business days.

The ageing of accounts receivable as at reporting date was:

	Gross 2018 \$M	Allowance 2018 \$M	Gross 2017 \$M	Allowance 2017 \$M
Not past due	28.3	-	40.5	-
0 - 30 days	7.4	-	3.8	-
31 - 60 days	1.9	-	1.4	-
61 - 90 days	0.9	-	0.9	-
Greater than 90 days	5.5	(0.8)	4.8	(0.1)
Total	44.0	(0.8)	51.4	(0.1)

Of those debts that are past due, the majority are receivable from high credit quality counterparties. Receivables relating to regulated revenue streams (which account for approximately 86 per cent of revenues) are owed by retailers and distributors in the industry. There are strict regulatory requirements regarding who can obtain a retail or distribution licence and the Essential Services Commission has minimum prudential requirements which must be met before a participant can be registered as a distributor. The Australian Energy Market Operator (AEMO) also has high prudential requirements for retailers who participate in the market. Retailers must provide guarantees as requested by AEMO to minimise the risk of exposure by other participants to any defaults.

(B) TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to us prior to the end of financial year which are unpaid. Trade and other payables are stated at cost, are unsecured and are usually payable within 30 days of end of month.

(C) PROVISIONS

	2018 \$M	2017 \$M
Current provisions		
Employee benefits (i)	83.8	87.2
Sundry provisions (ii)	5.9	7.4
Redundancy provision	3.0	6.6
Environmental provision (iii)	0.6	4.9
Total current provisions	93.3	106.1
Non-current provisions		
Employee benefits (i)	8.7	8.8
Environmental provision (iii)	32.1	27.8
Make good provision	8.8	5.3
Total non-current provisions	49.6	41.9
Total provisions	142.9	148.0

- (i) Employee benefits provisions represent provisions for annual and long service leave for our employees as well as provisions for employee bonuses. Liabilities for annual leave and long service leave are measured at the present value of expected future payments for services provided by employees up to the reporting date, including on costs. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using interest rates on corporate bonds with a term to maturity and currency that match, as closely as possible, the estimated future cash outflows.
- (ii) Sundry provisions include uninsured losses, make good provisions and provisions for cross boundary charges.
- (iii) The environmental provision represents an estimate of the costs of rehabilitating sites, including the estimated costs to remediate soil and water contamination on gas sites which were previously used as coal gas production facilities. The provision is based on the estimated costs and timing of remediation/refurbishment, taking into account current legal requirements, the estimated extent of the contamination, the nature of the site and surrounding areas, and the technologies and methods available.

SECTION B

OPERATING OUR BUSINESS

(CONTINUED)

NOTE B.4 TAXATION

KEY ESTIMATES AND JUDGEMENTS - INCOME TAXES

The tax expense and deferred tax balances assume certain tax outcomes and values of assets in relation to the application of tax legislation as it applies to AusNet Services Ltd. Judgement is required in determining the timing of deductibility of expenditure, which impacts the amount of income tax payable and whether deferred tax balances are to be recognised in the statement of financial position. Changes in tax legislation or the interpretation of tax laws by tax authorities may affect the amount of provision for income taxes and deferred tax balances recognised.

(A) EFFECTIVE TAX RATE RECONCILIATION

	2018 \$M	2017 \$M
Profit before income tax	416.6	363.3
Tax at the Australian tax rate of 30.0% (2017: 30.0%)	125.0	109.0
Tax effect of amounts which are not (taxable)/deductible in calculating taxable income:		
Prior year under/(over) provisions	0.6	(0.4)
Sundry items	(0.4)	(0.4)
Income tax expense	125.2	108.2
Consists of:		
Current tax	53.3	20.0
Prior year (over)/under provision – current tax	(5.2)	0.1
Deferred tax	71.3	88.6
Prior year under/(over) provision – deferred tax	5.8	(0.5)
Income tax expense	125.2	108.2

Current and deferred tax is recognised as an expense or income in the income statement, 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. Both our current income tax and deferred tax are calculated using tax rates that have been enacted or substantively enacted at reporting date.

(B) CURRENT TAX

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

(C) DEFERRED TAX

	Deferred tax assets / (Deferred tax liabilities)					
	1 April 2017 \$M	Prior- year tax returns (i) \$M	Prior year (under)/ overs \$M	(Charged)/ credited to income statement \$M	Charged / (credited) directly in equity \$M	31 March 2018 \$M
2018						
Employee benefits	28.9	-	-	(1.1)	-	27.8
Other accruals and provisions	51.6	-	(0.1)	5.5	0.5	57.5
Derivative financial instruments and fair value adjustments on borrowings	(39.0)	-	-	3.5	46.9	11.4
Defined benefit funds	(9.8)	-	-	0.3	(6.1)	(15.6)
Intangibles	(26.6)	-	-	(0.1)	-	(26.7)
Desalination licence receivable	(18.9)	-	-	(4.4)	-	(23.3)
Property, plant and equipment	(572.6)	10.7	(5.7)	(75.0)	-	(642.6)
Net deferred tax liabilities	(586.4)	10.7	(5.8)	(71.3)	41.3	(611.5)
2017						
Employee benefits	31.0	-	(0.2)	(1.9)	-	28.9
Other accruals and provisions	44.2	-	3.0	3.5	0.9	51.6
Derivative financial instruments and fair value adjustments on borrowings	(25.2)	-	-	5.6	(19.4)	(39.0)
Tax losses	11.3	-	-	(11.3)	-	-
Defined benefit funds	1.7	-	1.6	0.9	(14.0)	(9.8)
Intangibles	(26.7)	-	-	0.1	-	(26.6)
Desalination licence receivable	(14.5)	-	-	(4.4)	-	(18.9)
Property, plant and equipment	(487.6)	-	(3.9)	(81.1)	-	(572.6)
Net deferred tax liabilities	(465.8)	-	0.5	(88.6)	(32.5)	(586.4)

- (i) During FY2016 AusNet Services Ltd formed a single tax consolidated group that replaced the previous two tax consolidated groups of AusNet Services (Distribution) Ltd and AusNet Services (Transmission) Ltd. As a result of this change, the tax bases of the assets of the AusNet Services (Distribution) Ltd tax consolidated group were reset with a valuation uplift.

Deferred tax liabilities were reduced by the estimated tax effect of the valuation uplift. The Group is amending the FY2016 and FY2017 tax returns to reflect the actual tax depreciation on individual assets following an allocation exercise undertaken in FY2018.

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. 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 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 the tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which we expect 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 we intend to settle our tax assets and liabilities on a net basis.

SECTION B

OPERATING OUR BUSINESS

(CONTINUED)

NOTE B.4 TAXATION (CONTINUED)

(C) DEFERRED TAX (CONTINUED)

(I) TAX CONSOLIDATION

AusNet Services Ltd is the head entity in a tax consolidated group comprising itself and its wholly owned subsidiaries.

The current and deferred tax amounts for the tax consolidated group are allocated among entities in the group using the stand alone taxpayer method.

Members of the tax consolidated group have entered into a tax funding arrangement which sets out the funding obligations of members of the tax consolidated group in respect of tax amounts. The tax funding arrangement requires payments to/(from) the head entity equal to the current tax liability/(asset) calculated under the stand alone taxpayer method and any deferred tax asset relating to tax losses assumed by the head entity. Members of the tax consolidated group have also entered into a valid tax sharing agreement under the tax consolidation legislation which set out the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations and the treatment of entities leaving the tax consolidated group.

The head entity recognises deferred tax assets arising from unused tax losses of its tax consolidated group to the extent that it is probable that future taxable profits of the tax consolidated group will be available against which the assets can be utilised. Any subsequent period adjustments to deferred tax assets arising from unused tax losses assumed from subsidiaries are recognised by the head entity only.

Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses assumed by the head entity from the subsidiaries in the tax consolidated group are recognised in conjunction with any tax funding arrangement amounts.

SECTION C

INVESTING IN OUR BUSINESS

This section highlights the investments made by us into our non-current asset base, including the core network assets, and provides a summary of our impairment assessment.

NOTE C.1 PROPERTY, PLANT AND EQUIPMENT

KEY ESTIMATES AND JUDGEMENTS - USEFUL LIFE ASSESSMENTS

Management judgement is applied to estimate service lives and residual values of our assets and these are reviewed annually. If service lives or residual values need to be modified, the depreciation expense changes as from the date of reassessment until the end of the revised useful life (for both the current and future years). This assessment includes consideration of the regulatory environment and technological developments.

Items of property, plant and equipment are stated at historical cost less depreciation. The cost of contributed assets is their fair value at the date we gain control of the asset.

Historical cost includes all expenditure that is directly attributable to the acquisition of the asset, including an appropriate allocation of overheads and capitalised borrowing costs. Cost may also include transfers from the hedge reserve of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably.

Items of plant and equipment under construction are recognised as capital work in progress. Once the asset construction is complete and the asset is capable of operating in the manner intended by management, the item of plant and equipment is transferred from capital work in progress to the relevant asset class and depreciation of the asset commences.

Maintenance and repair costs and minor renewals are charged as expenses as incurred, except where they relate to the replacement of an asset, in which case the costs are capitalised and depreciated, and the replaced item is derecognised.

Depreciation is recognised on property, plant and equipment, including freehold buildings but excluding land and easements. Depreciation is calculated on a straight-line basis so as to write off the net cost of each asset over its estimated useful life to its estimated residual value. The estimated useful lives, residual values and depreciation methods are reviewed annually, and where changes are made, their effects are accounted for on a prospective basis.

SECTION C

INVESTING IN OUR BUSINESS (CONTINUED)

NOTE C.1 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Freehold land \$M	Buildings \$M	Easements \$M
Useful life (years)	Indefinite	40-99	Indefinite
2018			
Carrying amount as at 1 April 2017	253.2	410.6	1,219.2
Additions	-	-	-
Transfers	0.3	26.9	4.2
Disposals	-	(0.8)	-
Depreciation expense	-	(13.7)	-
Carrying amount as at 31 March 2018	253.5	423.0	1,223.4
Cost	253.5	521.5	1,223.4
Accumulated depreciation	-	(98.5)	-
Carrying amount as at 31 March 2018	253.5	423.0	1,223.4

	Freehold land \$M	Buildings \$M	Easements \$M
Useful life (years)	Indefinite	40-99	Indefinite
2017			
Carrying amount as at 1 April 2016	251.1	363.0	1,219.2
Additions	-	-	-
Transfers	2.1	66.8	-
Disposals	-	(0.6)	-
Depreciation expense	-	(18.6)	-
Carrying amount as at 31 March 2017	253.2	410.6	1,219.2
Cost	253.2	499.8	1,219.2
Accumulated depreciation	-	(89.2)	-
Carrying amount as at 31 March 2017	253.2	410.6	1,219.2

Transmission network \$M	Electricity distribution network \$M	Gas distribution network \$M	Other plant and equipment \$M	Capital work in progress \$M	Total \$M
15-70	5-70	15-80	3-12	n/a	
2,055.3	3,901.3	1,515.3	248.1	397.0	10,000.0
-	-	-	-	702.6	702.6
135.1	292.5	88.3	23.1	(570.4)	-
(6.4)	(10.3)	(2.6)	(0.6)	-	(20.7)
(79.7)	(176.4)	(43.7)	(76.6)	-	(390.1)
2,104.3	4,007.1	1,557.3	194.0	529.2	10,291.8
2,899.3	5,414.0	2,012.9	677.7	529.2	13,531.5
(795.0)	(1,406.9)	(455.6)	(483.7)	-	(3,239.7)
2,104.3	4,007.1	1,557.3	194.0	529.2	10,291.8

Transmission network \$M	Electricity distribution network \$M	Gas distribution network \$M	Other plant and equipment \$M	Capital work in progress \$M	Total \$M
15-70	5-70	15-80	3-12	n/a	
1,867.9	3,698.0	1,474.3	206.1	517.5	9,597.1
-	-	-	-	789.6	789.6
271.4	371.1	83.2	115.5	(910.1)	-
(1.8)	(5.2)	(2.2)	(0.8)	-	(10.6)
(82.2)	(162.6)	(40.0)	(72.7)	-	(376.1)
2,055.3	3,901.3	1,515.3	248.1	397.0	10,000.0
2,780.5	5,149.3	1,930.5	665.6	397.0	12,895.1
(725.2)	(1,248.0)	(415.2)	(417.5)	-	(2,895.1)
2,055.3	3,901.3	1,515.3	248.1	397.0	10,000.0

SECTION C

INVESTING IN OUR BUSINESS

(CONTINUED)

NOTE C.2 INTANGIBLE ASSETS

	Distribution licences (i) \$M	Goodwill (ii) \$M	Software (iii) \$M	Other intangible assets \$M	Total \$M
Useful life (years)	Indefinite	Indefinite	3-10	3-10	
2018					
Carrying amount as at 1 April 2017	354.5	35.8	162.6	1.9	554.8
Additions	-	-	47.6	-	47.6
Transfers	-	-	0.7	(0.7)	-
Amortisation expense	-	-	(51.8)	(0.5)	(52.3)
Carrying amount as at 31 March 2018	354.5	35.8	159.1	0.7	550.1
Cost	354.5	35.8	545.8	5.5	941.6
Accumulated amortisation	-	-	(386.7)	(4.8)	(391.5)
Carrying amount as at 31 March 2018	354.5	35.8	159.1	0.7	550.1
2017					
Carrying amount as at 1 April 2016	354.5	35.8	168.4	2.5	561.2
Additions	-	-	43.4	-	43.4
Amortisation expense	-	-	(49.2)	(0.6)	(49.8)
Carrying amount as at 31 March 2017	354.5	35.8	162.6	1.9	554.8
Cost	354.5	35.8	508.3	7.4	906.0
Accumulated amortisation	-	-	(345.7)	(5.5)	(351.2)
Carrying amount as at 31 March 2017	354.5	35.8	162.6	1.9	554.8

(i) Distribution Licences

The distribution licences held entitle us to distribute electricity and gas within our licensed region. Distribution licences are stated at cost and are considered to be indefinite life intangible assets, which are not amortised. The distribution licences are tested for impairment annually and are carried at cost less any accumulated impairment losses.

The distribution licences are considered to have an indefinite life for the following reasons:

- > the licences have been issued in perpetuity provided we comply with certain licence requirements;
- > we monitor our performance against those licence requirements and ensure that they are met; and
- > we intend to, and are able to continue to, maintain the networks for the foreseeable future.

(ii) Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). 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, our interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of our previously held equity interest in the acquiree (if any), the excess is recognised immediately in the income statement as a gain.

Goodwill is not amortised but is reviewed for impairment at least annually.

(iii) Software

Computer software, developed internally or acquired externally, is initially measured at cost and includes development expenditure. Subsequently, these assets are carried at cost less accumulated amortisation and impairment losses. Software assets are amortised on a straight-line basis over their estimated useful lives.

NOTE C.3 DESALINATION LICENCE RECEIVABLE

	2018 \$M	2017 \$M
Desalination licence receivable		
Current receivable	12.3	12.4
Non-current receivable	180.8	189.6
Total desalination licence receivable	193.1	202.0

In December 2012 we entered into a 27-year licence agreement with the Victorian State Government for the right to operate and maintain the 87-kilometre high voltage underground transmission line supplying electricity to the Victorian desalination plant in Wonthaggi. At the same time, we entered into a 27-year agreement with the desalination plant operator to operate and maintain the transmission line in return for a monthly revenue payment.

The upfront payment of \$235 million plus transaction costs of \$1.2 million for the licence has been classified as a receivable. This receivable is interest bearing and \$8.8 million (2017: \$8.8 million) of the total cash flows received from the operator during the year has been allocated against this receivable balance. The monthly revenue payment received from the operator is fixed, with an annual adjustment for inflation. Any amounts not received from the operator, but which are past due, can be recovered from the Victorian State Government.

At the end of the agreements we are required to hand back the transmission line and all associated assets. In the event of early termination of the agreements, the unamortised portion of the upfront licence payment is refunded, along with the reimbursement of necessary costs incurred in order to effect the termination.

NOTE C.4 IMPAIRMENT OF NON-CURRENT ASSETS

At each reporting date we review the carrying amounts of our tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. An impairment loss occurs when an asset's carrying amount exceeds its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, we estimate the recoverable amount of the cash generating unit (CGU) to which the asset belongs. A CGU is the smallest group of assets that generate largely independent cash inflows.

Intangible assets with indefinite useful lives, including goodwill, are tested for impairment annually regardless of whether there is an indication that the asset or related CGU may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing fair value less costs to sell, the estimated future post-tax cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss is recognised in the income statement immediately.

KEY ESTIMATES AND JUDGEMENTS - DETERMINATION OF CGUs AND ESTIMATED RECOVERABLE AMOUNT OF CGUs

We have applied significant judgement in determining our CGUs. In particular, we have determined that the electricity metering assets form part of the electricity distribution CGU as the metering assets are required, together with the rest of the electricity distribution network, in order to provide a network service to customers. As a result, the metering assets are tested for impairment together with the electricity distribution regulated network assets and cash flows.

During the year, there was a restructure of the Commercial Energy Services (CES) business, which resulted in a change to the unregulated CGUs. As a result, a portion of the goodwill from the Geomatic Technologies CGU was reallocated to the Electricity distribution regulated CGU.

Key estimates and judgements have also been applied in the measurement of recoverable amount, the details of which are provided overleaf.

SECTION C

INVESTING IN OUR BUSINESS (CONTINUED)

NOTE C.4 IMPAIRMENT OF NON-CURRENT ASSETS (CONTINUED)

The following CGUs have significant amounts of intangible assets with an indefinite life:

	Cash flow projection period (i)		Post-tax discount rate (ii)		Carrying value	
	2018 years	2017 years	2018 %	2017 %	2018 \$M	2017 \$M
Regulated CGUs						
Electricity distribution (distribution licence)	20	20	5.2	5.0	117.2	117.2
Electricity distribution (goodwill)	20	-	5.2	-	19.0	-
Gas distribution (distribution licence)	20	20	5.2	5.0	237.3	237.3
Unregulated CGUs						
Asset Solutions business (goodwill)	-	5	-	10.2	-	11.8
Geomatic Technologies (goodwill)	-	5	-	7.4	-	23.7
Commercial Energy Services – field services (goodwill)	5	-	10.3	-	16.5	-

Recoverable amount is the higher of fair value less costs to sell and value in use.

- (i) Regulated cash flow forecasts are based on allowable returns on electricity and gas distribution assets as set out in the Victorian Electricity Supply Industry Tariff Order and the Victorian Gas Industries Tariff Order respectively, together with other information included in our five-year forecast. Cash flows after that period are based on an extrapolation of the forecast, taking into account inflation and expected customer connection growth rates. It is considered appropriate to use cash flows after our five-year forecast period considering the long-term nature of the Group's activities.
- (ii) The discount rate represents the post-tax discount rate applied to the cash flow projections. The discount rate reflects the market determined risk adjusted discount rate that is adjusted for specific risks relating to the CGU.

Appropriate terminal values were calculated using a range of both RAB multiples and market earnings before interest, tax, depreciation and amortisation multiples. Fair value less costs to sell is measured using inputs that are not based on significant observable market data. Therefore, they are considered to be level three within the fair value hierarchy as per AASB 13 *Fair Value Measurement*.

NOTE C.5 COMMITMENTS

(A) CAPITAL COMMITMENTS

Capital expenditure contracted for at the reporting date but not recognised as a liability is as follows:

	2018 \$M	2017 \$M
Property, plant and equipment	340.5	306.8

(B) LEASE COMMITMENTS

Our leases relate to premises, vehicles, network land and access sites under non-cancellable operating leases. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

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

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. We do not have any finance lease arrangements.

Commitments in relation to leases contracted for at the reporting date but not recognised as liabilities are as follows:

	2018 \$M	2017 \$M
Payable:		
Within one year	14.0	18.5
Later than one year, but no later than five years	31.1	38.5
Later than five years	47.3	9.4
	92.4	66.4
Representing:		
Non-cancellable operating leases	92.4	66.4

SECTION D

FINANCING OUR BUSINESS

This section provides information relating to our capital structure and our exposure to financial risks, how they affect the Group’s financial position and performance, and how those risks are managed.

NOTE D.1 CAPITAL MANAGEMENT

Our capital structure consists of debt and equity. We determine the appropriate capital structure in order to finance the current and future activities of the Group. We review our capital structure and dividend policy regularly and do so in the context of our ability to continue as a going concern, to invest in opportunities that grow the business and to enhance shareholder value.

Our policy is to target an “A” range credit rating to ensure low cost of capital in order to generate desired shareholder returns.

An important credit metric which assists management to monitor our capital structure is the net debt to Regulated and Contracted Asset Base (R&CAB) ratio, determined as indebtedness as a percentage of the R&CAB. Indebtedness is debt at face value (net of cash) excluding any derivative financial instruments. The R&CAB consists of the following items:

- > Regulated Asset Base (RAB), which is subject to some estimation as the AER ultimately determines the RAB of each network; and
- > the value of contracted network assets whose revenues and returns are set through a negotiated or competitive process. This includes the value of network assets that will form part of the RAB at the next regulatory period, as well as the carrying value of the desalination licence receivable.

The movement of this metric over time demonstrates how the business is funding its capital expenditure in terms of debt versus income generating assets. We target a net debt to R&CAB ratio of less than 75 per cent.

In addition, there are other important credit metrics that we regularly monitor. These include funds from operations (FFO) to debt and interest cover ratio.

The net debt to R&CAB ratio as at reporting date was as follows:

	2018 %	2017 %
Net debt to R&CAB	66.7	67.9

This ratio does not include equity credits in relation to \$706 million of hybrid securities.

NOTE D.2 BORROWINGS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost, except as detailed below. Any difference between the proceeds (net of transaction costs) and redemption amount is recognised in the income statement over the period of the borrowings using the effective interest rate method.

Borrowings which are part of a fair value hedge relationship are recognised at amortised cost, adjusted for the gain or loss attributable to the hedged risk. The gain or loss attributable to the hedged risk is recorded in the income statement together with any changes in the fair value of derivative financial instruments that are designated and qualify as fair value hedges.

Borrowings are classified as current liabilities unless we have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date or have the sole discretion to refinance or roll over the liability for at least 12 months after the reporting date under an existing loan facility.

		Carrying Value		Face Value (i)	
	Maturity date	2018 \$M	2017 \$M	2018 \$M	2017 \$M
Current borrowings					
Pound sterling (GBP) senior notes	Jun 2018	461.4	-	537.5	-
Bank debt facilities	Oct 2018	4.0	93.0	4.5	93.0
Domestic medium-term notes		-	305.4	-	300.0
Total current borrowings		465.4	398.4	542.0	393.0
Non-current borrowings					
Pound sterling (GBP) senior notes		-	438.4	-	537.5
Swiss franc (CHF) senior notes	2019	378.4	368.4	283.2	283.2
Floating rate notes	2020	99.9	99.8	100.0	100.0
Domestic medium-term notes	2020 - 2028	2,063.8	1,512.0	2,012.4	1,454.7
Euro (EUR) senior notes	2020 - 2030	2,608.6	2,020.3	2,329.8	2,078.3
Hong Kong dollar (HKD) senior notes	2020 - 2033	785.0	702.0	741.0	641.7
Japanese yen (JPY) senior notes	2024	63.4	62.3	62.6	62.6
US dollar (USD) senior notes	2026	103.3	103.3	107.0	107.0
Norwegian kroner (NOK) senior notes	2027 - 2029	333.8	298.4	319.4	319.4
US dollar (USD) hybrid securities (ii)	2076	464.7	473.8	505.7	505.7
Singapore dollar (SGD) hybrid securities (ii)	2076	198.8	188.2	199.6	199.6
Total non-current borrowings		7,099.7	6,266.9	6,660.7	6,289.7
Total borrowings		7,565.1	6,665.3	7,202.7	6,682.7
less: cash and cash equivalents		658.2	328.8	658.2	328.8
Net debt		6,906.9	6,336.5	6,544.5	6,353.9

(i) Face value represents the principal amount that has to be repaid on maturity, excluding any adjustments for loan fees, discounts and interest cash flows. Foreign currency debt is translated at hedged FX rates, with 100 per cent of the debt hedged for foreign currency risk at draw down.

(ii) The first call date for hybrid securities is September 2021.

(A) FOREIGN CURRENCY TRANSLATION

All foreign currency transactions including foreign currency borrowings are accounted for using the exchange rate at the date of the transaction. At balance date, monetary items denominated in foreign currencies, including foreign currency borrowings, are translated at the exchange rate existing at that date. Resultant exchange differences are recognised in the income statement for the year, except for exchange differences for qualifying cash flow hedges which are recognised in other comprehensive income.

The foreign currency risk associated with our foreign currency borrowings is hedged through the use of cross currency swaps. Refer to note D.3.

(B) FAIR VALUES OF FINANCIAL INSTRUMENTS

We have a number of financial assets and liabilities which are not measured at fair value in the consolidated statement of

financial position. With the exception of borrowings outlined above, the carrying amounts of these items are considered to be a reasonable approximation of their fair value as at 31 March 2018. The fair value of total borrowings as at 31 March 2018 was \$8,152.3 million (2017: \$7,297.8 million).

(C) FINANCIAL COVENANTS

The terms of certain financing arrangements contain financial covenants that require maintenance of specified interest coverage ratios and gearing ratios. However, these covenants only apply if there are downward changes in credit ratings. In addition, there are change of control and/or ownership and cross default provisions. We monitor and report compliance with our financial covenants on a monthly basis. There have been no breaches during the year.

SECTION D

FINANCING OUR BUSINESS (CONTINUED)

NOTE D.2 BORROWINGS (CONTINUED)

(D) OTHER BANK GUARANTEES

Certain entities are required to provide bank guarantees in the form of tender bid bonds or performance bonds for contractual obligations. The subsidiaries have guarantee facilities with a number of institutions amounting to \$15.0 million, of which \$6.6 million was provided to third parties at 31 March 2018 (2017: \$5.6 million).

(E) CHANGES IN LIABILITY ARISING FROM FINANCING ACTIVITIES

The table below details the movements in the Group's interest-bearing liabilities for the year ended 31 March 2018:

	Cash flow movements (financing activities)			Non-cash flow movements				
	1 April 2017 \$M	Proceeds \$M	Repayments \$M	Reclass- ification \$M	Foreign exchange movements \$M	Fair value adjustment \$M	Funding costs \$M	31 March 2018 \$M
Current	398.4	-	(388.6)	537.5	(81.0)	(0.6)	(0.3)	465.4
Non-current	6,266.9	900.9	-	(537.5)	462.5	8.6	(1.7)	7,099.7
Total	6,665.3	900.9	(388.6)	-	381.5	8.0	(2.0)	7,565.1

NOTE D.3 FINANCIAL RISK MANAGEMENT

Our activities expose us to a number of financial risks, including:

- > Interest rate risk - the risk that we suffer financial loss due to an adverse movement in interest rates on our borrowings or the impact changes in interest rates have on our regulated revenues.
- > Currency risk - the risk that we suffer financial loss due to adverse exchange rate movements on our foreign currency denominated borrowings.
- > Liquidity risk - the risk that an unforeseen event occurs which will result in us not being able to meet our payment obligations in an orderly manner.
- > Credit risk - the risk that one or more of our counterparties will default on its contractual obligations resulting in financial loss to us and arises from our financial assets, comprising cash and cash equivalents, trade and other receivables and derivative financial instruments.

We manage our exposure to these risks in accordance with our Treasury Risk Policy which is approved by the Board. The policy is reviewed by the Audit and Risk Management Committee periodically. Any material changes are submitted to the Board for approval.

The objective of the Treasury Risk Policy is to document our approach to treasury risk management and to provide a framework for ongoing evaluation and review of risk management techniques. The policy provides an analysis of

each type of risk to which we are exposed and the objective of and techniques for managing the risk, including identifying and reporting risks to management and the Board.

Our treasury team evaluates and hedges financial risks in close co-operation with the Group's operating units. The Treasury Risk Policy provides written principles for overall risk management, as well as written policies covering specific areas, such as mitigating risks, the use of derivative financial instruments and investing excess liquidity.

The Treasury Risk Policy operates in conjunction with several other AusNet Services policies, including:

- > the Authority Manual which sets out the approvals required for such things as investment of surplus funds, execution of hedging transactions, borrowings and issue of guarantees and indemnities;
- > the Treasury Operations Manual which sets out the day-to-day Treasury front office processes such as cash management and the operations of the Treasury back office, such as settlement processes and bank account operations;
- > the Refinancing and Hedging Strategy which sets out the refinancing and hedging strategies over the relevant financial period; and
- > the AusNet Services Credit Metrics Policy which sets out target ranges for the key credit metrics that determine the Group's credit strength, such as the percentage of debt to the value of the R&CAB at balance date.

Together these policies provide a financial risk management framework which supports our objectives of finding the right balance between risk and reward to enhance profitability and business performance while minimising current and future exposures.

The material financial risks associated with our activities are each described below, together with details of our policies for managing the risk.

(A) INTEREST RATE RISK

We are exposed to the risk of movements in interest rates on our borrowings. In addition, our regulated revenues for the transmission and distribution businesses are directly impacted by changes in interest rates. This is a result of the “building block” approach where interest rates are a major input in the determination of the regulatory weighted average cost of capital and consequently regulated revenues. The AER use a Trailing Average Portfolio approach to setting the weighted average cost of capital. This approach assumes that 10 per cent of the debt for each network is refinanced each year. As such, the average cost of capital is reset each year to take into account this assumed refinancing.

The objective of hedging activities carried out by us in relation to interest rate risk is to minimise the exposure to changes in interest rates by aligning the actual cost of debt with the cost of debt assumed by the regulator. The exposure is managed by maintaining the percentage of fixed rate debt to total debt at a level between 90 per cent and 100 per cent for the relevant business. We therefore consider net interest rate exposure, after hedging activities, to be minimal for the Group. The percentage of fixed rate debt to total debt (on a net debt basis) as at 31 March 2018 was 98.8 per cent (2017: 98.3 per cent).

We utilise interest rate swaps to manage our exposure to cash flow interest rate risk and achieve the targeted proportion of fixed rates on our debt portfolio. Under interest rate swaps, we agree to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable us to mitigate the risk of changing interest rates on debt held.

As at reporting date, we had the following financial assets and liabilities exposed to interest rate risk. The values disclosed below are the principal amounts, which differ from the carrying values and as such do not agree to the statement of financial position.

	2018 \$M	2017 \$M
Financial assets		
Fixed rate instruments	650.0	231.1
Floating rate instruments	-	91.0
Financial liabilities (i)		
Fixed rate instruments	(6,475.5)	(6,254.9)
Floating rate instruments	(727.2)	(427.8)

- (i) The financial liabilities above include the impact of derivative financial instruments used to manage the interest rate and foreign currency exposures on those liabilities. Therefore, they represent the post hedge position. It should be noted that some fixed rate borrowings (post hedge) as at reporting date are only fixed for a portion of their term. This is because the maturity profile of borrowings differs from the AER’s assumed refinancing profile of the regulated businesses. The remaining portion of this debt will be fixed when the AER resets the cost of debt to cover these periods.

SECTION D

FINANCING OUR BUSINESS

(CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(A) INTEREST RATE RISK (CONTINUED)

Our exposure to changes in interest rates is limited to exposures denominated in Australian dollars due to our policy of mitigating interest rate risk exposure on foreign currency debt. As a result, the sensitivity analysis below has only been performed based on movements in Australian interest rates. As at reporting date, if Australian interest rates had increased and decreased by 0.54 per cent as at 31 March 2018 (2017: 0.80 per cent), with all other variables held constant, post-tax profit and equity would have increased/(decreased) as follows:

	Net profit after tax		Equity after tax (hedge reserve)	
	2018 \$M	2017 \$M	2018 \$M	2017 \$M
Increase in Australian interest rates with all other variables held constant	0.5	0.7	194.7	293.4
Decrease in Australian interest rates with all other variables held constant	(0.1)	(1.4)	(205.1)	(315.8)

The judgements of reasonably possible movements were determined using statistical analysis of the 95th percentile best and worst expected outcomes having regard to actual historical interest rate data over the previous five years based on the three-month bank bill swap rate. We consider that past movements are a transparent basis for determining reasonably possible movements in interest rates.

Due to our interest rate risk management policies, the exposure to interest rate movements at any point in time is minimal. Therefore, the impact of a reasonably possible movement in interest rates on net profit after tax is minimal. The impact on equity due to any valuation change of derivative financial instruments in cash flow hedges will unwind to zero at maturity of the derivative.

(B) CURRENCY RISK

We are exposed to currency risk due to funding activities in offshore debt markets as a means of providing cost effective and efficient funding alternatives, as well as a result of undertaking certain transactions denominated in foreign currencies. Exchange rate exposures are managed within approved policy parameters. The objective of our currency risk management program is to eliminate all foreign exchange risk on funding activities and material foreign exchange related transaction risk by utilising various hedging techniques as approved by the Board. Therefore, we consider our currency risk exposure to be minimal.

(C) DERIVATIVE FINANCIAL INSTRUMENTS USED TO HEDGE INTEREST RATE AND CURRENCY RISKS

(I) ACCOUNTING FOR FINANCIAL INSTRUMENTS

The Group designates derivative financial instruments as either fair value hedges or cash flow hedges:

	Fair value hedges	Cash flow hedges
Objective of the hedge	To mitigate the exposure to changes in fair value of certain borrowings. Fair value hedges are generally fixed rate designated for the terms of borrowings that fall outside of the price review periods for the regulated businesses.	To mitigate the variability in cash flows attributable to variable interest rate and/or foreign currency movements on borrowings or highly probable forecast transactions.
Treatment of changes in fair value of qualifying hedges	Recognised immediately in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.	The effective portion is recognised directly in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement. Amounts accumulated in the hedge reserve are recycled in the income statement when the hedged item affects the income statement (generally when the forecast transaction that is hedged takes place). However, when the forecast transaction results in the recognition of a non-financial asset, the gains and losses are transferred from the hedge reserve and included in the measurement of the initial carrying amount of the asset.
Documentation of the hedge relationship	To ensure derivative financial instruments qualify for hedge accounting we document, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as our risk management objectives and strategy for undertaking various hedge transactions. We also document our assessment, both at hedge inception and on an ongoing basis, of whether the derivative financial instruments that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.	
Discontinuation of hedge accounting	Hedge accounting is discontinued when the hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting.	
	After discontinuation, the previously hedged asset or liability is no longer revalued for changes in fair value.	At that time, any cumulative gain or loss existing in the hedge reserve remains in hedge reserve and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in the hedge reserve is immediately recognised in the income statement.

SECTION D

FINANCING OUR BUSINESS

(CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(C) DERIVATIVE FINANCIAL INSTRUMENTS USED TO HEDGE INTEREST RATE AND CURRENCY RISKS (CONTINUED)

(II) MEASUREMENT AND CLASSIFICATION

We classify our derivative financial instruments between current and non-current based on the maturity date of the instrument. As a result, derivative financial instruments are classified as non-current, except for those instruments that mature in less than 12 months, which are classified as current.

At reporting date, our derivative financial instrument positions are as detailed below:

	Interest rate swaps \$M	Forward foreign currency contracts \$M	Cross- currency swaps \$M	Total net derivative financial instruments \$M
2018				
Current assets	0.2	0.7	-	0.9
Non-current assets	71.3	0.1	430.2	501.6
Current liabilities	(0.8)	(0.6)	(76.4)	(77.8)
Non-current liabilities	(107.1)	(0.4)	(85.4)	(192.9)
Total derivative financial instruments	(36.4)	(0.2)	268.4	231.8
Consists of:				
> fair value hedges	59.8	-	(153.7)	(93.9)
> cash flow hedges	(95.7)	(0.2)	422.1	326.2
> not in a hedge relationship	(0.5)	-	-	(0.5)
Total derivative financial instruments	(36.4)	(0.2)	268.4	231.8
2017				
Current assets	5.7	-	-	5.7
Non-current assets	114.1	-	191.9	306.0
Current liabilities	(10.1)	(0.2)	-	(10.3)
Non-current liabilities	(81.5)	(0.5)	(221.1)	(303.1)
Total derivative financial instruments	28.2	(0.7)	(29.2)	(1.7)
Consists of:				
> fair value hedges	73.3	-	(197.7)	(124.4)
> cash flow hedges	(44.7)	(0.7)	168.5	123.1
> not in a hedge relationship	(0.4)	-	-	(0.4)
Total derivative financial instruments	28.2	(0.7)	(29.2)	(1.7)

Derivative financial instruments are initially recognised at fair value on 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 the income statement immediately unless the derivative financial instrument is designated and effective as a hedging instrument, in which case the timing of the recognition in the income statement depends on the nature of the hedge relationship.

Credit risk is included in the fair value of derivative financial instruments based on a bilateral credit risk adjustment obtained using credit default swap curves. Credit risk is obtained directly from the observable credit default swap curves within Bloomberg for each of the relevant counterparties, with the bilateral credit risk applied uniformly across all asset and liability positions as at the reporting date. The difference between the fair value of derivatives and their transaction price at inception due to credit valuation adjustments is recognised progressively over the period to maturity. The unamortised value of the deferred credit risk adjustment for derivative financial instruments as at 31 March 2018 is \$38.2 million (2017: \$35.2 million).

KEY ESTIMATES AND JUDGEMENTS - FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS

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

Derivative financial instruments are recognised at fair value and are measured using market observable data, and, where appropriate, are adjusted for credit risk, liquidity risk and currency basis risk. Therefore, they are deemed level two within the fair value hierarchy as per AASB 13 *Fair Value Measurement*.

The fair value of derivative financial instruments is determined using valuation techniques and available market observable data as well as market corroboration based on active quotes. These include industry standard interest rates, foreign exchange and currency basis yield curves sourced directly from Bloomberg. Appropriate transaction costs and risk premiums are included in the determination of net fair value.

(III) OFFSETTING DERIVATIVE FINANCIAL INSTRUMENTS

Derivative assets and liabilities are presented on a gross basis. Certain derivative assets and liabilities are subject to enforceable master netting arrangements with individual counterparties if they were subject to default. Notwithstanding that these financial assets and liabilities do not meet the criteria for being presented on a net basis, if these netting arrangements were applied to the derivative portfolio as at 31 March 2018, derivative assets and liabilities would be reduced by \$186.0 million respectively (2017: \$163.7 million). Refer to the below table:

	Gross amounts in the financial statements \$M	Amounts subject to master netting arrangements \$M	Net amount \$M
2018			
Derivative financial assets	502.5	(186.0)	316.5
Derivative financial liabilities	(270.7)	186.0	(84.7)
	231.8	-	231.8
2017			
Derivative financial assets	311.7	(163.7)	148.0
Derivative financial liabilities	(313.4)	163.7	(149.7)
	(1.7)	-	(1.7)

(IV) CASH FLOW HEDGES

The following table summarises movements in the hedged items and hedging instruments that were designated in cash flow hedges during the year:

	Change in value of hedged item used to measure ineffectiveness (i) \$M	Change in value of hedging instrument used to measure ineffectiveness (i) \$M	Nominal amounts of hedging instruments (i) \$M
Interest rate risk	28.2	(13.8)	13,105.6
Foreign currency risk – debt	(216.0)	215.0	5,715.4
Foreign currency risk – capital expenditure	(0.5)	0.5	29.9

- (i) Nominal amounts represent the total principal in each hedging instrument (derivative) in cash flow hedges. For hedging purposes derivatives are split into multiple hedging components becoming hedging instruments in each hedge relationship. The nominal amounts in the table above are based on these multiple hedging components. The nominal value for all external derivatives in both cash flow and fair value hedges is \$13,135.5 million.

SECTION D

FINANCING OUR BUSINESS

(CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(C) DERIVATIVE FINANCIAL INSTRUMENTS USED TO HEDGE INTEREST RATE AND CURRENCY RISKS (CONTINUED)

(IV) CASH FLOW HEDGES (CONTINUED)

The following movements have occurred in the cash flow hedge reserve during the year, net of income tax:

	2018 \$M	2017 \$M
Opening balance of cash flow hedge reserve	(17.8)	(80.9)
Amounts recognised in other comprehensive income, net of income tax:		
Changes in fair value of cash flow hedges (excluding foreign currency basis spreads)	(159.2)	(23.6)
Amounts reclassified to interest expense for effective hedges	49.8	72.4
Changes in foreign currency basis spreads	7.1	8.9
Tax effect of derivatives step up	3.0	5.4
Total amounts recognised in other comprehensive income, net of income tax	(99.3)	63.1
Closing balance of cash flow hedge reserve	(117.1)	(17.8)

The following table summarises the net cashflows receivable/(payable) under our cash flow hedges:

	2018 \$M	2017 \$M
Highly probable forecast asset purchase:		
Less than 1 year	0.1	(0.2)
1 – 2 years	(0.2)	(0.2)
2 – 5 years	(0.1)	(0.3)
	(0.2)	(0.7)
Borrowings:		
Less than 1 year	(39.8)	(80.7)
1 – 2 years	(36.9)	(59.3)
2 – 5 years	61.0	(44.3)
Greater than 5 years	37.6	(145.4)
	21.9	(329.7)

These amounts will impact the income statement in the same period as cash flows are expected to occur, with the exception of hedges of highly probable forecast transactions which will impact the income statement as the underlying asset is utilised.

(V) FAIR VALUE HEDGES

The following table summarises the hedged items included in fair value hedges and their impact on the financial statements:

	Carrying amount of the hedged item \$M	Accumulated amount of fair value adjustments on hedged items \$M	Gain/(loss) on remeasurement of hedged item \$M	Gain/(loss) on remeasurement of hedging instruments \$M	Nominal amounts of hedging instruments (i) \$M
AUD denominated borrowings	(2,167.7)	(61.5)	18.1	(9.9)	1,093.0
Foreign currency denominated borrowings	(5,397.4)	(327.8)	(55.3)	31.7	10,132.9

- (i) Nominal amounts represent the total principal in each hedging instrument (derivative) in fair value hedges. For hedging purposes derivatives are split into multiple hedging components becoming hedging instruments in each hedge relationship. The nominal amounts in the table above are based on these multiple hedging components. The nominal value for all external derivatives in both cash flow and fair value hedges is \$13,135.5 million.

(D) LIQUIDITY RISK

We manage liquidity risk by maintaining adequate cash reserves, committed banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. These practices are governed by our liquidity management policies, which include Board-approved guidelines covering the maximum volume of long-term debt maturing in any one year, the minimum number of years over which debt maturities are to be spread and the timing of refinancing. In addition, short-term bank debt and commercial papers must not represent more than an agreed percentage of the total debt portfolio.

The liquidity management policies ensure that we have a well-diversified portfolio of debt, in terms of maturity and source, which significantly reduces reliance on any one source of debt in any particular year. In addition, our investment-grade credit rating ensures ready access to both domestic and offshore capital markets.

Financing facilities will be put in place at least six months before maturity of the debt being replaced or in the case of new debt at least six months before funding is required. "In place" is defined as meaning all documentation has been completed and settlement has occurred or if settlement has not occurred (e.g. committed but undrawn bank debt facilities) funding is committed and is not subject to a material adverse change in the market.

(I) CONTRACTUAL CASH FLOWS

Liquidity risk is managed based on net contracted and forecast inflows and outflows from operating, financing and investing activities. The following table summarises the contractual cash flows of our non-derivative and derivative financial assets and liabilities based on the remaining earliest contractual maturities. The contractual cash flows are based on undiscounted principal and interest commitments, and foreign exchange rates at the reporting date.

SECTION D

FINANCING OUR BUSINESS (CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(D) LIQUIDITY RISK (CONTINUED)

(I) CONTRACTUAL CASH FLOWS (CONTINUED)

2018	Notes	Principal at face value \$M
Financial assets		
Non-derivative financial assets		
Cash and cash equivalents		658.2
Accounts and other receivables	B.3	183.0
Desalination licence receivable	C.3	193.1
Derivative financial assets		
Interest rate swaps		
Cross-currency swaps		
Forward foreign currency contracts		
> Inflow		
> Outflow		
Financial liabilities		
Non-derivative financial liabilities		
Trade and other payables	B.3	234.4
Bank debt facilities		4.5
Domestic medium term notes		2,012.4
Floating rate notes		100.0
USD senior notes		107.0
GBP senior notes		537.5
CHF senior notes		283.2
HKD senior notes		741.0
JPY senior notes		62.6
EUR senior notes		2,329.8
NOK senior notes		319.4
USD hybrid securities (i)		505.7
SGD hybrid securities (i)		199.6
Derivative financial liabilities		
Interest rate swaps		
Cross-currency swaps		
Forward foreign currency contracts		
> Inflow		
> Outflow		
Net cash outflow		

(i) The table above assumes that the Group will exercise at the first call date in September 2021.

Carrying amount \$M	Total contractual cash flows \$M	Less than 1 year \$M	1 – 2 years \$M	2 – 5 years \$M	Greater than 5 years \$M
658.2	658.2	658.2	-	-	-
183.0	183.0	183.0	-	-	-
193.1	321.7	23.9	19.9	56.5	221.4
71.5	89.7	18.3	18.3	39.8	13.3
430.2	6.1	(35.2)	76.2	3.6	(38.5)
0.8					
	13.2	12.0	1.2	-	-
	(12.4)	(11.3)	(1.1)	-	-
1,536.8	1,259.5	848.9	114.5	99.9	196.2
234.4	234.4	234.4	-	-	-
4.0	4.5	4.5	-	-	-
2,063.8	2,670.2	94.6	444.1	806.8	1,324.7
99.9	106.9	3.4	103.5	-	-
103.3	131.4	3.4	3.4	10.2	114.4
461.4	489.0	489.0	-	-	-
378.4	382.9	4.2	378.7	-	-
785.0	1,027.1	26.4	142.5	128.8	729.4
63.4	66.7	0.9	0.9	2.5	62.4
2,608.6	2,846.4	53.5	53.5	923.5	1,815.9
333.8	433.1	10.6	10.6	31.7	380.2
464.7	586.7	28.1	28.1	530.5	-
198.8	237.0	10.9	11.0	215.1	-
107.9	138.0	33.2	28.4	26.8	49.6
161.8	197.1	67.2	14.6	63.8	51.5
1.0					
	(16.6)	(12.4)	(3.0)	(1.2)	-
	17.6	13.0	3.3	1.3	-
8,070.2	9,552.4	1,064.9	1,219.6	2,739.8	4,528.1
	(8,292.9)	(216.0)	(1,105.1)	(2,639.9)	(4,331.9)

SECTION D

FINANCING OUR BUSINESS (CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(D) LIQUIDITY RISK (CONTINUED)

(I) CONTRACTUAL CASH FLOWS (CONTINUED)

2017	Notes	Principal at face value \$M
Financial assets		
Non-derivative financial assets		
Cash and cash equivalents		328.8
Accounts and other receivables	B.3	214.1
Desalination licence receivable	C.3	202.0
Derivative financial assets		
Interest rate swaps		
Cross-currency swaps		
Forward foreign currency contracts		
> Inflow		
> Outflow		
Financial liabilities		
Non-derivative financial liabilities		
Trade and other payables	B.3	233.2
Bank debt facilities		93.0
Domestic medium-term notes		1,754.7
Floating rate notes		100.0
USD senior notes		107.0
GBP senior notes		537.5
CHF senior notes		283.2
HKD senior notes		641.7
JPY senior notes		62.6
EUR senior notes		2,078.3
NOK senior notes		319.4
USD hybrid securities (i)		505.7
SGD hybrid securities (i)		199.6
Derivative financial liabilities		
Interest rate swaps		
Cross-currency swaps		
Forward foreign currency contracts		
> Inflow		
> Outflow		
Net cash outflow		

(i) The table above assumes that the Group will exercise at the first call date in September 2021.

Carrying amount \$M	Total contractual cash flows \$M	Less than 1 year \$M	1 – 2 years \$M	2 – 5 years \$M	Greater than 5 years \$M
328.8	328.8	328.8	-	-	-
214.1	214.1	214.1	-	-	-
202.0	342.8	24.6	20.5	58.1	239.6
119.8	189.9	8.7	13.2	74.3	93.7
191.9	(27.7)	(19.1)	(20.6)	52.3	(40.3)
-					
-	1.8	1.8	-	-	-
-	(1.8)	(1.8)	-	-	-
1,056.6	1,047.9	557.1	13.1	184.7	293.0
233.2	233.2	233.2	-	-	-
93.0	93.0	93.0	-	-	-
1,817.4	2,260.3	382.7	80.8	779.2	1,017.6
99.8	111.0	3.4	3.6	104.0	-
103.3	135.6	3.4	3.4	10.3	118.5
438.4	470.0	29.3	440.7	-	-
368.4	371.5	4.0	4.0	363.5	-
702.0	909.9	23.1	23.2	245.2	618.4
62.3	65.0	0.8	0.8	2.5	60.9
2,020.3	2,255.4	43.0	43.0	810.6	1,358.8
298.4	405.6	7.6	9.7	29.1	359.2
473.8	618.8	28.3	28.3	562.2	-
188.2	234.1	10.3	10.3	213.5	-
91.6	101.8	29.8	18.9	17.6	35.5
221.1	657.3	21.2	134.2	181.9	320.0
0.7					
-	(13.1)	(5.0)	(3.8)	(4.3)	-
-	13.8	5.3	4.0	4.5	-
7,211.9	8,923.2	913.4	801.1	3,319.8	3,888.9
	(7,875.3)	(356.3)	(788.0)	(3,135.1)	(3,595.9)

SECTION D

FINANCING OUR BUSINESS (CONTINUED)

NOTE D.3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(D) LIQUIDITY RISK (CONTINUED)

(II) FINANCING FACILITIES

We target a minimum net liquidity, defined as available short-term funds and committed financing facilities. As at reporting date, we had the following committed financing facilities available:

Financing facilities (face value)	2018 \$M	2017 \$M
Unsecured bank overdraft facility, reviewed annually and payable at call:		
> Amount used	-	-
> Amount unused	2.5	2.5
	2.5	2.5
Unsecured working capital facility, reviewed annually:		
> Amount used	4.5	93.0
> Amount unused	95.5	7.0
	100.0	100.0
Unsecured bank loan facility with various maturity dates and which may be extended by mutual agreement:		
> Amount used	-	-
> Amount unused	450.0	525.0
	450.0	525.0
Total financing facilities	552.5	627.5

(E) CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to us and arises from our financial assets, comprising cash and cash equivalents, trade and other receivables and derivative financial instruments.

We have 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 (refer to note B.3). Our exposure and the credit ratings of our counterparties are continuously monitored and the aggregate values of transactions concluded are spread amongst approved counterparties. Revenues from a single customer, AEMO (which is majority Government owned), in our electricity transmission segment, represents 29 per cent (2017: 26 per cent) of our total revenues. We are licensed to transmit electricity in Victoria, whereas AEMO is the provider of shared network services and the planner, authoriser, contractor and director of augmentation of the declared shared network in Victoria. A network agreement is in place between both parties whereby we receive network charges from AEMO for the use of our transmission network to transmit electricity to participants in the market. Due to the nature of this network agreement, we do not believe that there is any significant credit risk exposure on this customer. Therefore, we consider the credit risk exposure to be minimal.

In accordance with the Treasury Risk Policy, treasury counterparties each have an approved limit based on the lower of Standard & Poor's or Moody's credit rating. Counterparty limits are reviewed and approved by the Audit and Risk Management Committee and any changes to counterparties or their credit limits must be approved by the Chief Financial Officer and the Managing Director and must be within the parameters set by the Board as outlined in the Treasury Risk Policy.

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. At balance date we had \$650.0 million on term deposit and \$393.0 million of cross currency and interest rate swaps with 'A' rated or higher Australian and international banks.

Credit risk is included in the fair value of derivative financial instruments based on a bilateral credit risk adjustment obtained using credit default swap curves. The difference between the fair value of derivatives and their transaction price at inception due to credit valuation adjustments is recognised progressively over the period to maturity.

Except as detailed in the following table, the carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents our maximum exposure to credit risk. The values disclosed below represent the market values in the event of early settlement (in the money market values), which differ from the carrying values and as such do not agree to the statement of financial position. The values below exclude any offsetting financial liabilities with the particular counterparty.

	2018 \$M	2017 \$M
Financial assets and other credit exposures		
Cross currency swaps	445.8	193.6
AUD interest rate swaps	97.7	184.4

NOTE D.4 NET FINANCE COSTS

	2018 \$M	2017 \$M
Finance income (i)		
Interest income	3.7	5.4
Return on desalination licence receivable	12.2	12.8
Total finance income	15.9	18.2
Finance costs (ii)		
Interest expense	308.6	328.8
Other finance charges – cash	3.4	3.2
Other finance charges – non-cash	3.6	6.4
Loss/(gain) on fair value hedges	15.4	(19.1)
Loss/(gain) on transactions not in a hedge relationship	0.1	(0.7)
(Gain)/loss on ineffective portion of cash flow hedges	(13.4)	2.7
Unwind of discount on provisions	0.2	2.6
Defined benefit net interest (income)/expense	(1.2)	0.2
Capitalised finance charges (iii)	(16.9)	(21.8)
Total finance costs	299.8	302.3
Net finance costs	283.9	284.1

- (i) Finance income comprises interest income on funds invested and the return on the desalination licence receivable (refer to note C.3). Interest income is recognised as it accrues, taking into account the effective yield on the financial asset.
- (ii) Finance costs comprise interest expense on borrowings, foreign exchange gains/losses, gains/losses on hedging instruments that are recognised in the income statement, unwinding of discount on provisions and the net interest cost in respect of defined benefit obligations. All borrowing costs are recognised in the income statement using the effective interest rate method, other than borrowing costs directly attributable to a qualifying asset which are capitalised into the cost of that asset.
- (iii) The capitalisation rate used to determine the amount of borrowing costs to be included in the cost of qualifying assets is the average interest rate of 4.6 per cent (2017: 5.0 per cent) applicable to our outstanding borrowings at the end of the period.

SECTION D

FINANCING OUR BUSINESS

(CONTINUED)

NOTE D.5 EQUITY

Contributed equity	Notes	2018 \$M	2017 \$M
Ordinary shares - fully paid	(a), (b)	5,172.8	5,153.2
Shares held by employee share plans trust	(c)	(10.3)	-
Total contributed equity		5,162.5	5,153.2

(A) ORDINARY SHARES

Ordinary shares authorised and issued have no par value. Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of AusNet Services in proportion to the number of and amounts paid on the shares issued. Holders of ordinary shares are entitled to one vote on a show of hands or one vote for each ordinary share held on a poll at shareholders' meetings.

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

(B) MOVEMENTS IN ORDINARY SHARE CAPITAL

Date	Details	Issue price	Number of shares	\$M
1 April 2017	Opening balance		3,603,155,012	5,153.2
27 June 2017	Dividend Reinvestment Plan (i)	\$1.69	7,214,309	12.2
21 December 2017	Dividend Reinvestment Plan (i)	\$1.86	3,977,444	7.4
31 March 2018	Closing balance		3,614,346,765	5,172.8
1 April 2016	Opening balance		3,537,635,150	5,057.3
22 June 2016	Dividend Reinvestment Plan (i)	\$1.52	27,822,058	42.2
22 December 2016	Dividend Reinvestment Plan (i)	\$1.43	37,697,804	53.7
31 March 2017	Closing balance		3,603,155,012	5,153.2

(i) The value of DRP is net of transaction costs.

(C) SHARES HELD BY EMPLOYEE SHARE PLANS TRUST

In FY2018 the Group established an employee share trust used as a delivery mechanism to satisfy future vesting entitlements for the Short Term Incentive Plan deferred equity rights for the Managing Director and the Long Term Incentive Plan (LTIP) performance rights. During the year, 5,958,915 shares were acquired on market at an average price of \$1.73 per share.

The share trust is held by Computershare Pty Ltd and for accounting purposes the trust is deemed to be controlled by AusNet Services. Accordingly, the shares held by the trust are consolidated into the Group's financial statements. The shares have been excluded for the earnings per share calculation in note B.2.

NOTE D.6 DIVIDENDS

The following dividends were approved and paid by AusNet Services to shareholders during the current and previous financial years:

Dividends	Paid by	Date paid	Cents per share	Total dividend \$M
Final FY2017 dividend - ordinary	AusNet Services	27 June 2017	4.400	158.6
Final FY2017 dividend - special	AusNet Services	27 June 2017	1.000	36.0
Interim FY2018 dividend	AusNet Services	21 December 2017	4.630	167.2
Total dividends			10.030	361.8

In relation to the dividends paid in the current financial year of \$361.8 million (2017: \$307.8 million), \$19.6 million (2017: \$95.9 million) was utilised in the allotment of new shares issued under the Dividend Reinvestment Plan (DRP), net of transaction costs.

Dividends	Paid by	Date paid	Cents per share	Total dividend \$M
Final FY2016 dividend	AusNet Services	22 June 2016	4.265	150.9
Interim FY2017 dividend	AusNet Services	22 December 2016	4.400	156.9
Total dividends			8.665	307.8

(A) FRANKING ACCOUNT

	2018 \$M	2017 \$M
Franking credits available to shareholders	32.4	(26.4)

The above available amounts are based on the balance of the dividend franking account at year end adjusted for the increase in franking credits that will arise on payment of the income tax provision at 31 March 2018.

SECTION E

GROUP STRUCTURE

The following section provides information on our structure and how this impacts the results of the Group as a whole, including details of controlled entities and related party transactions.

NOTE E.1 SUBSIDIARIES

Subsidiaries are entities controlled by the Group. Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, potential voting rights that are presently exercisable or convertible are taken into account.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

The Group's financial statements incorporate the assets, liabilities and results of the following subsidiaries:

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2018 %	2017 %
AusNet Services Ltd	Australia	Ordinary		
AusNet Services (Distribution) Pty Ltd (i)	Australia	Ordinary	100.0	100.0
AusNet Services (RE) Pty Ltd (i)	Australia	Ordinary	100.0	100.0
AusNet Distribution Group Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet LDP (No.1) Ltd	UK	n/a	100.0	100.0
AusNet LDP (No.2) Ltd	UK	n/a	100.0	100.0
AusNet Holdings General Partner Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Holdings (Partnership) Ltd Partnership	Australia	n/a	100.0	100.0
AusNet Services Holdings Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Electricity Services Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Asset Services Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet (No. 8) Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet (No. 9) Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Gas Services Pty Ltd	Australia	Ordinary	100.0	100.0
Select Solutions Group Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Services (Transmission) Pty Ltd (i)	Australia	Ordinary	100.0	100.0
AusNet Transmission Group Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Finance Pty Ltd	Australia	Ordinary	100.0	100.0
Geomatic Holdings Pty Ltd	Australia	Ordinary	100.0	100.0
Geomatic Technologies Pty Ltd	Australia	Ordinary	100.0	100.0
AusNet Services Insurance Ltd	Guernsey	Ordinary	100.0	100.0
AusNet Services Finance Trust	Australia	Ordinary	100.0	100.0

(i) These entities converted to proprietary companies during FY2018.

NOTE E.2 PARENT ENTITY INFORMATION

(A) STATEMENT OF FINANCIAL POSITION

	2018 \$M	2017 \$M
Current assets	207.0	225.9
Non-current assets	5,159.2	5,153.6
Total assets	5,366.2	5,379.5
Current liabilities	25.6	-
Non-current liabilities	-	26.1
Total liabilities	25.6	26.1
Contributed equity	5,162.5	5,153.2
Reserves	5.7	-
Retained profits	172.4	200.2
Total equity	5,340.6	5,353.4

(B) STATEMENT OF COMPREHENSIVE INCOME

	2018 \$M	2017 \$M
Profit for the year	334.0	357.1
Total comprehensive income for the year	334.0	357.1

(C) CONTINGENT LIABILITIES

We are not aware of any contingent liabilities of the parent entity as at 31 March 2018 (2017: \$0).

SECTION E

GROUP STRUCTURE

(CONTINUED)

NOTE E.3 RELATED PARTY TRANSACTIONS

(A) MAJOR SHAREHOLDERS

AusNet Services Ltd has two shareholders with a significant investment and board representation, being Singapore Power International Pte Ltd (SPI) and State Grid Corporation of China (State Grid). SPI's ultimate parent is Temasek Holdings (Private) Ltd (Temasek). State Grid has a controlling stake in Jemena Asset Management Pty Ltd (referred to as Jemena).

Under applicable accounting standards, Temasek and its subsidiaries (including SPI) and State Grid and its subsidiaries (including Jemena) are considered to be related parties of AusNet Services. These entities are not considered related parties under the *Corporations Act 2001*.

(I) OPERATIONAL AGREEMENT WITH JEMENA

During the year, we provided metering services, technical services and vegetation management services to the Jemena Group under a number of operational arrangements related to their electricity and gas networks. The agreement related to the services performed on Jemena's gas network was terminated on 29 September 2017 whereas the agreement related to the services performed on Jemena's electricity network was partially terminated, with metering and technical services to continue to be provided under the new agreements.

To ensure continued capital investment and network growth, Zinfra (a subsidiary of Jemena) is appointed as a delivery partner on our capital portfolio. These agreements have a term of two years with an option to extend for one year.

(B) KEY MANAGEMENT PERSONNEL

	2018 \$	2017 \$
Short-term employee benefits	6,796,678	6,970,077
Post-employment benefits	364,354	395,441
Equity-based payments	1,196,906	2,195,997
Other long-term benefits	83,930	446,941
Termination benefits	-	564,217
	8,441,868	10,572,673

The Remuneration Report within the Directors' Report contains details of the remuneration paid or payable to each member of the Group's Key Management Personnel for the year ended 31 March 2018.

(C) TRANSACTIONS WITH RELATED PARTIES

We engage in a wide variety of transactions with entities in the Temasek Group in the normal course of business on terms similar to those available to other customers. Such transactions include but are not limited to telecommunication services and leasing of properties. These related party transactions are carried out on terms negotiated between the parties which reflect an arm's length basis. As a result, transactions with Temasek interests other than the Singapore Power Group have been excluded from the disclosures below.

We also provide electricity distribution and electricity transmission services to Jemena. AusNet Services earns a regulated return from the provision of these services as these services are regulated by the AER.

The following transactions occurred with related parties within the Singapore Power and State Grid groups for the financial year:

	2018 \$'000	2017 \$'000
Sales of goods and services		
Regulated revenue (i)	8,313	9,157
Services revenue	15,162	22,346
Purchases of goods and services		
Other expenses	2,792	2,965
Property, plant and equipment (construction services)	108,298	77,265
Dividends paid, net of DRP	171,746	104,645

(i) Represents revenues from the provision of electricity distribution and electricity transmission services which are regulated by the AER.

The following balances are outstanding at the reporting date in relation to transactions with related parties within the Singapore Power and State Grid groups:

	2018 \$'000	2017 \$'000
Current receivables (sale of goods and services)		
Singapore Power entities	192	38
Jemena (i)	3,133	3,247
Current payables and other liabilities (purchase of goods)		
Jemena	27,473	21,546

No allowance for impairment loss has been raised in relation to any outstanding balances due from related parties.

(i) Includes outstanding amounts from the provision of electricity distribution and electricity transmission services which are regulated by the AER.

SECTION F

OTHER DISCLOSURES

This section includes other information to assist in understanding the financial performance and position of the Group, or items required to be disclosed in order to comply with accounting standards and other pronouncements.

NOTE F.1 REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by KPMG and its related practices:

	2018 \$'000	2017 \$'000
Audit and review services		
Audit and review of financial statements	1,439	1,620
Audit of regulatory returns (i)	500	506
Total remuneration for audit and review services	1,939	2,126
Other services		
Other assurance, taxation and advisory services	292	259
Total remuneration for other services	292	259
Total remuneration of auditors	2,231	2,385

- (i) It is our policy to employ KPMG to perform the audit of regulatory returns as these returns represent an extension of statutory audit services and we gain efficiencies when the services are performed by the same audit firm.

NOTE F.2 DEFINED BENEFIT OBLIGATIONS

We make contributions to two defined benefit superannuation plans that are managed by Equisuper. The funds provide defined benefit amounts to employees or their dependants upon retirement, death, disablement or withdrawal. Benefits are mostly in the form of a lump sum based on the employee's final average salary, although, in some cases, defined benefit members are also eligible for pension benefits. The terms and conditions of the two plans are consistent.

The defined benefit sections of the Equisuper plans are closed to new members. All new members receive defined contribution, accumulation style benefits.

The defined benefit superannuation plans are administered by a trust that is legally separated from the Group. The trustees consist of both employee and employer representatives and an independent chair, all of whom are governed by the scheme rules. The trustees are responsible for the administration of plan assets and for the definition of plan strategy.

	2018 \$M	2017 \$M
Total amount included in the statement of financial position in respect of the defined benefit plans is as follows:		
Present value of defined benefit obligations	(261.0)	(267.3)
Fair value of plan assets	312.9	299.5
Net asset arising from defined benefit obligations	51.9	32.2
Amounts recognised in the income statement in respect of the defined benefit plans are as follows:		
Current service cost	6.2	7.1
Net interest (income)/expense on defined benefit obligation	(1.2)	0.3
Total	5.0	7.4
Remeasurement gains recognised during the year in OCI	20.6	46.5

Each year we engage an independent actuary to perform actuarial reviews of the AusNet Transmission Group Pty Ltd and AusNet Electricity Services Pty Ltd defined benefit funds.

Our net obligation in respect of the defined benefit superannuation funds is calculated by estimating the amount of future benefits that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value and recognised after deducting the fair value of any plan assets.

The discount rate is the yield at the balance date on corporate bonds that have maturity dates approximating the terms of our obligations. A qualified actuary performs the calculation using the projected unit credit method.

Remeasurements comprise actuarial gains and losses and the return on plan assets (excluding interest). They are recognised in full directly in retained profits in the period in which they occur and are presented in other comprehensive income.

When the calculation of the net obligation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

We expect to make contributions to the defined benefit plans during the next financial year at a consistent level to FY2018. The Target Funding method is used to determine the contribution rates. Under the Target Funding method, the employer contribution rate is set at a level which is expected to result in the plans' assets equalling 105 per cent of the plans' liabilities within five years. The defined benefit superannuation plans expose us to additional actuarial, interest rate and market risk.

SECTION F

OTHER DISCLOSURES

(CONTINUED)

NOTE F.2 DEFINED BENEFIT OBLIGATIONS (CONTINUED)

(A) MOVEMENT IN DEFINED BENEFIT OBLIGATION

	2018 \$M	2017 \$M
Movements in the present value of the defined benefit obligations were as follows:		
Opening defined benefit obligation	267.3	298.0
Current service cost	6.2	7.1
Interest cost	10.4	9.8
Contributions by plan participants	2.4	2.7
Actuarial gain	(4.4)	(22.5)
Benefits, taxes and premiums paid	(20.9)	(27.8)
Closing defined benefit obligations	261.0	267.3
Movements in the fair value of plan assets were as follows:		
Opening fair value of plan assets	299.5	286.7
Interest income	11.6	9.5
Actual return on fund assets less interest income	16.2	24.0
Contributions from the employer	4.1	4.4
Contributions by plan participants	2.4	2.7
Benefits, taxes and premiums paid	(20.9)	(27.8)
Closing fair value of plan assets	312.9	299.5

The actual return on plan assets was a gain of \$27.8 million (2017: gain of \$33.5 million).

(B) ANALYSIS OF PLAN ASSETS

Plan assets can be broken down into the following major categories of investments:

	2018 %	2017 %
Investments quoted in active markets:		
Australian equities	15	29
International equities	16	19
Fixed interest securities	17	12
Unquoted investments:		
Property	8	9
Growth alternative	16	10
Defensive alternative	9	12
Cash	19	9
	100	100

Plan assets do not comprise any of the Group's own financial instruments or any assets used by Group companies.

(C) ACTUARIAL ASSUMPTIONS

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Defined benefit expense		Defined benefit obligation	
	2018 %	2017 %	2018 %	2017 %
Key assumptions				
Discount rate	4.1	3.5	3.7	4.1
Expected salary increase rate	3.8	3.8	3.8	3.8

As at 31 March 2018, the weighted average duration of the defined benefit obligation was 8 years (2017: 8 years).

KEY ESTIMATES AND JUDGEMENTS - DEFINED BENEFIT PLANS

A number of estimates and assumptions are used in determining defined benefit assets, obligations and expenses. These estimates include salary increases, future earnings and rates of return. Any difference in estimates will be recognised in other comprehensive income and not through the income statement.

The net liability from defined benefit obligations recognised in the consolidated statement of financial position will be affected by any significant movement in investment returns and/or interest rates.

(D) SENSITIVITY ANALYSIS

Changes in the relevant actuarial assumptions as at reporting date, with all other variables held constant, would result in an increase/(decrease) in the value of the defined benefit obligation as shown below:

	Increase \$M	Decrease \$M
Defined benefit obligation		
Discount rate (0.5 per cent movement)	(12.1)	13.0
Expected salary increase rate (0.5 per cent movement)	8.5	(8.2)

When calculating the above sensitivity analysis, the same method has been applied as when calculating the defined benefit liability recognised in the consolidated statement of financial position.

(E) DEFINED CONTRIBUTION EXPENSE

During the year, we contributed \$17.5 million of defined contribution benefit to employees (2017: \$19.7 million).

SECTION F

OTHER DISCLOSURES

(CONTINUED)

NOTE F.3 SHARE-BASED PAYMENTS

We provide benefits to some of our employees (including Key Management Personnel) in the form of share-based payments, whereby part of an employees' remuneration is or may be provided in exchange for shares or rights over shares (equity settled transactions) in order to align to shareholder outcomes. The granting of such shares or rights may be subject to satisfaction of certain conditions.

The cost of equity settled transactions is recognised over the period in which the conditions are fulfilled (the vesting period), ending on the date that relevant employees become entitled to the award (the vesting date). At each subsequent reporting date until vesting, the cumulative charge to the income statement is in accordance with the vesting conditions.

(A) LONG TERM INCENTIVE PLAN

We have a Long Term Incentive Plan (LTIP) for executives and other senior management identified by the Board. The plan is based on the grant of performance rights (PRs) that vest into shares at no cost to the employee subject to performance hurdles (refer to the Remuneration Report for further detail). Settlement of the performance rights is made in ordinary shares.

The Group has the following grants on foot at 31 March 2018:

Plan	Grant date	Vesting date	PRs granted	Value of PRs at grant date
LTIP 2017	1 April 2017	31 March 2020	3,327,515	\$4,026,293
LTIP 2016	1 April 2016	31 March 2019	3,542,013	\$3,612,853
LTIP 2015	1 April 2015	31 March 2018	3,768,821	\$3,768,821

The fair value of each performance right is estimated on the grant date using the Black-Scholes model. This model used the following inputs for each tranche of rights:

	LTIP 2017	LTIP 2016	LTIP 2015
Share price at grant date	\$1.77	\$1.56	\$1.48
Exercise price	\$0.0	\$0.0	\$0.0
Expected volatility	20%	20%	20%
Risk-free interest rate	1.70%	1.61%	2.05%
Dividend yield	5.75%	6.00%	6.00%
Expected life of performance rights	36 months	36 months	36 months

The expected volatility is based on the Group's historical volatility and is designed to be indicative of future trends, which may not reflect actual volatility.

Reconciliation of equity rights on issue:

	2017 Grant	2016 Grant	2015 Grant	FY2018 Total	FY2017 Total
Opening balance	-	2,925,063	3,031,521	5,956,584	3,725,213
Granted during the year	3,327,515	-	-	3,327,515	3,542,013
Lapsed during the year	(131,066)	(210,228)	(620,408)	(961,702)	(1,039,292)
Modified during the year	-	-	-	-	(271,350)
Vested during the year (i)	-	-	(2,411,113)	(2,411,113)	-
Closing balance	3,196,449	2,714,835	-	5,911,284	5,956,584

(i) The 2015 Grant vested to 85.9 per cent based on the vesting assessment performed at 31 March 2018. Participants with vested rights will be issued shares from the employee share plans trust in May 2018.

An expense of \$2.847 million has been recognised for the year ended 31 March 2018 (2017: \$1.773 million) in relation to equity-settled share-based payments.

NOTE F.4 CONTINGENT LIABILITIES AND CONTINGENT ASSETS

AusNet Services is involved in various legal and administrative proceedings and various claims on foot, the ultimate resolution of which, in the opinion of AusNet Services, will not have a material effect on the consolidated financial position, results of operations or cash flows.

Other than as listed above, we are not aware of any contingent liabilities or assets as at 31 March 2018 (2017: \$0).

NOTE F.5 NEW ACCOUNTING STANDARDS NOT YET ADOPTED

The following accounting standards, amendments to accounting standards and interpretations have been identified as those which will impact the Group in the period of initial adoption. They were available for early adoption for the Group's annual reporting period beginning 1 April 2017, but have not been applied in preparing this financial report:

(A) AASB 15 REVENUE FROM CONTRACTS WITH CUSTOMERS

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 *Revenue*, AASB 111 *Construction Contracts* and associated Interpretations.

The primary impact of transition to AASB 15 has been the deferral of certain regulated excluded services and unregulated transmission revenue, primarily where the Group provides access to transmission infrastructure over 25-30 years. Some of these contracts have invoicing profiles that are front-ended. Under AASB 15, these contracts comprise of a single performance obligation satisfied over time and revenue is required to be recognised evenly over the contract term. Had AASB 15 always been applied, less revenue would have been recognised in previous periods, and more revenue in future periods. The assets and revenue associated with this adjustment are not included in our Regulated Asset Base.

The Group will adopt AASB 15 from 1 April 2018, applying the cumulative effect transition method. Under this method, there will be no restatement of comparative figures in the financial statements or notes. Instead, opening retained earnings will be adjusted in the current period. Management has performed a detailed review of customer contracts as at 31 March 2018. Based on this review, the impact of transition to AASB 15 is summarised below:

Consolidated statement of financial position as at 31 March 2018:

	Before adoption of AASB 15 \$M	Impact of AASB 15 \$M	Adjusted \$M
LIABILITIES			
Current liabilities			
Payables and other liabilities	280.4	0.9	281.3
Total current liabilities	920.5	0.9	921.4
Non-current liabilities			
Deferred revenue	87.1	47.5	134.6
Deferred tax liabilities	611.5	(14.5)	597.0
Total non-current liabilities	8,040.8	33.0	8,073.8
Total liabilities	8,961.3	33.9	8,995.2
EQUITY			
Retained profits	1,048.9	(33.9)	1,015.0
Total equity	3,556.0	(33.9)	3,522.1

SECTION F

OTHER DISCLOSURES

(CONTINUED)

NOTE F.5 NEW ACCOUNTING STANDARDS NOT YET ADOPTED (CONTINUED)

(A) AASB 15 REVENUE FROM CONTRACTS WITH CUSTOMERS (CONTINUED)

If AASB 15 was in effect during the FY2018 year, the impact would have been as presented below. Management expects that the impact on the FY2019 results will not be materially different to the FY2018 impact.

Consolidated income statement for the year ended 31 March 2018:

	Before adoption of AASB 15 \$M	Impact of AASB 15 \$M	Adjusted \$M
Revenue	1,909.8	(2.9)	1,906.9
Profit before income tax	416.6	(2.9)	413.7
Income tax expense	(125.2)	0.9	(124.3)
Profit for the year	291.4	(2.0)	289.4

(B) AASB 16 LEASES

AASB 16 will require the recognition of all leases for a lessee on balance sheet, with limited exceptions for short-term and low-value leases, thereby removing the off balance sheet treatment currently applied to operating leases. In addition, lease expenses will be recognised as depreciation and interest expenses.

The Group will adopt AASB 16 from 1 April 2019, applying the cumulative catch up transition method. Under this method, a lease liability balance will be recognised based on the remaining outstanding cash flows under the Group's operating leases, discounted to present value. A right-of-use asset will be recognised applying the simplified transition approach which results in the right-of-use asset having the same value as the lease liability. No adjustments to retained earnings or restatements of prior periods are made under this method.

Management performed a review of the Group's operating lease population. Based on this review, the impact of transition to AASB 16 would be a reduction in operating lease rental expense of approximately \$11 million, with offsetting increases in depreciation and interest expense. Based on the current lease population and renewal assumptions, the right-of-use asset and lease liability recognition would be approximately \$100 million if the Group were to early adopt AASB 16 from 1 April 2018. AusNet Services does not intend on early adopting this new lease accounting standard.

NOTE F.6 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

(A) DIVIDEND

Since the end of the financial year, the Directors have approved a final dividend for 2018 of \$167.0 million (4.62 cents per share) to be paid on 28 June 2018. The final dividend will be unfranked. The DRP will be suspended for the final FY2018 dividend as a result of the Singapore Stock Exchange delisting in progress.

(B) SINGAPORE STOCK EXCHANGE (SGX) DELISTING

On 2 May 2018 AusNet Services announced its intention to voluntarily delist from the SGX effective 16 July 2018. The Board took the decision to delist, having considered both the advantages and disadvantages of our shares being listed on the SGX, concluding that the delisting is in the best interests of AusNet Services as a whole. The delisting was identified as an initiative to reduce administrative costs, simplify our processes and drive efficiency.

Currently the SGX listing is approximately three per cent of the total AusNet Services share register and delisting is not expected to affect Singapore institutional investor appetite. Singapore Power (SP)'s shares are held on the ASX and therefore SP's shareholding is unaffected by this announcement.

No general meeting will be convened to obtain the approval of AusNet Services shareholders to the delisting as the Listing Rules of the ASX and the Listing Manual of the SGX do not require AusNet Services to hold such a general meeting. SGX shareholders will have the option to sell their shares under the Share Sale Facility by 16 July 2018; otherwise their shares will be transferred to the Australian register (and quoted on the ASX).

(C) OTHER MATTERS

Other than outlined above, there has been no matter or circumstance that has arisen since 31 March 2018 up to the date of issue of this financial report that has significantly affected or may significantly affect:

- the operations in financial years subsequent to 31 March 2018 of the Group;
- the results of those operations; or
- the state of affairs, in financial years subsequent to 31 March 2018, of the Group.

DIRECTORS' DECLARATION

In the opinion of the Directors of AusNet Services Ltd (the Company):

- (a) the financial statements and notes set out on pages 63 to 114, and the remuneration disclosures that are contained in the Remuneration report set out on pages 37 to 58 in the Directors' Report, are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
 - (ii) giving a true and fair view of the consolidated entity's financial position as at 31 March 2018 and of its performance for the financial year ended on that date;
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in section A; and
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

Signed in accordance with a resolution of the Directors.



Peter Mason AM
Chairman



Nino Ficca
Managing Director

Melbourne
13 May 2018



This is the original version of the audit report over the financial statements signed by the directors on 13 May 2018. Page references should be read as follows to reflect the correct references now that the financial statement have been presented in the context of the annual report in its entirety: page references with respect to our Report on the Remuneration Report as set out in the Directors' report should be updated to read pages 37 to 58.

Independent Auditor's Report

To the shareholders of AusNet Services Ltd

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of AusNet Services Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Group's** financial position as at 31 March 2018 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 31 March 2018
- Consolidated income statement, Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' declaration.

The **Group** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 fulfilled our other ethical responsibilities in accordance with the Code.



Key Audit Matters

The **Key Audit Matters** we identified are:

- Recognition of revenue
- Valuation of non-current assets, including property, plant and equipment and intangible assets
- Accounting for project related expenditure
- Valuation and accounting for derivatives

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

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

Recognition of revenue (AUD\$1,909.8m)

Refer to Note B.1 Segment results, Note B.3 Working capital and Note F.5 New accounting standards not yet adopted of the Financial Report.

The key audit matter	How the matter was addressed in our audit
Revenue recognition is a key audit matter due to the nature of the regulatory framework and billing process for the distribution of electricity and gas, and transmission of electricity in Victoria, which adds complexity to our audit approach. In particular: • the application of regulator approved tariff rates, which are used to bill customers for the distribution of electricity and gas, and transmission of electricity in Victoria. The Group's regulatory price determinations promulgated by various regulatory bodies are routinely revised; and • the inherent complexity in the Group's customer billings processes to estimate energy consumed and to determine the relevant tariff rates. In addition, the Group disclosed the expected impact of AASB 15 <i>Revenue from Contracts with Customers</i>, when it will be adopted at 1 April 2018. Given the significance of changes to accounting standards for Revenue, additional audit effort was applied to these disclosures.	Our procedures included: • involving our regulatory advisory specialists and considering the impact of relevant regulatory price determinations on the Group's revenue, including developments in respect of the Australian Energy Regulator's (AER) Transmission Revenue Reset Final Decision issued in April 2017 and the Gas Distribution Access Arrangement issued in November 2017; • working with our information technology specialists and testing the key controls in the revenue process including the reconciliation between the metering systems and the billing system, and the validation of metering data during billing periods; • evaluating the appropriateness of the Group's accounting policies for revenue recognition against accounting standard requirements; • comparing tariff rates charged to customers to the regulator approved tariff rates for the time the services were provided; • performing sample testing of transmission regulated revenues recorded, comparing relevant amounts to invoices and cash receipts; • testing key controls within the billing system which calculate electricity and gas distribution revenue based on the Group's billing process; • analysing revenue against historical performance and regulatory price determinations;



	• reading a sample of customer contract types to evaluate the change, if any, in revenue recognition in accordance with the transitional impact of AASB 15 and comparing to the Group's disclosure.
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Valuation of non-current assets, including property, plant and equipment (AUD \$10,291.8m) and intangible assets (AUD \$550.1m)

Refer to Note C.1 Property, Plant and Equipment, C.2 Intangible Assets, and C.4 Impairment of non-current assets of the Financial Report.

The key audit matter	How the matter was addressed in our audit
The valuation of non-current assets is a key audit matter due to the: • complex nature of the regulatory framework for determining revenue and expenditure applicable to each of the Group's regulated CGUs; • complexity in auditing the forward-looking assumptions applied to the Group's discounted cash flow models for each CGU given the significant assumptions involved. The main assumptions included those relating to terminal values, expected capital and operating expenditure, expected returns from future regulatory determinations, inflation, growth rates and discount rates; • challenges associated with auditing the Group's long-term forecast cash flow model having regard to emerging regulatory change, technology and market changes, and accounting standard requirements; In addition, the Group restructured within its Commercial Energy Services business during the year, necessitating our consideration of the Group's allocation of goodwill to the CGUs to which they belong based on the management and monitoring of the business.	Our procedures included: • testing the key controls for the cash flow models, including Board approval of key assumptions and the 5-year Financial Plan, which form the basis of cash flow forecasts; • assessing the Group's cash flow model assumptions by: • comparing regulated cash flow assumptions to regulatory determinations relevant to the forecast cash flow period; • comparing unregulated cash flow assumptions to customer contracts and historical trends; • checking the relevant cash flow forecasts to the 5-year Financial Plan; • using our industry knowledge and information published by regulatory and other bodies to assess the reasonableness of assumptions and the impact of technology, market and regulatory changes on those assumptions; • involving our valuation specialists and assessing the reasonableness of the discount rates by considering comparable market rate information and evaluating the economic assumptions relating to cost of debt and cost of equity; • comparing carrying values of regulated CGUs to available market data, such as implied earnings and asset multiples of comparable entities; and • for regulated assets, assessing the appropriateness of using a long-term cash flow forecast against accounting standard requirements by considering industry practice



	and the long-term nature of the Group's regulated asset base. • assessing the accuracy of previous forecasts of the Group to inform the areas on which to focus in the current financial year; • assessing the Group's determination of carrying values of CGUs against the requirements of the accounting standards; • evaluating the Group's sensitivity analysis in respect of the key assumptions, including the identification of areas of estimation uncertainty and reasonably possible changes in key assumptions; • assessing the appropriateness of the related financial statement disclosures against accounting standard requirements; • We analysed the restructure of the Commercial Energy Services business and the Group's internal reporting to assess the Group's monitoring and management of activities, and the consistency of the allocation of Goodwill to CGUs.
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Accounting for project related expenditure (AUD \$702.6m total additions)	
Refer to Note C.1 Property, plant and equipment of the Financial Report.	
The key audit matter	How the matter was addressed in our audit
Project related expenditure is a key audit matter due to the: • significance of capital and operating expenditure, in respect of building and maintaining safe and reliable networks, to both the statement of financial position and income statement; • Number of significant ongoing projects including the major terminal station rebuilds at Richmond, Brunswick and West Melbourne, the Rapid Earth Fault Current Limiter (REFCL) program, and new wind farm assets; and • the complexity in auditing judgements	Our procedures included: • testing the key controls for the: • authorisation of new projects; • monitoring of actual project expenditure against approved budgeted expenditure; • allocation between capital and operating expenditure in accordance with accounting standards. • analysing the indirect cost (e.g. corporate overhead, labour and finance cost) allocation methodology by challenging the underlying assumptions applied in the Activity Based Costing survey and capitalised finance charge models, and comparing the allocation of indirect costs against historical trends. For a sample of projects, our procedures included:



made in respect of: • the classification between capitalised and operating expenditure; • whether capital projects represent future benefits to the Group; • whether indirect costs such as labour and overheads were allocated between capital and operating expenditure in accordance with accounting standards; and • the determination of the useful lives of capitalised assets.	• assessing the nature of costs capitalised as to future benefits to the Group in accordance with criteria in the accounting standards; • consideration of individual asset impairments, the impact of asset retirements on depreciation expense and decommissioning provisions; • assessing the actual project spend to budgeted spend by comparing approved budgets to actual costs. This testing was conducted to assess: • whether additional costs represent future benefits to the Group capable of capitalisation; and • authorisation and allocation of overspend in accordance with Group policy. • evaluating the Group's assessment of the useful life of the capitalised assets, for consistency with the Group's accounting policies, and accounting standard requirements.
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Valuation and accounting for derivatives (AUD\$502.5m assets; AUD\$270.7m liabilities)	
Refer to Note D.3 Financial risk management of the Financial Report.	
The key audit matter	How the matter was addressed in our audit
Valuation and accounting for derivatives is a key audit matter due to the: • size and complexity of the Group's derivative portfolios, in particular cross currency and interest rate swaps hedging foreign currency and Australian dollar denominated fixed and floating rate debt; • the Group undertaking capital management activities during the year impacting on the Group's derivative portfolios and creating new hedge relationships; and • inherent complexity and judgement in applying accounting principles in the valuation and disclosure of derivatives and related hedging activities. In assessing this key audit matter, we involved our Financial Instrument and	With the assistance of our Financial Instrument and Treasury specialists, our procedures included: • evaluating the appropriateness of valuation methodologies and accounting for hedging activities against accounting standard requirements; • assessing and challenging the Group's market inputs and assumptions underlying the valuation of derivatives. We compared market inputs and assumptions to independently sourced market and credit data sets including spot foreign exchange rates, currency interest rate curves, currency basis spreads and credit pricing curves; • evaluating a sample of derivative fair valuations using independent market observable inputs and industry accepted valuation techniques; • evaluating the adequacy of hedge designation documentation for a sample of new hedges in relation to the Group's documented Treasury Risk Management



Treasury specialists, who have industry specific experience and detailed knowledge of the complex accounting requirements.	policy and accounting requirements; • obtaining independent confirmations from counterparties with which the Group has borrowings or derivative financial instruments and comparing these to accounting records; • evaluating the appropriateness of the classification and presentation of derivative financial instruments and related financial risk management disclosures against accounting standard requirements.
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Other Information

Other information is financial and non-financial information in AusNet Services Ltd's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other information.

The Other information we obtained prior to the date of this Auditor's Report was the Operating and Financial Review, Directors' Report, and Remuneration Report. The 2018 Highlights, Chairman's Message and Managing Director's Report are expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other information, and based on the work we have performed on the Other information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.



Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of AusNet Services Ltd for the year ended 31 March 2018, complies with Section 300A of the *Corporations Act 2001*.

Directors' 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 responsibilities

We have audited the Remuneration Report included in pages 21 to 41 of the Directors' report for the year ended 31 March 2018.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Paul J McDonald

Partner

Melbourne

13 May 2018

GLOSSARY OF TERMS

AASB	Australian Accounting Standards Board
ACN	Australian Company Number
ACCC	Australian Competition and Consumer Commission
AEMC	Australian Energy Market Commission
AEMO	Australian Energy Market Operator
APES	Accounting Professional and Ethical Standard
AER	Australian Energy Regulator
AGM	Annual General Meeting
AMI	Advanced Metering Infrastructure
ARMC	Audit and Risk Management Committee
ASX or Australian Securities Exchange	ASX Limited or the securities exchange which it operates
ATO	Australian Taxation Office
AUD	Australian dollar
CAGR	Compound annual growth rate
CAM	Cost Allocation Methodology
CES	Commercial Energy Services
CFC	Capitalised finance charges
CFV	Common or central funding vehicle
CGU	Cash-generating unit
CHF	Swiss franc
COAG	Council of Australian Governments
Corporate Restructure	The corporate restructure under which the previous Stapled Entities became wholly owned by AusNet Services Ltd
Corporations Act (Cth)	<i>Corporations Act 2001 (Cth)</i> of Australia Indicates federal legislation of the Commonwealth of Australia
CY	Calendar year ended 31 December
DRP	Dividend Reinvestment Plan
DUoS	Distribution use of system charge
EBITDA	Earnings before interest, tax, depreciation and amortisation
EDPR	Electricity Distribution Price Review
EPS	Earnings per share
ESC	Essential Services Commission
EUR	Euro
FAR	Fixed annual remuneration
FFO	Funds from operations
FX	Foreign exchange
FY	Financial year ended 31 March
GAAR	Gas Access Arrangement Review
GBP	Pound sterling
GSL	Guaranteed service level payments – penalties for unplanned outages
GST	Goods and services tax

GWh	Gigawatt hour, a unit of energy equal to one billion watt hours
HKD	Hong Kong dollar
HSEQ	Health and Safety, Environment and Quality
HV	High voltage
ICR	Interest cover ratio
IFRS	International Financial Reporting Standards
Jemena	SGSP (Australia) Assets Pty Ltd (“SGSPAA”) and its Subsidiaries trading as “Jemena” or “Zinfra Group” (as applicable)
JPY	Japanese yen
KMP	Key management personnel
KPI	Key performance indicator
KPMG	The current external auditors of AusNet Services
kV	Kilovolts, a unit of voltage equal to one thousand volts
LTi	Lost time injury
LTIP	Long-term incentive plan
MD	Managing Director
MTI	Medical treatment injury
Moody’s	Moody’s Investors Services, Inc.
NED	Non-executive Director
NER	National Electricity Rules
NEG	National Energy Guarantee
NEM	National Electricity Market
NGER	<i>National Greenhouse and Energy Reporting Act 2007 (Cth)</i>
NOK	Norwegian kroner
NPAT	Net profit after tax
OCI	Other comprehensive income
PJ	Petajoules, a unit of energy equal to one quadrillion (10 ¹⁵) joules
Power of Choice	The Australian Energy Market Commission’s competitive framework designed to promote innovation and lead to investment in advanced meters that deliver services valued by consumers at a price they are willing to pay.
RAB	The RAB represents the value, as assessed by the AER, of past regulated network investments. This is the value on which the AusNet Services Group can expect to earn a return over the economic life of its network assets.
REFCL	Rapid Earth Fault Current Limiter
R&CAB	Regulated and Contracted Asset Base. Includes the RAB as well as contestable transmission assets, for example, the Victorian desalination contract.

GLOSSARY OF TERMS (CONTINUED)

ROIC	Return on invested capital
RES	Regulated Energy Services
RIFR	Recordable injury frequency rate
ROE	Return on equity
SGD	Singapore dollar
SGX or SGX-ST	Singapore Exchange Securities Trading Limited or the securities exchange which it operates
Singapore Power Group	Singapore Power Limited and its Subsidiaries
SPI	Singapore Power International Pte Ltd
Standard & Poor's	Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc.
State Grid	State Grid Corporation of China
Stapled Group	The former corporate structure of AusNet Services comprising AusNet Services (Distribution) Ltd, AusNet Services (Transmission) Ltd and AusNet Services Finance Trust as a combined entity.
STI	Short-term incentive
STPIS	Service Target Performance Incentive Scheme
Temasek	Temasek Holdings (Private) Ltd
TRR	Transmission Revenue Reset
TSR	Total Shareholder Return
TUoS	Transmission use of system
(Vic)	Indicates state legislation of the State of Victoria
UK	United Kingdom
USA	United States of America
USAIDI	Unplanned System Average Interruption Duration Index
USAIFI	Unplanned System Average Interruption Frequency Index
USD	United States dollar
WACC	Weighted average cost of capital
Victorian State Government	The government of the State of Victoria
VWAP	Volume-weighted average price, a trading benchmark calculated by adding up the dollars traded for every transaction (price multiplied by number of shares traded) and then dividing by the total shares traded for the day

SHAREHOLDER INFORMATION

The shareholder information set out below was compiled from AusNet Services' register of shareholders as at 17 May 2018.

VOTING RIGHTS

Subject to any rights or restrictions attaching to our shares, on a show of hands each shareholder present at a meeting of shareholders in person or by proxy, attorney or representative has one vote and, on a poll, has one vote for each fully paid share held.

For the avoidance of doubt, any person named in the Central Depository (Pte) Limited of Singapore ("CDP") as a person on whose behalf CDP holds one or more shares ("CDP Account Holder") does not have any right to vote by virtue of their status as a CDP Account Holder.

ISSUED CAPITAL

Class	Holders	Shares
Ordinary Shares	13,781	3,614,346,765

DISTRIBUTION OF SHARES

A distribution schedule of the number of holders of shares is set out below:

Range	Total holders	Shares	% of Issued Capital
1 - 1,000	1,592	867,513	0.02
1,001 - 5,000	4,109	11,850,749	0.33
5,001 - 10,000	2,691	20,245,468	0.56
10,001 - 100,000	5,124	135,148,962	3.74
100,001 and over	265	3,446,234,073	95.35
Total	13,781	3,614,346,765	100.00

The number of shareholders holding less than a marketable parcel of shares was 413, holding 27,928 shares based on the closing market price on 17 May 2018.

There is no current on-market buy-back.

SHAREHOLDER INFORMATION (CONTINUED)

SHAREHOLDERS

Rank	Name	No. of shares held	Percentage of issued shares
1.	Singapore Power International Pte Ltd	1,124,061,844	31.10
2.	HSBC Custody Nominees (Australia) Limited	748,145,948	20.70
3.	State Grid International Australia Development Company Limited	719,255,007	19.90
4.	J P Morgan Nominees Australia Limited	257,478,457	7.12
5.	Citicorp Nominees Pty Limited	209,628,882	5.80
6.	The Central Depository (Pte) Limited	118,786,330	3.29
7.	National Nominees Limited	72,540,768	2.01
8.	BNP Paribas Noms Pty Ltd <DRP>	26,049,937	0.72
9.	BNP Paribas Nominees Pty Ltd <AGENCY LENDING DRP A/C>	20,406,724	0.56
10.	IOOF Investment Management Limited <IPS SUPER A/C>	17,916,030	0.50
11.	BNP Paribas Nominees Pty Ltd <JERSEY ABERDEEN AIF LTD DRP>	12,192,508	0.34
12.	Citicorp Nominees Pty Limited <COLONIAL FIRST STATE INV A/C>	10,970,570	0.30
13.	Bainpro Nominees Pty Limited	5,974,071	0.17
14.	CPU Share Plans Pty Ltd <AST LTI UNALLOCATED A/C>	5,958,915	0.16
15.	AMP Life Limited	4,557,401	0.13
16.	HSBC Custody Nominees (Australia) Limited - A/C 2	4,268,408	0.12
17.	HSBC Custody Nominees (Australia) Limited <NT-COMNWLTH SUPER CORP A/C>	3,390,754	0.09
18.	IOOF Investment Management Limited <IPS IDPS A/C>	2,943,329	0.08
19.	Powerwrap Limited <SCHEME - IML TRADES A/C>	2,717,345	0.08
20.	Aotearoa Investment Company Pty Limited <ROBERTS INVESTMENT NO2 A/C>	2,049,785	0.06
Total Top 20 holders of fully paid ordinary shares		3,369,293,013	93.23
Total Remaining Holders Balance		245,053,752	6.77

SUBSTANTIAL HOLDERS

The names of AusNet Services' substantial holders and the number of shares in which each has a relevant interest, as disclosed in substantial holding notices received by AusNet Services as at 17 May 2018, are listed below:

	No. of shares held	Voting Power
Singapore Power International Pte Ltd and its associates	1,124,061,844	31.10%
State Grid International Development Limited and its associates	719,255,007	19.90%

EMPLOYEE INCENTIVE SCHEME ON-MARKET PURCHASES

Pursuant to AusNet Services' General Employee Exempt Share Plan 455,673 shares were purchased on-market during the reporting period at an average price per share of \$1.72. In addition, 5,958,915 shares were purchased on-market by the AusNet Services employee share trust at an average price of \$1.73 per share.

COMPANY INFORMATION

FINANCIAL CALENDAR

19 July 2018

2018 Annual General Meeting

30 September 2018

2018/19 Financial Half Year end

14 November 2018

2018/19 Half Year Results announced

31 March 2019

2018/19 Financial Year end

ANNUAL GENERAL MEETING

The Annual General Meeting of AusNet Services will be held at 2.00pm Thursday 19 July 2018. The location of the Annual General Meeting is:

Melbourne Convention & Exhibition Centre

Melbourne Convention and Exhibition Centre Auditorium
Level 2, 2 Clarendon Street,
Southbank, Melbourne, Victoria, Australia

ENQUIRIES AND INFORMATION

AusNet Services' register of shares is maintained by

Computershare Investor Services Pty Limited ("Computershare").
For enquiries about AusNet Services shares, a transfer of shares
or dividends, contact:

Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067
GPO Box 2957
Melbourne, Victoria 3001 Australia

Telephone: 1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)
Facsimile: +61 3 9473 2500

For enquiries about AusNet Services, contact:

AusNet Services Investor Relations

Telephone: +61 3 9695 6000
Facsimile: +61 3 9695 6666
Email: investor.enquiries@ausnetservices.com.au

Or write to:

Investor Relations
AusNet Services
Level 31, 2 Southbank Boulevard
Southbank, Victoria 3006 Australia

STOCK EXCHANGE LISTING

The shares are listed under the name "AusNet Services" and code "AST" on the Australian Stock Exchange, and on the Singapore Exchange Limited under the code "AUSNET SERVICES". The shares participate in the Clearing House Electronic Subregister System ("CHES").

On 2 May 2018 AusNet Services Ltd announced its intention to voluntarily delist from the Singapore Stock Exchange.

TAX FILE NUMBER ("TFN") INFORMATION

While it is not compulsory for shareholders to provide a TFN, AusNet Services is obliged to deduct tax from dividends to holders resident in Australia who have not supplied such information. If you have not already supplied your TFN, you may wish to do so by writing to Computershare.

CHANGE OF ADDRESS OR NAME

A shareholder should notify Computershare immediately, in writing, if there is any change in his or her registered address or name.

AUSNET SERVICES

AusNet Services Ltd (ABN 45 603 317 559)

REGISTERED OFFICE

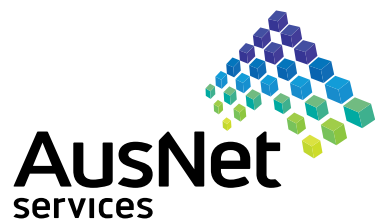
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COMPANY SECRETARY

Ms Claire Hamilton

AUDITOR

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