Adacel Technologies Limited
(ASX: ADA)

ANNUAL REPORT 2014

ADACEL TECHNOLOGIES LIMITED

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DIRECTORS' REPORT

Your Directors submit their report on the consolidated entity consisting of Adacel Technologies Limited and the entities it controlled at the end of, or during the year ended 30 June 2014.

DIRECTORS

The names and details of the Directors of Adacel Technologies Limited in office during the whole of the financial year and up to the date of this report are:

Peter Landos (Chairman)
Julian Beale
Kevin Courtney
Silvio Salom
David Smith

PRINCIPAL ACTIVITIES

The principal activities of the consolidated entity during the year were the development and sale of simulation and software applications and services. There were no significant changes in the nature of the consolidated entity's activities during the year, other than described in the review of operations.

OPERATING AND FINANCIAL REVIEW

The Company has delivered a third consecutive year of underlying profitability in FY2014, with a profit before tax result of $1.8 million, an improvement over the FY2013 result of $0.9 million. This FY2014 result was achieved with a modest increase in revenue over the prior corresponding period, however overall orders declined in FY2014 due to unforseen delays in the timing of programs.

The loss after tax result of $2.3 million was due to the Company's Board determining to reduce the deferred tax asset in the balance sheet to Nil. The related unused tax losses and credits continue to be available to be offset against future tax liabilities in the relevant jurisdictions, and, in no way, detract from the Board's outlook for future profitability of the Company. Cash flow in the period was negatively affected by employee redundancy costs incurred as well as delayed payments by certain international customers.

Following a modest profit before tax result in the first half, conditions in the Company's key markets have continued to be challenging, in particular those markets outside of the United States of America. Delayed tender process decision-making, budgetary constraints and a fierce competitive environment resulted in a number of orders not materialising and therefore not translating into earnings in the period, as originally forecast.

Factors affecting the FY2014 result also included a reduction in the liability owed to Technology Partnerships Canada (TPC) in the Company's balance sheet. This liability relates to repayments of grants to TPC based on future company sales, including those of the Lockheed Martin F-35 Joint Strike Fighter which has experienced a number of program delays and a slower sales schedule. This non-cash adjustment of approximately $1.4 million represents an increase in the FY2014 profit before tax result.

The Company responded to the softer international market environment and took immediate steps to 'right-size' the business, reducing the overall cost base by an annualised amount of approximately $2.5 million. The cost of these reductions, reflected in the FY2014 results, is approximately $0.8 million.

These actions assisted in maintaining a profitable financial performance over the period and ensured the allocation of resources to those opportunities where the Company was well-placed for success.

In terms of existing business, the Company's focus has continued to be:

- disciplined program management;
- tight operating cost control;
- targeted research and development expenditure on core intellectual property; and
- maintenance and nurturing of key customer relationships.

The combination of the cost saving initiatives, business unit streamlining and tight management controls has the Company positioned to secure the delayed orders, and meet all existing customer delivery timetables and program management expectations in FY2015.

Air Traffic Management

The Air Traffic Management business continued its consistent contribution in FY2014. This activity was primarily undertaken with two of the Company's key customers, the Federal Aviation Administration (FAA) under the Advanced Technologies and Oceanic Procedures (ATOP) program with Lockheed Martin and NavPortugal. In addition, the Company is nearing installation completion and system acceptance with a new customer, Avinor (Norway), which will establish a further key aviation relationship in the Nordic region.

Under the ATOP Program, the installed system utilises the Company's Aurora air traffic management software and hardware and provides a sophisticated and automated platform to support air traffic control operations. During FY2014, the FAA renewed the ATOP Program for a further eight years (one base year, plus seven option years) until 2021. The Company is delighted to be able to work closely with both the FAA and Lockheed Martin on this important program.

The Aurora system also provides the core framework for the air traffic management systems in Fiji, Iceland, New Zealand, Portugal and shortly, Norway.

There are a number of air traffic management opportunities the Company is pursuing across global markets in FY2015. Most notably, the Company has teamed with Lockheed Martin in submitting a comprehensive proposal to the Australian aviation authorities, Air Services Australia, as part of the procurement to consolidate the civil and military aviation air traffic management and air traffic control requirements. The Lockheed Martin/Adacel proposal has been successfully short-listed and the Company anticipates the Australian authorities completing their assessment late in FY2015. Other air traffic management opportunities continue to be pursued in the Asia-Pacific, Europe, Africa and South American regions.

Air Traffic Control Simulation

The Company's air traffic control simulation system continues to be the cornerstone of air traffic control training environments in both civil and military markets in the USA and Australia. The Company's key relationships with the FAA, United States Air Force, United States Army, Air Services Australia, Royal Australian Air Force and ENAV were reinforced during FY2014 with either an extension to the provision of existing arrangements or an expansion in services and product upgrades. The Company is confident in its ability to further develop these relationships in FY2015.

Key Risks and Business Challenges

The Company continues to witness a global aviation environment which is becoming increasingly complex, and, in certain jurisdictions, reliant upon ageing systems with inadequate capabilities and moderate training regimes. Certain tragic aviation disasters in 2014 have placed an increasing focus on air traffic control management systems as well as global air traffic growth, air traffic training requirements and aircraft efficiencies.

Increasingly, the connectivity and communication between civil and military airspace and the air traffic management thereof has become more crucial.

The Company is well-placed to play a role in mitigating the risks associated with the evolution of the global aviation environment. The Company's key customer relationships and teaming arrangements across the globe demonstrate the effort taken to address these risks and to ensure safe, more efficient air travel for all citizens.

For the Company, the challenges remain two-fold: one, the often lengthy tender and decision-making processes on the part of the aviation authorities; and two, the funding constraints typically placed on these agencies. These factors can create fluctuations in the Company's ability to forecast accurately the timing and quantum of both new and on-going business.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Board is positive about the future prospects of the Company.

The Company's disciplined approach to program management, operating cost control, core intellectual property development and strategic relationships with key partners in its primary markets provides for cautious optimism regarding continued future profitability in FY2015.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs during the current year, except as noted in the review of operations.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

There were no significant events after the balance date.

ENVIRONMENTAL REGULATION

The Chief Executive Officer reports to the Board if required on any environmental and regulatory issues at each Directors meeting. There are no matters that the Board considers need to be reported in this report.

GREENHOUSE GAS AND ENERGY DATA REPORTING REQUIREMENTS

The Group is not subject to the reporting requirements of either the Energy Efficiency Opportunities Act 2006 or the National Greenhouse and Energy Reporting Act 2007.

INFORMATION ON DIRECTORS

Peter Landos BEco (ANU)
Non-Executive Chairman

Mr. Landos was appointed as a Non-executive Director on the 26th February 2009 and has been Chairman since 16 November 2012. Peter is the Chief Operating Officer of the Thorney Investment Group of companies with whom he has worked since September 2000, having previously worked at Macquarie Bank Limited. Peter has extensive business and corporate experience specialising in advising boards and management in mergers and acquisitions, divestments, business restructurings and capital markets. Peter is also a Non-executive Director of Gale Pacific Limited.

Interests in Shares and Options
Nil ordinary shares in Adacel Technologies Limited.
Nil options over ordinary shares in Adacel Technologies Limited.

Julian Beale BE (Syd), MBA (Harvard)
Non-Executive Director

Appointed as an independent non-executive Director in June 2003. Mr. Beale has extensive international business and capital markets experience and a background in private and public companies at both Board and management level. Julian has held senior positions in a range of companies including English Electric and Esso Australia (now Exxon) and was Managing Director of a resources group with interests in petroleum production, pipelines and minerals. He also established a plastics processing company in Melbourne and was a key participant in the successful transition of Moldflow, a developer of software for injection moulding machines, to the United States NASDAQ capital market. Julian was also a member of the Federal Parliament for 11 years from 1984 as the Member for Deakin and later Bruce. During this time he held many Shadow Ministerial portfolios. Julian does not currently hold and has not held directorships in other listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in Shares and Options
1,816,867 ordinary shares in Adacel Technologies Limited.
Nil options over ordinary shares in Adacel Technologies Limited.

Kevin Courtney FCA, FAICD
Non-Executive Director

Independent non-executive Director since October 1998. Mr. Courtney is a chartered accountant and a former regional managing partner of Ernst & Young. He is Chairman of Adacel's audit committee. Kevin has been a Commissioner of the City of Melbourne and a Director of Connect.com.au, the internet service provider sold to AAPT Telecommunications Ltd. He has been Chair of the audit committees of the Victorian Workcover Authority, the Sunraysia Rural Water Authority and the National Competition Council. Kevin was a director of Melbourne IT Limited from October 1999 until his retirement in April 2003 and a director of MLC Nominees Pty Ltd and National Australia Superannuation Pty Ltd from 2003 to 2006. Kevin does not currently hold and has not held directorships in other listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in Shares and Options
Nil ordinary shares in Adacel Technologies Limited.
Nil options over ordinary shares in Adacel Technologies Limited.

Silvio Salom B Eng (Electrical)
Non-Executive Director

Managing Director of Adacel Technologies Limited from incorporation in October 1997 until 16 June 2006, and non-executive Director since that date. Mr. Salom was founder and Managing Director of the predecessor Adacel Pty Ltd from establishment in 1987. Silvio has extensive experience in the strategic and operational management of hi-tech companies with particular expertise in information technology related to the manufacturing, environmental, defence, transport, multimedia and telecommunications industry sectors. Silvio is a director in a number of private and public companies, however, he does not currently hold and has not held directorships in other listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in Shares and Options
14,496,659 ordinary shares in Adacel Technologies Limited.
Nil options over ordinary shares in Adacel Technologies Limited.

David Smith BE (Electronics)
Non-Executive Director

Non-executive Director since July 2000 and prior to that date an executive director from incorporation in October 1997. Mr. Smith was a senior executive of the company and has extensive experience in software development, project and operations management in the military, aviation and transport domains. David does not currently hold and has not held directorships in other listed companies at any time in the 3 years immediately before the end of the financial year.

Interests in Shares and Options
9,560,558 ordinary shares in Adacel Technologies Limited.
Nil options over ordinary shares in Adacel Technologies Limited.

COMPANY SECRETARY

Sophie Karzis B. Juris, LLB

Ms. Karzis is a practicing lawyer with over 15 years experience as a corporate and commercial lawyer, and company secretary and general counsel for a number of private and public companies. Sophie is the principal of Corporate Counsel, a corporate law practice with a focus on equity capital markets, mergers and acquisitions, corporate governance for ASX-listed entities, as well as the more general aspects of corporate and commercial law. Sophie is currently the company secretary of a number of ASX-listed and unlisted entities, and is a member of the Law Institute of Victoria and of Chartered Secretaries Australia.

MEETINGS OF DIRECTORS

The numbers of meetings of the company's Board of Directors and of each Board committee held during the year and the number of meetings attended by each Director or their alternate were as follows:

DIRECTORS	Meetings of Directors		Meetings of Committees					
			Audit		Remuneration		Nominations	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Peter Landos **	13	13	3	3	1	1	2	2
Julian Beale **	13	13	3	3	1	1	2	2
Kevin Courtney **	13	12	3	3	1	0	2	2
Silvio Salom **	13	12	*	*	*	*	2	1
David Smith **	13	13	*	*	*	*	2	2

* Denotes that the Director was not a member of the relevant committee.
** Denotes that the Director is a non-executive director.

As at the date of this report, the company has an Audit Committee, a Remuneration Committee and a Nominations Committee of the Board of Directors.

The members of the Audit Committee are Kevin Courtney, Julian Beale and Peter Landos. The Chairman of the Audit Committee is Kevin Courtney.

The members of the Remuneration Committee are Julian Beale, Kevin Courtney and Peter Landos. The Chairman of the Remuneration Committee is Peter Landos.

The members of the Nominations Committee are all of the members of the Board. The Chairman of the Nominations Committee is Peter Landos.

REMUNERATION REPORT

The remuneration report is set out under the following main headings:

A. Principles used to determine the nature and amount of remuneration
B. Details of remuneration
C. Service agreements
D. Share-based compensation
E. Additional information

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

A. Principles used to determine the nature and amount of remuneration.

The Adacel Board has determined policies in relation to the remuneration of directors and executives, as follows:

Non-executive Directors
Non-executive Directors are remunerated by fixed annual fees, superannuation and from time-to-time may also be issued share options in place of higher cash fees.

The level of annual Directors' fees is reviewed by the Remuneration Committee and the Board, taking into account a number of factors, including the range of Directors' fees paid in the market, and the Company's costs and operating performance. The maximum total payable to Directors for Directors' Fees is approved from time to time by shareholders in general meeting and was last set at $500,000 per annum at the 2013 Annual General Meeting.

Non-executive Directors may also, in view of the Company's size and resources, from time-to-time be issued options as part of their remuneration in place of a higher cash fee. Options would be issued after consideration by the Remuneration Committee and the Board and subject to shareholder approval at general meeting. These options would be issued separately to the Adacel Staff Share Option Plan and with conditions that were designed to provide a link with Company share price performance. Directors are not paid additional fees for work on Board committees and are not entitled to a retirement benefit.

Senior Executives
Under the Company's constitution, remuneration of the Managing Director or equivalent position, subject to other provisions in any contract between the executive and the Company, may be by way of fixed salary or participation in the profits of the Company but may not be by way of commission on or percentage of operating revenue. Other senior executives are remunerated by fixed salary and performance based bonuses. Remuneration packages will generally be set to be competitive to both retain executives and attract experienced executives to the Company.

Where packages comprise a fixed element and variable incentive components, the variable components will depend on Company and personal performance. Short-term incentives may include annual cash incentives on meeting specific profit and performance criteria that has been agreed to in plans set with the Board. Criteria to be met may include group and/or business unit orders, revenue and profit performance and personal Key Performance Indicators. The amount of the incentive will depend upon the extent that the measure is exceeded.

To provide long-term incentives, senior executives may also participate in the Adacel Staff Share Option plan. The options are issued with conditions linked to the share price to help ensure that the remuneration of senior executives is aligned with the long-term interests of shareholders. The overall level of executive reward takes into account the performance of the Company over a number of years, with greater emphasis given to the current year.

Short Term Incentives
For a number of the executives in the consolidated entity, an element of their remuneration is dependent on the satisfaction of various performance conditions. For the year ended 30 June 2014, the performance conditions included financial targets, primarily new orders and annual earnings. Each of these targets was to be considered as a separate element of the incentive scheme. Using annual earnings as a major proportion of the bonus pool ensures that the incentive is only paid when value has been created for shareholders and is consistent with the business plan. The following table compares earnings and bonuses paid over the past 5 years.

YEAR	Profit After Tax $'000's	Bonuses paid $'000's
2010	(3,342)	-
2011	(2,960)	-
2012	4,402	552
2013	810	263
2014	(2,287)	-

Long Term Incentives

For a number of the executives in the consolidated entity, at the discretion of the remuneration committee, an element of their remuneration may be by way of the Adacel Staff Share Option Plan. Exercise prices of Options are set to ensure that an employee will benefit by exercising their options if there has been a rise in the share price. The Staff Share Option Plan is described in Note 36, but there are no current options outstanding. The following table compares share prices and Options exercised over the past 5 years, as well as any declared dividends.

YEAR	Range of Share Price Cents	Executive Options Exercised Units	Dividend Declared (per share) Cents
2010	32.5 to 78	-	-
2011	18 to 43	-	-
2012	18.5 to 43	-	-
2013	25 to 46	-	1.5
2014	23 to 54	-	-

Benefits

Executives receive benefits including health insurance and disability insurance.

B. Details of remuneration.

Amounts of remuneration

Details of the nature and amount of each element of the emoluments of each Director of Adacel Technologies Limited, the key management personnel (as defined in AASB 124 *Related Party Disclosures*) and specified executives of the Group are set out in the following tables.

The key management personnel of the group were the directors of Adacel Technologies Limited (see pages 3-4); the Company Secretary, Ms Sophie Karzis; the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), Mr Seth Brown; the Chief Operating Officer (COO), Mr Gary Pearson; and the Vice Presidents of Business Development and Marketing, Mr Jeff Tyrcha (until 2 June 2014), and Mr Brian Hennessey (from 2 June 2014).

Key management personnel and other Executives of the Company and the Group

2014	Short-term employee benefits				Post-employment benefits	Other	Share-based payments	
Name	Cash salary and fees $	Cash bonus $	Non monetary* $	Other $	Super-annuation $	Termination benefits $	Options $	Total $
Non-executive Directors								
Peter Landos (*Chairman*)**	80,000	-	-	-	7,400	-	-	87,400
Julian Beale	40,000	-	-	-	3,700	-	-	43,700
Kevin Courtney	40,000	-	-	-	3,700	-	-	43,700
Silvio Salom	40,000	-	-	-	3,700	-	-	43,700
David Smith	40,000	-	-	-	3,700	-	-	43,700
Sub-total: Non-exec Directors	**240,000**	**-**	**-**	**-**	**22,200**	**-**	**-**	**262,200**
Other Key Management								
Sophie Karzis	26,885	-	-	-	-	-	-	26,885
Seth Brown	342,876	1,701	28,071	-	18,309	-	-	390,957
Gary Pearson	299,336	1,485	27,896	-	575	-	-	329,292
Jeff Tyrcha (Until 2 June)	218,374	11,367	22,396	-	12,555	27,673	-	292,365
Brian Hennessey (From 2 June)	12,308	-	990	-	586	-	-	13,884
Sub-total: Other Key Mgmt	**899,779**	**14,553**	**79,353**	**-**	**32,025**	**27,673**	**-**	**1,053,383**
Total Key Management Personnel Compensation	**1,139,779**	**14,553**	**79,353**	**-**	**54,225**	**27,673**	**-**	**1,315,583**

* Non-Monetary Remuneration is based upon actual costs to the Company.
** Cash Salary and Fees paid to TIGA Trading Pty Ltd.

Comparative figures for 2013 are shown in the table on the next page.

2013	Short-term employee benefits				Post-employment benefits	Other	Share-based payments	
Name	Cash salary and fees $	Cash bonus $	Non monetary* $	Other $	Super-annuation $	Termination benefits $	Options $	Total $
Non-executive Directors								
Peter Landos (*Chairman from 16/11)***	65,000	-	-	-	5,850	-	-	70,850
Julian Beale (*Chairman till 16/11)*	59,950	-	-	-	-	-	-	59,950
Kevin Courtney	40,000	-	-	-	3,600	-	-	43,600
Silvio Salom	40,000	-	-	-	3,600	-	-	43,600
David Smith	40,000	-	-	-	3,600	-	-	43,600
Sub-total: Non-exec Directors	**244,950**	**-**	**-**	**-**	**16,650**	**-**	**-**	**261,600**
Other Key Management								
Sophie Karzis	34,885	-	-	-	-	-	-	34,885
Seth Brown	303,634	57,493	20,894	-	11,681	-	-	393,702
Gary Pearson	265,258	50,193	15,916	-	13,263	-	-	344,630
Jeff Tyrcha	184,951	27,743	8,927	-	9,248	-	-	230,869
Sub-total: Other Key Mgmt	**788,728**	**135,429**	**45,737**	**-**	**34,192**	**-**	**-**	**1,004,086**
Total Key Management Personnel Compensation	**1,033,678**	**135,429**	**45,737**	**-**	**50,842**	**-**	**-**	**1,265,686**

* Non-Monetary Remuneration is based upon actual costs to the Company.
** Cash Salary and Fees paid to TIGA Trading Pty Ltd.

C. Service agreements.

Remuneration and other terms of employment for the key management personnel are formalised in service agreements. The major provisions of the agreements relating to remuneration are set out below.

Sophie Karzis (Company Secretary)

- Term of agreement – ongoing commencing on 30 June 2008 and renewed 9 November 2011.
- Ms Karzis provides services to the Company as a contractor on an hourly basis.
- Fees for the year ended 30 June 2014 in respect of Company Secretarial activities of $26,885.

Seth Brown (Chief Financial Officer and Chief Executive Officer)

- Term of agreement – ongoing and automatically renewed on 29 August each year.
- Base salary, superannuation and medical/health insurance benefits for the year ended 30 June 2014 of $389,256.
- Payment of termination benefit on early termination by the employer, other than for cause, equal to 12 months base salary, or 3 months base salary if terminated for cause.
- Provision of performance-related cash bonuses (up to 37.5% of base salary). $1,701 has been paid in respect of the year ended 30 June 2013. Nil has been accrued for the year ended 30 June 2014.
- Participation, when eligible, in the Staff Share Option Plan.

Gary Pearson (Chief Operating Officer)

- Term of agreement – ongoing and automatically renewed on 8 August each year.
- Base salary, superannuation and medical/health insurance benefits for the year ended 30 June 2014 of $327,807.
- Payment of termination benefit on early termination by the employer, other than for cause, equal to 12 months base salary, or 3 months base salary if terminated for cause.
- Provision of performance-related cash bonuses (up to 37.5% of base salary). $1,485 has been paid in respect of the year ended 30 June 2013. Nil has been accrued for the year ended 30 June 2014.
- Participation, when eligible, in the Staff Share Option Plan.

Jeff Tyrcha (Vice President, Business Development and Marketing)

- Term of agreement – completed.
- Base salary, superannuation and medical/health insurance benefits for the year ended 30 June 2014 of $253,325.
- Jeff was paid a Termination payment of 6 weeks pay totalling $27,673.
- Provision of performance-related cash bonuses (up to 30% of base salary). $11,367 has been paid in respect of the year ended 30 June 2014. Nil has been accrued for the year ended 30 June 2014.
- Participation, when eligible, in the Staff Share Option Plan.

Brian Hennessey (Vice President, Business Development and Marketing)

- Term of agreement – No fixed term.
- Base salary, superannuation and medical/health insurance benefits for the year ended 30 June 2014 of $13,884.
- There is no defined contractual obligation to provide a benefit upon termination of employment, however, payment of early termination benefits, other than for cause, would be based on industry standards.
- There is no contractual provision for performance-related cash bonuses.
- Participation, when eligible, in the Staff Share Option Plan.

D. Share-based compensation.

Staff Share Option Plan

Options may be granted under the Adacel Technologies Staff Share Option Plan, which was approved by the shareholders at the Annual General Meeting on the 15 November 2000. Under this plan, Directors may issue options (up to 10% of the Company's issued capital) to eligible employees. The Directors have the discretion as to the number of options to be issued and exercise periods. The options are issued for no consideration from Directors or employees. The options are not listed. Options granted under the plan carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share. Currently, the directors have indefinitely suspended the issuing of further options.

Staff Share Option Plan options may be issued with conditions precedent to the options vesting. Currently, there are no options on issue.

In the event of the resignation, redundancy or termination of employment of an option holder, the options issued under the Staff Share Option Plan lapse immediately, unless the Directors, at their absolute discretion, determine otherwise.

Options granted as remuneration

There are no grants of options affecting remuneration in this or future reporting periods. The Staff Share Option Plan is described in note 36.

Shares provided on exercise of remuneration options

During the year, no ordinary shares in the Company were issued as a result of the exercise of remuneration options to the directors or other key management personnel of Adacel Technologies Limited.

Equity instrument disclosures relating to key management personnel

Option holdings

There were no options over ordinary shares in the Company held during the financial year by any of the directors of Adacel Technologies Limited nor other key management personnel of the Company, including their personally related parties during this financial year.

Share holdings

The numbers of ordinary shares in the Company held during the financial year by each Director of Adacel Technologies Limited and other key management personnel of the Company, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

2014 Name	Balance at the start of the year	Granted during the year as remune-ration	Received during the year on the exercise of options	Acquisitions during the year	Disposals during the year	Began as a KMP during the year	Balance at the end of the year
Directors of Adacel Technologies limited							
Julian Beale	1,816,867	-	-	-	-	-	1,816,867
Kevin Courtney	-	-	-	-	-	-	-
Silvio Salom	14,496,659	-	-	-	-	-	14,496,659
David Smith	9,560,558	-	-	-	-	-	9,560,558
Peter Landos	-	-	-	-	-	-	-
Other key management personnel of the group							
Sophie Karzis	-	-	-	-	-	-	-
Seth Brown	-	-	-	-	-	-	-
Gary Pearson	-	-	-	-	-	-	-
Jeff Tyrcha	-	-	-	-	-	-	-
Brian Hennessey	-	-	-	-	-	545,764	545,764

Comparative figures for 2013 are shown in the table on the next page.

2013 Name	Balance at the start of the year	Granted during the year as remune-ration	Received during the year on the exercise of options	Acquisitions during the year	Disposals during the year	Began as a KMP during the year	Balance at the end of the year
Directors of Adacel Technologies limited							
Julian Beale	1,816,867	-	-	-	-	-	1,816,867
Kevin Courtney	-	-	-	-	-	-	-
Silvio Salom	14,496,659	-	-	-	-	-	14,496,659
David Smith	9,560,558	-	-	-	-	-	9,560,558
Peter Landos	-	-	-	-	-	-	-
Other key management personnel of the group							
Sophie Karzis	-	-	-	-	-	-	-
Seth Brown	-	-	-	-	-	-	-
Gary Pearson	-	-	-	-	-	-	-
Jeff Tyrcha	-	-	-	-	-	-	-

Other transactions with directors and executives

During the financial year, no transactions were entered into between Adacel Technologies Limited or any of its subsidiaries and any director of Adacel Technologies Limited or any of the specified executives of the consolidated entity, including their personally-related entities. At 30 June 2014, there are no payable or receivable balances outstanding relating to other transactions.

E. Additional information.

Details of remuneration: cash bonuses and options

For each cash bonus and grant of options included in the above tables, the percentage of the available bonus opportunity or grant that was paid, or that vested, in the financial year, and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below. No part of the bonuses are payable in future years. Options are considered vested if they have met both time and market conditions and are therefore exercisable. The options vest over the period determined at the time of issue, provided all conditions are met. No options will vest if the conditions are not satisfied, hence the minimum value of the option yet to vest is nil. The maximum value of the options yet to vest has been determined by reference to the exercise price of the options.

	Cash bonus		Options					
Name	Paid %	Forfeited %	Year granted	Vested %	Forfeited %	Financial years in which options may vest	Minimum total value of grant yet to vest $	Maximum total value of grant yet to vest $
Seth Brown	0%	100%	-	-	-	-	-	-
Gary Pearson	0%	100%	-	-	-	-	-	-
Jeff Tyrcha	0%	100%	-	-	-	-	-	-

NB: The 2014 Contractual Bonuses amounted to $Nil. Bonuses paid as shown in Part B of the remuneration report are minor differences to prior year accruals due to exchange differences and other discretionary Bonus payments.

LOANS TO DIRECTORS AND KEY MANAGEMENT PERSONNEL

During the financial year, no loans were made, guaranteed or secured by Adacel Technologies Limited or any of its subsidiaries to any Director of Adacel Technologies Limited or any of the specified executives of the Group, including their personally related entities. No loans remain outstanding as at 30 June 2014 (2013: nil).

SHARE OPTIONS GRANTED TO DIRECTORS AND THE MOST HIGHLY REMUNERATED OFFICERS

No options have been granted over unissued ordinary shares in Adacel Technologies Limited during or since the end of the year to any Directors, any of the most highly remunerated officers of the consolidated entity, or the Company Secretary of the Company as part of their remuneration.

SHARES UNDER OPTION

There are no unissued ordinary shares in Adacel Technologies Limited under option as at the date of this report.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

During the year ended 30 June 2014, there were no ordinary shares of Adacel Technologies Limited issued on the exercise of options granted. No shares have been issued since 30 June 2014 and up to the date of this report.

INSURANCE OF DIRECTORS AND OFFICERS

During the year the Company paid a premium for a Directors and Officers Liability Insurance Policy. This policy covers Directors and Officers of the Company and the consolidated entity. In accordance with normal commercial practices under the terms of the insurance contracts, the nature of the liabilities insured against and the amount of the premiums are confidential.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has made any application under section 237 of the *Corporations Act 2001.*

NON-AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the consolidated entity are important.

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

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

- all non-audit services have been reviewed by the Audit Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

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

	Consolidated	
	2014	2013
Other assurance services	**$**	$
Assurance, consulting, and due diligence services		
Related practices of PricewaterhouseCoopers Australian firm	**15,256**	14,552
Total remuneration for other assurance services	**15,256**	14,552
Taxation services		
Tax compliance services, including review of company income tax returns and international tax consulting		
PricewaterhouseCoopers Australian firm	**4,000**	18,300
Related practices of PricewaterhouseCoopers Australian firm	**40,200**	22,313
Total remuneration for taxation services	**44,200**	40,613

AUDITORS' INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 13.

ROUNDING

The amounts contained in this report and in the financial report have been rounded off to the nearest thousand dollars, or in some cases to the nearest dollar, under the option available to the company under Australian Securities & Investment Commission Class Order 98/0100. The Company is an entity to which the Class Order applies.

AUDITOR

PricewaterhouseCoopers continues in office in accordance with section 327 of the *Corporations Act 2001*.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Adacel Technologies Limited support and have adhered to the principles of corporate governance. The Company's corporate governance statement is available on the company's website as indicated on page 55.

Signed in accordance with a resolution of the Directors.

Peter Landos	David Smith
Chairman	Director

Melbourne, 24th September 2014

pwc

Auditors' Independence Declaration

As lead auditor for the audit of Adacel Technologies Limited for the year ended 30 June 2014, I declare that to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Adacel Technologies Limited and the entities it controlled during the period.

Barlow

Andrew Barlow
Partner
PricewaterhouseCoopers

Melbourne
24 September 2014

Pricewaterhouse Coopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

Adacel Technologies Limited

ABN 15 079 672 281

Annual financial report – 30 June 2014

Contents

This financial report is for the consolidated entity consisting of Adacel Technologies Limited and its subsidiaries. The financial report is presented in the Australian currency.

Adacel Technologies Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Adacel Technologies Limited
Suite 1, 342 South Road
Hampton East VIC 3188

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations in the directors' report on pages 1 to 3, which does not form part of this financial report.

The financial report was authorised for issue by the directors on 24 September 2014. The Company has the power to amend and reissue the financial report.

Through the use of the Internet, we have ensured that our corporate reporting is timely, complete, and available globally at minimum cost to the Company. All press releases, financial reports and other information are available at our Shareholders' Centre on our website: www.adacel.com.

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2014

	Notes	Consolidated	
		2014	2013
		$'000	$'000
Revenue from continuing operations			
Sale of goods and services	5	**33,113**	31,258
Other revenue	5	**16**	37
Other income	6	**820**	1,336
Expenses			
Materials and consumables		**(2,186)**	(3,337)
Labour expense		**(23,525)**	(21,136)
Net foreign exchange gain/(loss)	7	**169**	(442)
Depreciation and amortisation expense	7	**(467)**	(498)
Finance costs	7	**(386)**	(503)
Premises rental & maintenance		**(1,220)**	(1,243)
Professional fees		**(1,214)**	(1,178)
Insurance expense		**(536)**	(456)
Communications expense		**(147)**	(132)
Travel and entertainment expense		**(795)**	(704)
Trade shows		**(265)**	(273)
Repairs & maintenance		**(314)**	(223)
Bad & doubtful debts reversed	7	**179**	-
All other expenses		**(1,467)**	(1,570)
Profit before tax		**1,775**	936
Income tax expense	8	**(4,062)**	(126)
(Loss)/profit from continuing operations		**(2,287)**	810
(Loss)/profit for the year		**(2,287)**	810
Other comprehensive (loss)/income			
Exchange differences on translation of foreign operations		**(446)**	1,120
Total other comprehensive (loss)/income		**(446)**	1,120
Total comprehensive (loss)/income for the year		**(2,733)**	1,930
(Loss)/profit for the year is attributable to:			
Owners of Adacel Technologies Limited		**(2,287)**	810
Total comprehensive (loss)/income for the year is attributable to:			
Owners of Adacel Technologies Limited		**(2,733)**	1,930

Earnings/(loss) per share for profit/(loss) attributable to the ordinary equity holders of the Company:		**Cents**	Cents
Basic (loss)/earnings per share	35	**(2.9)**	1.0
Diluted (loss)/earnings per share	35	**(2.9)**	1.0

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

BALANCE SHEET
As at 30 June 2014

	Notes	Consolidated 2014 $'000	2013 $'000
Current assets			
Cash and cash equivalents	9	**2,189**	6,127
Trade and other receivables	10	**10,766**	5,902
Current tax receivable		**325**	4
Accrued revenue	10	**2,225**	4,300
Inventories	11	**362**	411
Other financial assets	12, 13	**377**	504
Total current assets		**16,244**	17,248
Non-current assets			
Plant and equipment	15	**1,992**	610
Intangible assets	16	**1,337**	1,431
Other financial assets	14	**20**	20
Deferred tax asset	17	**-**	4,003
Total non-current assets		**3,349**	6,064
Total assets		**19,593**	23,312
Current liabilities			
Borrowings	20	**5**	4
Trade and other payables	18	**5,264**	4,281
Advance payments from customers		**2,145**	1,967
Current tax liabilities		**362**	626
Provisions	19	**638**	883
Other current liabilities	20	**592**	666
Total current liabilities		**9,006**	8,427
Non-current liabilities			
Borrowings	20	**1**	5
Other non-current liabilities	20	**1,809**	3,344
Provisions	19	**12**	5
Total non-current liabilities		**1,822**	3,354
Total liabilities		**10,828**	11,781
Net assets		**8,765**	11,531
Equity			
Contributed equity	23	**75,345**	75,378
Reserves	24	**(2,255)**	(1,809)
Accumulated losses	24	**(64,325)**	(62,038)
Total equity		**8,765**	11,531

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

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2014

	Notes	Contributed Equity $'000	Reserves $'000	Retained Earnings $'000	Total Equity $'000
		Attributable to the owners of Adacel Technologies Limited			
Balance at 1 July 2012		**75,718**	**(2,925)**	**(61,653)**	**11,140**
Profit for the year		-	-	810	**810**
Exchange differences on translation of foreign operations	24	-	1,120	-	**1,120**
Total comprehensive income for the year		**-**	**1,120**	**810**	**1,930**
Transactions with owners in their capacity as owners:					
Share buyback equity reductions		(339)	-	-	**(339)**
Costs associated with share buyback		(1)	-	-	**(1)**
Dividends provided for or paid		-	-	(1,199)	**(1,199)**
Value of options that have lapsed during the current period	24	-	(4)	4	**-**
		(340)	**(4)**	**(1,195)**	**(1,539)**
Balance at 30 June 2013		**75,378**	**(1,809)**	**(62,038)**	**11,531**

	Notes	Contributed Equity $'000	Reserves $'000	Retained Earnings $'000	Total Equity $'000
Balance at 1 July 2013		**75,378**	**(1,809)**	**(62,038)**	**11,531**
Loss for the year		-	-	(2,287)	**(2,287)**
Exchange differences on translation of foreign operations	24	-	(446)	-	**(446)**
Total comprehensive loss for the year		**-**	**(446)**	**(2,287)**	**(2,733)**
Transactions with owners in their capacity as owners:					
Share buyback equity reductions		(33)	-	-	**(33)**
		(33)	**-**	**-**	**(33)**
Balance at 30 June 2014		**75,345**	**(2,255)**	**(64,325)**	**8,765**

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

STATEMENT OF CASH FLOWS
For the year ended 30 June 2014

	Notes	Consolidated 2014 $'000	2013 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		**29,881**	33,915
Payments to suppliers and employees (inclusive of GST)		**(32,088)**	(29,219)
Payments for research and development expenditure (inclusive of GST)		**(959)**	(841)
Refund/(payment) of security deposits		**128**	(260)
		(3,038)	3,595
Interest received	5	**16**	37
Income tax paid		**(310)**	(135)
Tax credits refunded		**860**	821
Finance costs		**(4)**	(2)
Net cash inflow from operating activities	33	**(2,476)**	4,316
Cash flows from investing activities			
Payments for plant and equipment		**(814)**	(115)
Payments for intellectual property		**-**	(1,551)
Proceeds from sale of plant and equipment		**6**	-
Net cash outflow from investing activities		**(808)**	(1,666)
Cash flows from financing activities			
Dividend paid		**-**	(1,199)
Proceeds of borrowing		**-**	13
Repayment of borrowing		**(3)**	(4)
Repayment of TPC loan		**(616)**	(766)
Shares repurchased through on market buy-back	23	**(33)**	(339)
Share buy-back costs	23	**-**	(1)
Net cash outflow from financing activities		**(652)**	(2,296)
Net increase in cash and cash equivalents		**(3,936)**	354
Cash and cash equivalents at the beginning of the financial year	9	**6,127**	5,745
Effects of exchange rate changes on cash and cash equivalents		**(2)**	28
Cash and cash equivalents at the end of the financial year	9	**2,189**	6,127

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

Contents of the notes to the financial statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

Compliance with IFRS

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

Early adoption of standards

Adacel Technologies Limited does not intend to adopt any new standards prior to the due date.

Going concern basis of preparation

This general purpose financial report has been prepared on a going concern basis following the directors' consideration of the operating plans and budgets for the period of 12 months from the date of signing the financial statements, and the financing facility discussed in note 21.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss.

Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

(b) Principles of consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Adacel Technologies Limited ("Company", "parent entity") as at 30 June 2014 and the results of all subsidiaries for the year then ended. Adacel Technologies Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

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

The acquisition method of accounting is used to account for business combinations by the Group. (See note 1(h)).

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(c) Segment reporting

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Foreign currency translation

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

(ii) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

(iii) Group companies
The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

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

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, duties and taxes paid. Revenue is derived from various products and services which are accounted for differently. The method used is selected on the basis of that which best represents the nature of the contract.

Revenue derived from support activities (including field service support and Simcare maintenance) is recognised on a straight-line basis over the support period. Revenue from monthly time and materials invoicing is accrued monthly based on the actual time and materials incurred.

Revenue from license sales of standard software products is recognised when all the risks and rewards have been transferred to the customer, usually only after the delivery and client acceptance of the products. These products are off-the-shelf and the customer does not have the ability to request specific tailoring.

Revenue from the delivery of products other than those indicated above is generally recognised under the percentage of completion method, based on the actual labour costs incurred to date compared to the total expected labour costs. Such contracts meet the criteria of a construction contract as defined by AASB 111 Construction Contracts. These deliveries generally have different footprints and the customer can request a significant amount of tailoring.

Where the outcome of a contract cannot be estimated reliably, and where it is probable that the costs will be recovered, revenue is recognised to the extent of costs incurred. Losses on contracts are recognised in full when identified.

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

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

In cases where the revenue stream does not fall within any of the situations described above, management will carefully assess what would be the most appropriate way to recognise the revenue based on the existing accounting rules at the time.

(f) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit and loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and credited to the profit and loss on a straight-line basis over the expected lives of the related assets.

Government grants received which contain a repayment clause are treated as a liability and discounted using the implicit effective interest rate in the grant contract and remeasured at each balance date. The unwind of the discounting is included within finance expense, and the remeasurement included within other expenses.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

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

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

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

(h) Business combinations
The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

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

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

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

(i) Impairment of assets
Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Other assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Cash and cash equivalents
For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as part of current liabilities on the balance sheet.

(k) Trade receivables and accrued revenue
(i) Trade receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables payment terms are generally contained within the contract documents for each project and can vary from between 30 – 120 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts, which are known to be uncollectible, are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in profit or loss within other expenses. When a trade receivable for which an impairment allowance had been recognized becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in profit or loss.

(ii) Accrued revenue
Accrued revenue represents revenue that has been recognised, but which has not been invoiced to the customer at balance date.

(l) Security deposits
Security deposits are carried at the amounts paid to suppliers in relation to contract performance or the rental of offices. Security deposits are refundable following successful performance of contractual obligations.

(m) Inventories
Works in progress are stated at the lower of cost and net realisable value.

Costs deferred to work in progress comprise direct materials and direct labour. These costs are charged as expenses when the related revenue is recognised.

(n) Investments and other financial assets
Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting period, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (note 10). Loans and receivables are carried at amortised cost.

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

Adacel does not enter into hedges for specific transactions, however, does utilise forward exchange contracts for currencies that it may deal in. The entity may also enter into contracts with customers where the payment currency is not the functional currency of each company, and therefore giving rise to an embedded derivative. The remeasurement of these derivatives at balance date gives rise to a gain or loss which is recognised immediately.

(p) Fair Value Estimation
The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

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

Details on how the fair value of financial instruments is determined are disclosed in note 2.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Plant and equipment
Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on plant & equipment assets is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Class of Fixed Assets	Depreciation Rate
Leasehold improvements	20% or lease term
Motor vehicles	25%
Furniture, fittings and equipment	10-50%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

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

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

(ii) Intellectual property
Intellectual property is carried at cost and is amortised on a straight-line basis over the periods of the expected benefit. The Board has established a process to review the value of the Company's intellectual property assets, on a timely basis, for recoverable amount assessment purposes. The current IP being amortised has been assessed as having 10 years expected benefit.

(iii) Research and development
Expenditure on research activities, undertaken with the prospect of obtaining new scientific or technical knowledge and understanding, is recognised in profit and loss as an expense when it is incurred.

Expenditure on development activities, being the application of research findings or other knowledge to a plan or design for the production of new or substantially improved products or services before the start of commercial production or use, is capitalised if the product or service is technically and commercially feasible and adequate resources are available to complete development. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in profit and loss as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation.

For the years ending 30 June 2014 and 30 June 2013, no expenditure on development activities has been capitalised.

(s) Trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year, which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(t) Advance payments from customers
Advance payments from customers represent amounts invoiced to customers in excess of the amount of revenue recognised on contracts. Services for these contracts will be rendered and revenue will be recognised in future periods.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Leases
Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases (note 29b). These finance leases are capitalised at inception at the lower of the fair value of the property and the present value of the minimum payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The interest element of the finance cost is charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the group will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases (note 29a). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term (note 5).

(v) Borrowings
Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

(w) Borrowing costs
Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's outstanding borrowings during the year.

(x) Provisions
Provisions for legal claims and service warranties are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

(y) Onerous contracts
A provision for onerous contracts is recognised when the expected benefits to be derived from the contract are less than the unavoidable costs of meeting the obligations under that contract, and only after any impairment losses to assets dedicated to that contract have been recognised. The provision recognised is based on the excess of the estimated cash flows to meet the unavoidable costs under the contract over the estimated cash flows to be received in relation to the contract, having regard to the risks of the activities relating to the contract. The net estimated cash flows are discounted using market yields at balance date on national government guaranteed bonds with terms to maturity and currency that match, as closely as possible, the expected future payments, where the effect of discounting is material.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for accumulating sick leave are recognized when the leave is taken and measured at the rates paid or payable. The liability for annual leave is recognized in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

(ii) Other long-term employee benefit obligations

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

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

(iii) Superannuation

Contributions are made by the consolidated entity to defined contribution employee superannuation funds and are charged as expenses when incurred. Amounts outstanding at balance date are recognised in trade creditors.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Adacel Staff Share Option Plan.

The fair value of options granted under the Adacel Staff Share Option Plan is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted, which includes any market performance conditions but excludes the impact of any service and non-market performance vesting conditions and the impact of any non-vesting conditions.

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

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate. The fair value of the options granted excludes the impact of any non-market vesting conditions.

(v) Bonus plans

The Group recognises a liability where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Termination benefits

Liabilities for termination benefits are recognised when a detailed plan for the terminations has been developed and a valid expectation has been raised in those employees affected that the terminations will be carried out. The liabilities for termination benefits are recognised in other creditors unless the amount or timing of the payments is uncertain, in which case they are recognised as provisions.

Liabilities for termination benefits expected to be settled within 12 months are measured at the amounts expected to be paid when they are settled. Amounts expected to be settled more than 12 months from the reporting date are measured as the estimated cash outflows, discounted using market yields at the reporting date on national government bonds with terms of maturity and currency that match, as closely as possible, the estimated future payments, where the effect of the discounting is material.

(vii) Employee benefit on-costs

Employee benefit on-costs, including payroll tax, are recognised and included in the employee benefit liabilities and costs when the employment to which they relate has occurred.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(aa) Website costs
Costs relating to the Company's website are charged as expenses in the period in which they are incurred unless they relate to the acquisition of an asset, in which case they are capitalised and amortised over the period of expected benefit.

(ab) Contributed equity
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are included in the cost of the acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, e.g. as a result of a share buy-back, those instruments are deducted from the equity and the associated shares are cancelled. No gain or loss is recognized in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognized directly in equity.

(ac) Earnings per share
(i) Basic earnings per share
Basic earnings per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming their conversion.

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

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

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

(ae) Parent entity financial information
The financial information for the parent entity, Adacel Technologies Limited, disclosed in note 37, has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in controlled entities are carried in the Company's financial statements at the lower of cost and recoverable amount.

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

(af) Rounding of amounts
The Company is of a kind referred to in Class order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ag) New accounting standards and interpretations

(i). The following 2 standards have been issued but are not yet effective and have not been early adopted.

AASB 9 Financial Instruments, AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9 and AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) and AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures (effective from 1 January 2018)

This standard addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption. The group will adopt AASB 9 for the accounting period starting on or after 1 January 2015. It is not likely to affect the group's accounting for its financial assets.

IFRS 15 Revenue from contracts with customers

The IASB has issued a new standard for the recognition of revenue. This will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – the notion of control replaces the existing notion of risks and rewards. The standard is not applicable until 1 January 2017 but is available for early adoption.

(ii). The group has adopted the following standards for the first time this year. There has been no significant effect on the amounts or disclosures reported.

AASB 10 Consolidated Financial Statements
AASB 11 Joint Arrangements
AASB 12 Disclosure of Interests in Other Entities
AASB 127 Separate Financial Statements
AASB 128 Investments in Associates and Joint Ventures
AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards
AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments
AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13
Revised AASB 119 Employee Benefits and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) .

There are no other standards that are not yet effective and that are expected to have a material impact.

2. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks; market risks (including currency risk and interest rate risk), credit risk, and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group may use derivative financial instruments such as foreign exchange contracts and interest rate swaps to hedge certain risk exposures. Derivatives are used exclusively for hedging purposes, i.e. not as trading or other speculative instruments. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, and aging analysis for credit risk.

Risk management is carried out by the Group Chief Financial Officer, or equivalent, under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as other specific policy areas such as foreign exchange risk, interest rate risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The consolidated entity holds the following financial instruments:

	Consolidated	
	2014 $'000	2013 $'000
Financial assets		
Cash and cash equivalents	**2,189**	6,127
Trade and other receivables	**8,116**	2,659
Accrued revenue	**2,225**	4,300
Security Deposits with RBC	**377**	517
	12,907	13,603
Financial liabilities		
Trade and other payables	**4,231**	3,110
Finance lease liabilities	**6**	9
Derivative financial instruments	**-**	13
Other liabilities (TPC grant repayment)	**2,401**	4,010
	6,638	7,142

(a) Market risk

(i) Foreign exchange risk

The consolidated entity operates internationally and is exposed to foreign exchange risk arising from currency exposures primarily to the US Dollar, Canadian Dollar and European Euro.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. To minimise the exposure, the Group manages the natural hedges that may exist and may also enter into certain forward exchange contracts.

When significant transactions with external customers or suppliers are conducted in currencies other than the functional currency, forward exchange contracts may be put into place to minimise the risk.

The Group's exposure to foreign currency risk at the reporting date was as follows:

Values are shown in foreign currencies	**30 June 2014**			30 June 2013		
	USD $'000	**CAD $'000**	**EURO E'000**	USD $'000	CAD $'000	EURO E'000
Cash and cash equivalents	**320**	**-**	**-**	1,817	-	-
Trade and other receivables	**1,671**	**-**	**1,041**	907	-	12
Accrued revenues	**-**	**-**	**778**	436	-	995
Other financial assets	**121**	**-**	**-**	240	-	-
Trade and other payables	**(198)**	**-**	**-**	(51)	-	-

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

Sensitivity
Based on the financial instruments held at 30 June 2014, had the Australian dollar strengthened/weakened by 10% against the other currencies, with all other variables held constant, the Group's post tax loss for the year would have been $425,000 higher/$466,000 lower (In 2013, the post tax profit would have been $457,000 lower/$503,000 higher), mainly as a result of foreign exchange gains/losses on the translation of US dollar and Euro denominated financial instruments as detailed in the above table. Aside from the effect upon profit, there would be no further direct impact on equity resulting from this movement.

(ii) Price risk
The consolidated entity is not exposed to equity securities price risks since all investments are impaired and recorded at the impaired values. None of these impaired investments are in publicly traded equity vehicles. The consolidated entity is also not exposed to commodity price risk.

(iii) Cash flow and fair value interest rate risk
The Group's main interest rate risk arises on cash balances held and on its bank facility with the Royal Bank of Canada. Cash at bank and borrowings under the facility are subject to variable interest rates. Excess cash is placed on short-term deposit, which is also subject to interest rate risk. The Group monitors the movements in interest rates, but to date has not deemed it necessary or cost effective to use derivative financial instruments to manage such risk. As at the end of the reporting period, the group had the following deposits and borrowings subject to interest rate variations.

	Consolidated			
	30 June 2014		30 June 2013	
	Weighted average interest rate %	**Balance AUD $'000**	Weighted average interest rate %	Balance AUD $'000
Cash at bank	**0.19**	**2,189**	0.40	6,127
Net exposure to cash flow interest rate risk		**2,189**		6,127

Sensitivity

The Group's main interest rate risk arises from cash equivalents, loans and other receivables with variable interest rates. However, the impact of any anticipated movements in interest rates would not have a material impact on the results of the Group.

(b) Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables.

The Group has a significant concentration of risk due to having significant accounts receivable with US government or related entities, however, due to the nature of this customer base, there is no significant exposure to credit risk.

For banks and financial institutions each entity deals exclusively with a single bank with whom they have built up a long-standing relationship.

For derivative financial instruments, the Group has access to a facility with the Royal Bank of Canada, which is reviewed on a regular basis to ensure that it is appropriate to the current requirements. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Due to much of the business being project driven, the Chief Financial Officer, North America, or equivalent, aims to maintain flexibility in funding by keeping committed credit lines available with the Royal Bank of Canada. Surplus funds are generally only invested in short-term bank deposits to enable ready access to the funds as required.

Financing arrangements
The consolidated entity had access to undrawn borrowing facilities at the reporting date as disclosed in note 21.

Maturities of financial instruments
The tables below analyse the consolidated entity's financial liabilities, net and gross settled derivative financial instruments into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Group – At 30 June 2014	**Less than 1 year $'000**	**Between 1 and 2 years $'000**	**Between 2 and 5 years $'000**	**Greater than 5 years $'000**	**Total contractual cash flows $'000**	**Carrying Amount (assets)/liabilities $'000**
Trade and other payables	**4,231**	**-**	**-**	**-**	**4,231**	**4,231**
Finance lease liabilities	**5**	**1**	**-**	**-**	**6**	**6**
Other Liabilities	**592**	**608**	**1,824**	**608**	**3,632**	**2,401**
Total	**4,828**	**609**	**1,824**	**608**	**7,869**	**6,638**

Group – At 30 June 2013	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Greater than 5 years $'000	Total contractual cash flows $'000	Carrying Amount (assets)/liabilities $'000
Trade and other payables	3,110	-	-	-	3,110	3,110
Finance lease liabilities	4	5	-	-	9	9
Derivative financial instruments	13				13	13
Other Liabilities	666	736	2,780	1,586	5,768	4,010
Total	3,793	741	2,780	1,586	8,900	7,142

The book value of the liabilities above approximates fair value.

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value measurements

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

AASB 7 *Financial Instruments: Disclosures* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
(b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2),and
(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The following tables present the consolidated entity's assets and liabilities measured and recognised at fair value at 30 June 2014 and 30 June 2013.

Consolidated Entity – at 30 June 2014	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
Liabilities				
Derivative financial instruments	**-**	**-**	**-**	**-**
Total Assets	**-**	**-**	**-**	**-**

Consolidated Entity – at 30 June 2013	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Liabilities				
Derivative financial instruments	-	13	-	13
Total Assets	-	13	-	13

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period. The fair value of forward exchange contracts is determined using forward exchange market rates at the end of the reporting period. Embedded Derivatives relate to revenue contracts that are denominated in foreign currencies. Fair value is established by reference to forward exchange rates quoted by specialist departments from financial institutions.

3. CRITICAL ACCOUNTING ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Contract revenue recognised at balance date
The Group reviews all contracts work in progress at the balance date to determine the percentage value of completion. Costs and revenues are brought to account based on the outcomes of the review, in accordance with the accounting policy stated in note 1(e). The judgements can only be finally confirmed at the point of completion of the contract and final delivery to the customer. This may result in differences between the revenue recognised at balance date and the amounts that are subsequently determined to be applicable. Any such differences are brought to account at the next contract review cycle.

Income taxes
The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group estimates its tax liabilities based on the group's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Group recognises deferred tax assets relating to carried forward tax losses and tax credits to the extent that it is probable that there will be future taxable profits in the jurisdiction to which those losses relate. Given that Adacel Inc has a recent history of tax losses in Canada, the previously recognised deferred tax assets related to unused tax credits has been written down in the current year. The directors anticipate that taxable profits will be available in the future against which those losses can be utilised. However, the risk associated with those profits is such that the directors have judged there is not sufficient convincing evidence to support the recognition of a deferred tax asset in accordance with the requirements of the accounting standards at this stage.

Grant repayment liabilities
The Group has received grants that require repayment up to a capped amount through a royalty payable on specific revenue streams. The estimate of the liability payable at each balance sheet date is based on forecasts for these future revenue streams and represents management's best estimate of the discounted liability at that date. Subsequent changes in business performance may result in variations to these revenue forecasts with a consequent change in the grant repayment liability. Any change in the expected liability is recognised in the profit and loss in the period in which the estimate of future revenues is changed.

4. SEGMENT INFORMATION

(a) Description of segments
Management has determined the operating segments based on the reports reviewed by the Board that are used to make strategic decisions. The consolidated entity is organised into three areas:

North America - Servicing the US and Canada as well as global markets in air traffic control simulation and air traffic management software and services.
Australia - Servicing the Australian domestic market for simulation and software development services.
Corporate Office - Servicing the Corporate functions of the company (based in Australia).

(b) Notes to and forming part of the segment information
(i) Accounting policies
Segment information is prepared in conformity with the accounting policies of the entity as disclosed in note 1 and the accounting standard AASB 8 Segment Reporting. Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. Segment assets include all assets used by a segment and consist primarily of operating cash, receivables, accrued revenues, inventories, other plant and equipment and intangible assets net of related provisions. Segment liabilities consist primarily of trade and other creditors, advanced payments from customers, employee benefits and other provisions.

(ii) Inter-segment transfers
Segment revenues, expenses and results include transfers between segments. Such transfers are priced on an "arm's length" basis and are eliminated on consolidation.

(iii) Significant Customers
Revenues of approximately 66% of total sales have been derived from 3 external customers, all individually having greater than 10% of total sales. These customers are all in the North American Segment, and the amount of revenues earned from them during the 2014 financial year amounted to $9.1 million, $6.6 million and $6.2 million respectively. In 2013, there was 62% from 3 customers, individually amounting to $8.7 million, $5.9 million and $5.8 million respectively.

4. SEGMENT INFORMATION (CONTINUED)

(c) Segment Information for the year ended 30 June 2014	Notes	Australia		North America		Corporate Office		Intersegment Eliminations		Total	
		2014 $'000	2013 $'000	**2014 $'000**	2013 $'000	**2014 $'000**	2013 $'000	**2014 $'000**	2013 $'000	**2014 $'000**	2013 $'000
Sales to external customers		**809**	268	**32,304**	30,990	**-**	-	**-**	-	**33,113**	31,258
Intersegment sales		**330**	241	**91**	41	**370**	362	**(791)**	(644)	**-**	-
Total sales revenue	5	**1,139**	509	**32,395**	31,031	**370**	362	**(791)**	(644)	**33,113**	31,258
Other revenue/income	5,6	**-**	-	**1,018**	1,360	**4**	2,582	**(17)**	(2,569)	**1,005**	1,373
Total segment revenue/income		**1,139**	509	**33,413**	32,391	**374**	2,944	**(808)**	(3,213)	**34,118**	32,631
Segment result		**263**	(100)	**1,064**	1,694	**370**	2,902	**1,381**	(2,005)	**3,078**	2,491
Corporate office costs		**-**	-	**-**	-	**(917)**	(1,052)	**-**	-	**(917)**	(1,052)
Management fees		**(75)**	(82)	**(289)**	(280)	**-**	-	**364**	362	**-**	-
Finance costs		**-**	-	**(385)**	(501)	**(1)**	(2)	**-**	-	**(386)**	(503)
Profit/(loss) before income tax		**188**	(182)	**390**	913	**(548)**	1,848	**1,745**	(1,643)	**1,775**	936
Income tax (expense)										**(4,062)**	(126)
Profit/(loss) after income tax										**(2,287)**	810
Segment assets		**636**	6	**28,523**	32,253	**32,378**	30,870	**(41,944)**	(39,817)	**19,593**	23,312
Unallocated assets										**-**	-
Total assets										**19,593**	23,312
Segment liabilities		**22,269**	21,827	**12,875**	10,712	**3,216**	1,127	**(27,532)**	(21,885)	**10,828**	11,781
Unallocated liabilities										**-**	-
Total liabilities										**10,828**	11,781
Acquisitions of plant and equipment		**-**	-	**1,733**	100	**7**	15	**-**	-	**1,740**	115
Depreciation and amortization expense	7	**-**	-	**467**	923	**-**	15	**-**	(440)	**467**	498
Reversal of Impairment of receivables		**-**	-	**(179)**	-	**-**	-	**-**	-	**(179)**	-

5. REVENUE FROM CONTINUING OPERATIONS

	Consolidated 2014 $'000	2013 $'000
Sales revenue		
Sale of services and systems	**33,113**	31,258
	33,113	31,258
Other revenue		
Interest	**16**	37
	16	37
	33,129	31,295

6. OTHER INCOME

	Consolidated 2014 $'000	2013 $'000
Quebec Rent and R&D Credits	**820**	1,336
	820	1,336

The Group refunded $21,000 (2013 : Received $488,000) from the Quebec government as Rent Credits and $841,000 (2013 : $847,000) as R&D Tax Credits. The Group did not benefit directly from any other forms of government assistance.

7. EXPENSES

	Consolidated 2014 $'000	2013 $'000
Profit/(loss) before income tax includes the following specific expenses:		
Depreciation/amortisation of property, plant & equipment		
Leasehold improvements	**32**	22
Furniture, fittings and equipment	**279**	366
Motor vehicles	**-**	4
Total depreciation	**311**	392
Amortisation of Intangibles	**156**	106
Interest and finance charges paid/payable	**386**	503
Rental expense relating to operating leases	**1,205**	1,312
Net foreign exchange (gain)/losses	**(169)**	442
Defined contribution superannuation expense	**845**	721
Research and development (inclusive of labour)	**959**	841
Bad and doubtful debts – trade debtors (recovered)	**(179)**	-
Restructuring (Redundancy Expenses)	**842**	-
Release of TPC Liability	**(1,381)**	(182)

8. INCOME TAX

	Consolidated	
	2014 $'000	2013 $'000
(a) Numerical reconciliation of income tax expense/(benefit) to prima facie tax payable		
Profit from continuing operations before income tax expense	**1,775**	936
Income tax calculated at applicable tax rates*	**572**	429
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Canadian Federal and Provincial income tax credits	**(751)**	(833)
Other items (net)	**14**	(41)
Utilisation of previously unbooked temporary differences	**(430)**	-
Current year temporary differences not brought to account	**-**	322
Current year tax losses and tax credits not brought to account	**722**	387
Reversal of previously booked tax losses and tax credits	**3,861**	-
Income tax over provided in prior years	**(10)**	(269)
Withholding tax on overseas remittances	**84**	135
Other items (benefit)	**-**	(4)
Income tax expense	**4,062**	126

(b) Income tax expense

	2014	2013
Current tax	**211**	395
Deferred Tax	**3861**	(269)
Adjustments for current tax of prior periods	**(10)**	-
	4,062	126

Income tax expense is wholly attributable to continuing operations

(c) Estimated Unused Tax losses and Tax credits

	2014	2013
Unused tax losses and tax credits for which no deferred tax asset has been recognised	**79,919**	59,886
Potential tax benefit at applicable tax rates*	**22,827**	17,996

(d) Estimated Unrecognised temporary differences

	2014	2013
Temporary differences for which no deferred tax asset/(liability) has been recognised	**3,884**	593
Potential tax benefit at applicable tax rates*	**1,078**	178

* Tax rates applicable are
Australia: 30%
Canada: 27%
USA : 37%

Canadian Federal and Provincial tax credits expire at least 10 years from the balance sheet date. Income tax losses do not have expiry dates.

Adacel Systems Inc has undistributed earnings, which, if paid out as dividends, would be unfranked and therefore subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from this subsidiary and is not expected to distribute these profits in the foreseeable future.

9. CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	Consolidated	
	2014	2013
	$'000	$'000
Current		
Cash at bank and in hand	**2,189**	6,127
	2,189	6,127

(a) Reconciliation to cash at the end of the year
The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	**2,189**	6,127
Balances per statement of cash flows	**2,189**	6,127

(b) Cash at bank and in hand
Cash at bank is interest bearing at rates of 0.0% to 1.76% (2013 : 0.0% to 2.23%). Cash at bank is at call.

(c) Interest rate risk exposure
The Group's and the parent entity's exposure to interest rate risk is discussed in note 2.

10. CURRENT ASSETS – TRADE, OTHER RECEIVABLES, ACCRUED REVENUE

	Consolidated	
	2014	2013
	$'000	$'000
Trade receivables	**8,202**	2,916
Provision for impairment of receivables	**(101)**	(279)
	8,101	2,637
Sundry debtors	**2,087**	2,791
Security deposits	**15**	22
Prepayments	**563**	452
	10,766	5,902
Accrued revenue	**2,490**	4,570
Provision for impairment of accrued revenue	**(265)**	(270)
	2,225	4,300

(a) Impaired trade receivables & accrued revenue

As at 30 June 2014, current trade receivables with a nominal value of $101,000 (2013 : $279,000) were impaired. The amount of the provision was $101,000 (2013 : $279,000). As at 30 June 2014, accrued revenue with a nominal value of $265,000 (2013 : $270,000) was impaired. The amount of the provision was $265,000 (2013 : $270,000). The individually impaired amounts relate to one contract where receipts are expected over a number of years.

The age of these receivables and accrued revenue is as follows:	Consolidated	
	2014	2013
	$'000	$'000
1 to 3 months	**-**	-
3 to 6 months	**-**	65
Over 6 months	**366**	484
	366	549

Movements in the provision for impairment of receivables are as follows	Consolidated	
	2014	2013
	$'000	$'000
Opening Balance	**(549)**	(500)
Provision for impairment recognised during the year	**-**	-
Provision for impairment reversed during the year	**179**	-
Foreign exchange impact	**4**	(49)
Closing Balance	**(366)**	(549)

10. CURRENT ASSETS – TRADE & OTHER RECEIVABLES & ACCRUED REVENUE (CONTINUED)

(b) Past due but not impaired

As of 30 June 2014, trade receivables of $1,538,000 (2013 : $646,000) were past due but not impaired. A large proportion of our customer base relates to US government organisations where there has been no history of default and payment is expected to be received in full.

	Consolidated	
	2014	2013
	$'000	$'000
Up to 3 months	**218**	333
3 to 6 months	**877**	313
Over 6 months	**443**	-
	1,538	646

The other classes within trade and other receivables do not contain impaired assets and are not past due. Based on the credit history of these other classes, it is expected that these amounts will be received when due. The Group does not hold any collateral in relation to these receivables.

(c) Foreign exchange and interest rate risk

Information about the Group's and the parent entity's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in note 2.

(d) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to note 2 for more information on the risk management policy of the Group and the credit quality of the entity's trade receivables.

11. CURRENT ASSETS – INVENTORIES

	Consolidated	
	2014	2013
	$'000	$'000
Current		
Work-in-progress on contracts – at cost	**362**	411

12. DERIVATIVE FINANCIAL INSTRUMENTS

(a) Instruments used by the Group

Forward exchange contracts
The functional currency for the North American operations is either Canadian Dollars or US Dollars. Virtually all of the business expenses are incurred in US or Canadian Dollars by these business units in Canada and USA. Due to the nature of these compensating businesses and the interaction in business activities, foreign currency hedges are not utilised for customer contracts denominated in either Canadian or US Dollars, however the Company does enter into forward exchange contracts for other currencies.

(b) Risk exposures

Information about the Group's and the parent entity's exposure to credit risk, foreign exchange and interest rate risk is provided in note 2.

13. CURRENT ASSETS - OTHER FINANCIAL ASSETS

	Consolidated 2014 $'000	Consolidated 2013 $'000
Forward exchange contracts (Refer note 12(a))	**-**	(13)
Restricted Deposits with Royal Bank of Canada(a)	**377**	517
	377	504

(a) Restricted deposits

The entity will occasionally deposit cash to RBC as security for rental premises or performance contracts. These deposits are restricted for use.

14. NON-CURRENT ASSETS - OTHER FINANCIAL ASSETS

	Consolidated 2014 $'000	Consolidated 2013 $'000
Security Deposit – Orlando Offices	**20**	20

15. NON-CURRENT ASSETS - PLANT AND EQUIPMENT

	Furniture, fittings & equipment $'000	Motor vehicles $'000	Leasehold improvements $'000	Total $'000
At 30 June 2012				
Cost	4,796	13	229	5,038
Accumulated depreciation/amortisation	(4,055)	(9)	(139)	(4,203)
Net book amount	741	4	90	835
Year ended 30 June 2013				
Opening net book value	741	4	90	835
Additions	96	-	19	115
Disposals	-	-	-	-
Depreciation/amortisation expense	(366)	(4)	(22)	(392)
Exchange differences	42	-	10	52
Closing net book amount	513	-	97	610
At 30 June 2013				
Cost	5,188	14	270	5,472
Accumulated depreciation/amortisation	(4,675)	(14)	(173)	(4,862)
Net book amount	513	-	97	610
Year ended 30 June 2014				
Opening net book value	513	-	97	610
Additions	559	-	1,181	1,740
Depreciation/amortisation expense	(279)	-	(32)	(311)
Exchange differences	(20)	-	(27)	(47)
Closing net book amount	773	-	1,219	1,992
At 30 June 2014				
Cost	5,625	-	1,274	6,899
Accumulated depreciation/amortisation	(4,852)	-	(55)	(4,907)
Net book amount	773	-	1,219	1,992

16. NON-CURRENT ASSETS – INTANGIBLE ASSETS

	Core intellectual property $'000	Purchased intellectual property $'000	Total intellectual property $'000	Goodwill $'000	Total $'000
At 30 June 2012					
Cost	15,209	869	16,078	2,412	18,490)
Accumulated amortisation	(15,209)	(869)	(16,078)	(2,412)	(18,490)
Net book amount	-	-	-	-	-
Year ended 30 June 2013					
Opening net book value	-	-	-	-	-
Acquisitions	1551	-	1551	-	1551
Amortisation expense	(106)	-	(106)	-	(106)
Exchange differences	(14)	-	(14)	-	(14)
Closing net book amount	1,431	-	1,431	-	1,431
At 30 June 2013					
Cost	16,926	869	17,795	2,475	20,270
Accumulated amortisation	(15,495)	(869)	(16,364)	(2,475)	(18,839)
Net book amount	1,431	-	1,431	-	1,431
Year ended 30 June 2014					
Opening net book value	1,431	-	1,431	-	1,431
Acquisitions	-	106	106	-	106
Amortisation expense	(156)	-	(156)	-	(156)
Exchange differences	(44)	-	(44)	-	(44)
Closing net book amount	1,231	106	1,337	-	1,337
At 30 June 2014					
Cost	16,853	975	17,828	2,475	20,303
Accumulated amortisation	(15,622)	(869)	(16,491)	(2,475)	(18,966)
Net book amount	1,231	106	1,337	-	1,337

17. NON-CURRENT ASSETS – DEFERRED TAX ASSETS

	Consolidated	
	2014 $'000	2013 $'000
The balance comprises temporary differences attributable to:		
Tax losses and unused tax credits	**-**	4,003
Total deferred tax assets	**-**	4,003
Deferred tax assets to be recovered within 12 months	**-**	1,295
Deferred tax assets to be recovered after more than 12 months	**-**	2,708
Total deferred tax assets	**-**	4,003
Movement reconciliation		
Opening balance	**4,003**	3,714
(Charged)/credited to tax expense	**(3,861)**	-
(Charged)/credited to foreign currency translation reserve	**(142)**	289
Closing balance	**-**	4,003

18. CURRENT LIABILITIES – TRADE AND OTHER PAYABLES

	Consolidated 2014 $'000	Consolidated 2013 $'000
Trade payables	**2,368**	1,581
Accrued expenses	**1,863**	1,529
Annual leave payable (a)	**1,033**	1,171
	5,264	4,281

(a) Amounts not expected to be settled within the next 12 months

The entire obligation for Annual leave payable is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave within the next 12 months. The following amounts reflect leave that is not expected to be taken within the next 12 months

	Consolidated 2014 $'000	Consolidated 2013 $'000
Annual leave obligation expected to be settled after 12 months	**195**	213

(b) Risk exposure

Information about the Group's and the parent entity's exposure to foreign exchange risk is provided in note 2.

19. LIABILITIES – PROVISIONS

	Consolidated 2014 $'000	Consolidated 2013 $'000
Current		
Employee benefits – Long service leave (c),(b)	**159**	154
Service and contract performance warranties (a),(b)	**479**	729
	638	883
Non-Current		
Employee benefits – Long service leave (c),(b)	**12**	5
	12	5

(a) Service and contract performance warranties

Provision is made for the estimated warranty claims in respect of contracts delivered which are still under warranty at balance date. These claims are expected to be settled in the next financial year. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims could differ from historical amounts.

(b) Movements in provisions

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

	Warranty $'000	L.S.L. $'000
Carrying amount at the beginning of the year	729	159
Charged/(credited) to the profit and loss		
-additional provisions recognised	42	18
-Amounts used during the period	(268)	(6)
Foreign exchange impact	(24)	-
Carrying amount at the end of the year	479	171

(c) Amounts not expected to be settled within the next 12 months

The current provision for long service leave includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued long service leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

	Consolidated 2014 $'000	Consolidated 2013 $'000
Long service leave obligation expected to be settled after 12 months	**164**	150

20. OTHER LIABILITIES

	Consolidated 2014 $'000	Consolidated 2013 $'000
Current		
TPC grants repayments (a)	**592**	666
Finance lease liability (note 29)	**5**	4
	597	670
Non-Current		
TPC grants repayments (a)	**1,809**	3,344
Finance lease liability (note 29)	**1**	5
	1,810	3,349

(a) TPC Grants Repayments

Adacel received Grants from the Canadian Government during the period 2004 to 2008. The terms of the agreements obliged the Company to pay to the government future royalties based on a percentage of the Company's future revenue. The repayment liabilities have been calculated using a discounted cash flow analysis.

21. FINANCING ARRANGEMENTS

	Consolidated 2014 $'000	Consolidated 2013 $'000
Bank facilities available		
Overdraft	**4,972**	5,155
Guarantees	**9,943**	5,413
Forward exchange contracts	**746**	1,547
Credit card	**126**	130
	15,787	12,245
Bank facilities used at balance date		
Overdraft	**-**	-
Guarantees	**1,337**	1,044
Forward exchange contracts	**-**	83
Credit card	**29**	4
	1,366	1,131
Bank facilities unused at balance date		
Overdraft	**4,972**	5,155
Guarantees	**8,606**	4,369
Forward exchange contracts	**746**	1,464
Credit card	**97**	126
	14,421	11,114

The Royal Bank of Canada has provided the Company an Overdraft and Guarantee facility for up to $15,000,000 Canadian Dollars (AUD $14.9 million). The facility is governed by pre-agreed covenants with the bank and is repayable on demand. The facility is secured by a fixed and floating charge over the assets and undertakings of Adacel Inc (Canadian operating entity). Adacel Technologies Limited (the parent entity) and the other North American entities (Adacel Systems Inc, Adacel Technologies Holdings Inc and Adacel Technologies Inc) have also agreed to provide a guarantee to the bank for the facility. The RBC also provides Adacel with facilities for Credit Cards and Forward Exchange contracts. The Credit Card facility is currently $100,000 Canadian Dollars and $25,000 US Dollars (AUD $125,972). The Forward Exchange Contract facility is currently $750,000 Canadian Dollars (AUD $745,749) and is conditional upon varying requirements as determined on a case by case basis by the RBC hedge department at the time of request of the Forward Exchange Contract. The guarantees that are utilised through the RBC have been 100% guaranteed by Export Development Canada.

The directors have reviewed the size and terms of the facility and its continued availability. The directors are satisfied that the operating plans and budgets for the period of 12 months from the date of signing this financial report will provide sufficient cash flows, that together with the facility, will be adequate for the Company's requirements.

Risk exposures

Information about the Group's and the parent entity's exposure to interest rate and foreign currency changes is set out in note 2.

22. NON-CURRENT LIABILITIES - RETIREMENT BENEFIT OBLIGATIONS

All employees from the group are entitled to benefits from accumulated benefits superannuation plans on retirement, disability or death. Australian employees are covered by the Australian Government's Superannuation Guarantee. Canadian employees are covered by a Deferred Profit Sharing Plan (DPSP) and the USA employees are covered by a 401k Plan. The expense recognised in relation to these defined contribution plans is disclosed in note 7.

23. CONTRIBUTED EQUITY

	Consolidated 2014 $'000	Consolidated 2013 $'000
(a) Share capital		
Ordinary shares	**75,345**	75,378

(b) Movements in ordinary share capital

Date	Details	Number of Shares	$'000
1 July 2012	Balance	80,585,379	75,718
24 Oct 12 – 30 Jun 13	Share buy-back	(925,000)	(339)
24 Oct 12 – 30 Jun 13	Share buy-back costs	-	(1)
30 June 2013	Balance	79,660,379	75,378
08 Nov 13 – 30 Jun 14	Share buy-back	(80,000)	(33)
30 June 2014	Balance	79,580,379	75,345

(c) Share options
At the end of the year there were no unissued ordinary shares under the Staff Share Option Plan.

(d) Terms and conditions of ordinary shares
The Ordinary shares of Adacel Technologies Limited have no par value. Ordinary shares have the right to receive dividends as declared and in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

(e) Terms and conditions of share options
Staff Share Option Plan Options
The terms and conditions of the options issued under the Staff Share Option Plan are disclosed in note 36.

(f) Share buy-back
On 9 September 2013, the parent entity announced that it would conduct an on-market share buy-back for a maximum of 7,966,038 shares, being 10 per cent of the lowest number of ordinary shares on issue during the previous 12 months. Accordingly, the buy-back did not require shareholder approval.

The buy-back accorded with the Group's and the parent entity's long-term capital management program. The objectives of the on-market share buy-back were to increase earnings per share and returns on shareholder equity. The buy-back program was also intended to result in the return of excess capital to shareholders in an efficient manner.

The share buy-back ceased on 30 June 2014. At the cessation of the buy-back, the parent entity had purchased and cancelled 80,000 shares at an average price of 40.6c per share, with the highest price paid 50.0c and the lowest price 40.0c. The total cost of the share buy-back including broker's costs was $32,581.

(g) Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

24. RESERVES AND RETAINED PROFITS / ACCUMULATED LOSSES

	Notes	Consolidated 2014 $'000	2013 $'000
(a) Accumulated losses			
Accumulated losses		**(64,325)**	(62,038)
Movements in accumulated losses were as follows:			
Balance at the beginning of the year		**(62,038)**	(61,653)
Net (loss)/profit for the year		**(2,287)**	810
Dividends provided for or paid		**-**	(1,199)
Transfers from SBP Reserve for lapsed options		**-**	4
Balance at the end of the year		**(64,325)**	(62,038)
(b) Reserves			
Foreign currency translation reserve (1)		**(2,255)**	(1,809)
Share-based payments reserve (2)		**-**	-
		(2,255)	(1,809)

(1) Foreign currency translation reserve
(i) Nature and purpose of reserve
Exchange differences arising on translation of foreign controlled entities are taken to the foreign currency translation reserve, as described in note 1(d). The reserve is recognised in profit and loss when the net investment is disposed of.

(ii) Movements in reserve			
Balance at the beginning of the year		**(1,809)**	(2,929)
Currency translation differences arising during the year		**(446)**	1,120
Balance at the end of the year		**(2,255)**	(1,809)

(2) Share-based payments reserve
(i) Nature and purpose of reserve
The share-based payments reserve is used to recognise the fair value of options issued but not exercised.

(ii) Movements in reserve			
Balance at the beginning of the year		**-**	4
Option expense	35	**-**	-
Transfer to retained earnings for lapsed options		**-**	(4)
Balance at the end of the year		**-**	-

25. DIVIDENDS

	2014 $'000	2013 $'000
(a) Ordinary shares		
The were no dividends paid during the year ended 30 June 2014. (2013 – 1.5 cents unfranked per fully paid share).	**-**	1,199

All dividends were paid in cash

(b) Franking balance
Adacel Technologies Limited and its Australian controlled entities have not paid Australian income tax. Accordingly there is a nil balance in the franking account of the Company.

26. KEY MANAGEMENT PERSONNEL DISCLOSURES

Key management personnel compensation	Consolidated 2014 $	2013 $
Short-term employee benefits	**1,233,685**	1,214,844
Post-employment benefits	**54,225**	50,842
Termination benefits	**27,673**	-
	1,315,583	1,265,686

The detailed remuneration disclosures can be found in sections A – C of the remuneration report on pages 6 to 9.

27. REMUNERATION OF AUDITORS

	Consolidated	
	2014	2013
During the year the following fees were paid or payable for services provided by the auditor of the parent entity, and its related practices:	**$**	$
Assurance services		
(a) Audit services		
Audit and review of financial reports and other audit work under the *Corporations Act 2001*		
PricewaterhouseCoopers Australian firm	**111,650**	108,526
Related practices of PricewaterhouseCoopers Australian firm	**197,308**	194,800
Total remuneration for audit services	**308,958**	303,326
(b) Other assurance services		
Assurance, consulting, and due diligence services		
Related practices of PricewaterhouseCoopers Australian firm	**15,256**	14,552
Total remuneration for other assurance services	**15,256**	14,552
Total remuneration for assurance services	**324,214**	317,878
Taxation services		
Tax compliance services, including review of Company income tax returns and international tax consulting.		
PricewaterhouseCoopers Australian firm	**4,000**	18,300
Related practices of PricewaterhouseCoopers Australian firm	**40,200**	22,313
Total remuneration for taxation services	**44,200**	40,613

It is the Group's policy to employ PricewaterhouseCoopers on assignments additional to their statutory audit duties where PricewaterhouseCoopers' expertise and experience with the Group are important. These assignments are principally tax advice and advice relating to changes to the accounting compliance regulations. It is the Group's policy to seek competitive tenders for all major consulting projects.

28. CONTINGENCIES

As at 30 June 2014, the parent entity, Adacel Technologies Limited, will continue to provide financial support to subsidiaries that are in a net liability position.

Guarantees of $1,336,540 (2013 : $786,187) have been given to banks and customers in relation to contract warranty and performance.

From time to time, employees and consultants may make claims against the Company with respect to remuneration or labour matters. The Company vigorously defends these types of claims. At balance date, in accordance with legal advice received, there are no such claims which are expected to result in payment.

29. COMMITMENTS

	Consolidated 2014 $'000	2013 $'000
(a) Operating leases expenditure commitments		
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	**872**	1,017
Later than one year and not later than 5 years	**3,731**	3,741
Later than 5 years	**4,777**	5,904
Commitments not recognised in the financial statements	**9,380**	10,662

The above operating lease commitments are all for the rental of offices.

	2014	2013
(b) Finance leases expenditure commitments		
Commitments in relation to finance leases are payable as follows:		
Within one year	**6**	5
Later than one year and not later than 5 years	**1**	6
Later than 5 years	**-**	-
Minimum lease payments	**7**	11
Less future finance charges	**(1)**	(2)
	6	9
Representing lease liabilities: (note 20)		
Current	**5**	4
Non-current	**1**	5
	6	9

The group has a finance lease with Telstra for the Melbourne phone system. There were no new finance leases entered into during 2014.

(c) Remuneration commitments
Commitments arising from service contracts of key management personnel are detailed in section C of the remuneration report.

30. RELATED PARTY TRANSACTIONS

(a) Parent entity
Adacel Technologies Limited, incorporated in Australia, is the ultimate parent entity.

(b) Subsidiaries
Interests in subsidiaries are disclosed in note 31.

(c) Key management personnel
Disclosures relating to key management personnel are set out in note 26.

(d) Terms and conditions

All transactions between Adacel Technologies Limited and its controlled entities were made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties. The current payables, however, are all considered to be short-term and are expected to be repaid periodically. Therefore, no interest has been charged from June 2008 onwards.

31. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b).

Name of entity	Country of incorporation	Class of shares	Equity holding * 2014 % held	Equity holding * 2013 % held
Adacel Inc.	Canada	Ordinary	100	100
Adacel Technologies Holdings Inc	USA	Ordinary	100	100
Adacel Technologies Inc	USA	Ordinary	100	100
Adacel Systems Inc	USA	Ordinary	100	100

* The proportion of ownership interest is equal to the proportion of voting power held.

32. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

There were no significant events subsequent to balance date.

33. RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Consolidated	
	2013 $'000	2013 $'000
Operating (loss)/profit from ordinary activities after income tax	**(2,287)**	810
Depreciation and amortisation	**467**	498
Provision for doubtful debts reversal	**(179)**	-
Net exchange differences	**(169)**	442
Changes in assets and liabilities:		
(Increase)/decrease in trade receivables and accrued revenue	**(3,501)**	4,754
Decrease/(increase) in other receivables and other assets	**657**	(1,602)
Decrease in inventory	**43**	386
(Increase) in prepayments	**(238)**	(110)
Decrease/(increase) in deferred tax assets and liabilities and tax payable	**3,276**	(214)
(Decrease) in trade and other creditors	**(559)**	(53)
Increase in employee benefits provisions	**12**	3
(Decrease)/increase in other provisions	**(230)**	306
Increase/(decrease) in advanced payments from customers	**232**	(903)
(Increase) in other non-current assets	**-**	(1)
Net cash (outflow)/inflow from operating activities	**(2,476)**	4,316

34. NON-CASH INVESTING AND FINANCING ACTIVITIES

There were no non-cash investing and financing activities during the years ended 30 June 2014 and 2013.

35. EARNINGS PER SHARE

	Consolidated	
	2014	2013
Basic (loss)/earnings per share (cents per share)	**(2.9)**	1.0
Diluted (loss)/earnings per share (cents per share)	**(2.9)**	1.0

(a) Reconciliations of earnings used in calculating earnings per share

	Consolidated	
	2014	2013
	$'000	$'000
Basic earnings per share		
(Loss)/profit from continuing operations	**(2,287)**	810
(Loss)/profit attributable to the ordinary equity holders of the Company used in calculating basic earnings per share	**(2,287)**	810
Diluted earnings per share		
(Loss)/profit from continuing operations	**(2,287)**	810
(Loss)/profit attributable to the ordinary equity holders of the Company used in calculating diluted earnings per share	**(2,287)**	810

(b) Weighted average number of ordinary shares used as the denominator

	Consolidated	
	2014	2013
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**79,632,209**	80,127,505
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**79,632,209**	80,127,505

(c) Information concerning the classification of securities

Staff Share Option Plan
Staff Share Option Plan options are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share for the year ended 30 June 2014 and 2013. Details of the options are set out in note 36.

(d) Conversions, calls, subscription or issues after 30 June 2014

There are no current holders of option certificates, and therefore there has been no movement since 30 June 2014.

36. SHARE-BASED PAYMENTS

(a) Staff Share Option Plan

The Staff Share Option Plan was approved by the shareholders at the Annual General Meeting on the 15 November 2000. Under this plan, Directors can issue options (up to 10% of the Company's issued capital) to eligible employees. The Directors have the discretion as to the number of options to be issued and exercise periods. The options are not listed and issued for no consideration. Options granted under the plan carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share. Staff Share Option Plan options may be issued with conditions precedent to the options vesting. The conditions precedent for the options on issue are one of the following:

(i) Set time periods are achieved (the anniversary dates); and
On the anniversary date or any subsequent date, the weighted average sale price of all ordinary shares in the capital of the Company sold on ASX during the 5 trading days immediately preceding that date or any subsequent date is determined to be at least 15% higher on an annual compound basis than the exercise price of the options. Once this price threshold is achieved, a subsequent fall in the Company's share price will not affect the right to exercise the options.

(ii) Set time periods are achieved.

(iii) The achievement of the fiscal year EBITDA as set forth in the Board approved annual budget.

(iv) Set time periods are achieved, and
The weighted average sale price of all ordinary shares in the capital of the Company sold on ASX for a period of 10 trading days reaches a defined price, and for a period of 90 days thereafter the average price per share is greater than, or equal to, the same defined price. Once this price threshold is achieved, a subsequent fall in the Company's share price will not affect the right to exercise the options.

In the event of the resignation, redundancy or termination of employment of an option holder, the options issued under the Staff Share Option Plan lapse immediately, unless the Directors, at their discretion, determine otherwise.

During the year ended 30 June 2014, no options were exercised, no options were issued and no options lapsed.

The directors have indefinitely suspended the issuing of further options.

Weighted average exercise price

As there were no share options outstanding as at 30 June 2014 (and 30 June 2013), the weighted average remaining contractual life at the end of the period was Nil (2013 : Nil).

Fair value of options granted

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount where required, is included in the remuneration tables shown in the Directors report. The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

(b) Expenses arising from share-based payment transactions

As there were no share based payments during this financial year, there have been no expenses incurred.

37. PARENT ENTITY FINANCIAL INFORMATION

(a) Summary financial information

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

	2014 $'000	2013 $'000
Balance Sheet		
Current Assets	**940**	857
Total Assets	**8,036**	8,323
Current Liabilities	**494**	391
Total Liabilities	**507**	401
Shareholder's Equity		
Issued Capital	**75,345**	75,378
Retained Earnings	**(67,816)**	(67,456)
	7,529	7,922
(Loss)/profit for the year	**(360)**	1,531
Total comprehensive (expense)/income	**(360)**	1,531

(b) Guarantees entered into by the parent entity

The parent entity has provided a guarantee (in conjunction with Adacel Inc, Adacel Systems Inc, Adacel Technologies Holdings Inc, and Adacel Technologies Inc) for an Overdraft and Guarantee facility for up to $15.0 million Canadian Dollars. This facility is operated by Adacel Inc, and is secured by a fixed and floating charge over the assets and undertakings of Adacel Inc.

No liability was recognised by the parent entity in relation to this guarantee.

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2014 or 30 June 2013. For information about guarantees given by the parent entity, please see above.

(d) Contractual commitments for the acquisition of property, plant or equipment.

The parent entity did not have any contractual commitments for the acquisition of property, plant or equipment as at 30 June 2014 or 30 June 2013.

DIRECTORS' DECLARATION

In the Directors' opinion:

(a) the financial statements and notes set out on pages 14 to 50 are in accordance with the *Corporations Act 2001*, including:
   (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
   (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the financial year ended on that date; and

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

(c) The remuneration disclosures set out on pages 6 to 10 of the directors' report comply with Accounting Standards AASB 124 *Related Party Disclosures* and the *Corporations Regulations 2001*.

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

The Directors have been given the declarations by the chief executive officer and the chief financial officer required by section 295A of the *Corporations Act 2001.*

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

Peter Landos	David Smith
Chairman	**Director**

Melbourne, 24th September 2014

Independent auditor's report to the members of Adacel Technologies Limited

Report on the financial report

We have audited the accompanying financial report of Adacel Technologies Limited (the company), which comprises the balance sheet as at 30 June 2014, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Adacel Technologies Limited (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

PricewaterhouseCoopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

pwc

Auditor's opinion

In our opinion:

(a) the financial report of Adacel Technologies Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

(b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 6 to 11 of the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Adacel Technologies Limited for the year ended 30 June 2014, complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

Barlow

Andrew Barlow
Partner

Melbourne
24 September 2014

SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange Limited and not shown elsewhere in this report is as follows.

The information is complete up to 31 August 2014.

(a) Equity security holders
(i) Top 20 largest holders of quoted ordinary shares

	Fully Paid Ordinary Shares	
	Top 20 Shareholders	
Name	**No. of shares held**	**% held**
HSBC Custody Nominees (Australia) Limited	30,451,957	38.27
Mr Silvio Salom	13,453,178	16.91
Mr David Wallace Smith	6,774,883	8.51
D & E Smith Superannuation Nominees Pty Ltd	2,785,675	3.50
UBS Nominees Pty Ltd	2,296,224	2.89
Bissapp Software Pty Ltd (Super Fund Account)	1,409,965	1.77
National Nominees Limited	1,342,800	1.69
Obena Ridge Pty Limited	1,285,050	1.60
Valwren Pty Limited (WFIT A/c)	1,278,405	1.60
Mr James Douglas Carnegie (James Carnegie Family A/c)	880,000	1.11
Coalwell Pty Ltd	796,182	1.00
Valwren Pty Limited (Sandy Family Investment A/c)	648,000	0.81
Mr Brian Hennessey	545,764	0.69
Citicorp Nominees Pty Limited	542,483	0.68
Equitas Nominees Pty Limited (PB-601018 A/c)	500,000	0.63
Berne No 132 Nominees Pty Ltd (582479 A/c)	491,155	0.62
Aznanob Pty Ltd	473,709	0.60
Bell Organization (Vic) Pty Ltd	429,000	0.54
Mr Ian Russell & Mrs Gwenda Russell (I&G Russell Super Fund A/c)	388,031	0.49
Mr Ian Edwin Harriss	311,120	0.39
	67,083,581	84.30

Substantial Shareholdings	**Shares Held**
Thorney Holdings Pty Ltd	32,720,191
Mr Silvio Salom	14,496,659
Mr David Wallace Smith	9,560,558

(ii) Unquoted options over ordinary shares

There are no current unquoted options.

(b) Distribution of equity securities
Analysis of numbers of equity security holders by size of holding:

	Class of Equity Security	
	Ordinary Shares	**Share Options**
100,001 and over	44	0
10,001 to 100,000	204	0
5,001 to 10,000	164	0
1,001 to 5,000	428	0
1 to 1,000	213	0
	1,053	0

There were 255 holders of less than marketable parcels of ordinary shares.

(c) Voting rights
(i) All ordinary shares (whether fully paid or not) carry one vote per share without restriction.
(ii) All options have no voting rights.

CORPORATE GOVERNANCE

The Company's Directors and management are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the ASX Corporate Governance Principles and Recommendations (Third Edition) (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared a statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company, identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations (**Corporate Governance Statement**).

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, the Corporate Governance Statement will be available for review on Adacel's website (www.adacel.com), and will be lodged together with an Appendix 4G with ASX at the same time that this Annual Report is lodged with ASX.

The Appendix 4G will particularise each Recommendation that needs to be reported against by Adacel, and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies and charters and policies are all available on Adacel's website (www.adacel.com)

Corporate Directory

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Board of Directors
Peter Landos *(Non-Executive Chairman)*
Julian Beale *(Non-Executive Director)*
Kevin Courtney *(Non-Executive Director)*
Silvio Salom *(Non-Executive Director)*
David Smith *(Non-Executive Director)*

Company Secretary
Sophie Karzis

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