SEEK ANNUAL REPORT

NO. 1 GLOBAL EMPLOYMENT MARKETPLACE

seek

2014

SEEK has evolved from being a domestic online employment classifieds business, to the largest global online marketplace, operating in fourteen countries.

SEEK is a diverse group of companies, encompassing a strong portfolio of education businesses, SEEK Commercial and SEEK Volunteer, Australia's largest single source of volunteer opportunities.

CONTENTS

This report covers SEEK Limited as a consolidated entity consisting of SEEK Limited and its controlled entities. Figures in this Financial Report are expressed in Australian dollars. The Financial Report was authorised for issue by the directors on 20 August 2014. The Company has the power to amend and reissue the Financial Report.

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

Level 6
541 St Kilda Road
MELBOURNE VIC 3004

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities in the Directors' Report on pages 2 to 43, which is not part of this 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 Investor Relations page on our website at www.seek.com.au.

Chairman's Letter

Dear Shareholder

The 2014 financial year (FY2014) saw continued execution of our strategy to grow the business by building leading online employment marketplaces across our increasingly global footprint, complemented by synergistic education offerings. I am pleased to report that SEEK again produced record results and made significant progress in its strategic direction, despite ongoing weakness in the global economy.

The continued focus on investing and positioning the business for long term sustainable growth remains the key priority for the company.

Overview

During the year the company delivered record financial results with total[1] revenue growth of 22% on the prior year to $756.4m, EBITDA growth of 29% to $308.5m and NPAT (excluding significant items) growth of 27% to $179.7m.

In addition, we grew our total dividend payment to shareholders in FY2014 to 30 cents per share, an increase of 36% over the prior financial year.

These financial results reflect SEEK's compelling value proposition for jobseekers, hirers and students in all markets in which we operate and continue to deliver strong returns to shareholders.

The last twelve months included some significant business accomplishments most notably: the successful Initial Public Offering of Zhaopin Limited, on the New York Stock Exchange; the sale of our remaining 80% interest in the Think education business, and announcing an agreement to acquire JobStreet's Asian online employment marketplaces, which once completed will be 100% owned by SEEK's subsidiary SEEK Asia.

Each of these accomplishments helps strengthen SEEK's foundations, footprint and opportunities for long term growth.

With the continued expansion of our international footprint and increasing contribution from offshore earnings, SEEK continues to evolve and enhance its risk management framework to ensure our high governance standards are maintained across the Group.

During the year we also further increased our investment in product and service enhancements and new developments to ensure that we cater for the changing needs of jobseekers and recruiters, ensuring that our business model continues to evolve in an ever changing globally competitive landscape. This has seen over 35 new significant product enhancements implemented to help accelerate SEEK's domestic placement strategy as well as executing various strategic investments.

Capital Management

SEEK has a strong capital management strategy which has positioned the company with a solid balance sheet and a diverse capital structure providing a range of funding sources across multiple currencies and maturity profiles, aligned to our geographically diverse earnings profile. We have continued to conservatively utilise debt in our capital structure in order to maximise returns.

Consistent with our commitment to optimising our capital structure is our focus on shareholder value. SEEK has consistently delivered Total Shareholder Returns in excess of 5 times the S&P/ASX 200, over the past year, the past three years, and also since IPO in 2005[2]. These returns reflect a balanced combination of capital growth and dividends, underpinned by the company's strategy and the Board's continued commitment to creating long term sustainable value.

Our People and Community

SEEK has implemented numerous initiatives to further our commitment to creating a challenging, rewarding and inclusive environment. These include an employee-led Inclusion Council, 'Empower'; a program to support women in their careers and our partnership with School of Life. We continue to support a variety of activities to improve awareness and create opportunities for Indigenous communities within Australia.

SEEK's commitment to helping people live fulfilling lives extends to our community initiatives including workplace giving and SEEK Volunteer.

SEEK is a member of the Australian Charities Fund (ACF) Employer Leadership Group, a group of 10 leading companies with a shared commitment to workplace giving. In 2014 we launched our Small Change program which was widely embraced and resulted in workplace giving increasing from 7% to 54%. SEEK's program was recognised by ACF in FY2014 for the greatest increase in workplace participation and the most creative campaign.

1. Total basis including results from continuing and discontinued operations (THINK). Revenue excludes interest income.
2. Total Shareholder Returns includes dividends and share price appreciation to 18 August 2014.

Increasing Board Capacity

We regularly review the composition and capabilities of the Board in relation to the strategic, financial, risk and governance requirements of the business. On 23 July 2014, we were delighted to welcome Julie Fahey to the Board as a non-executive director, increasing the size of the Board to six directors. Julie's technology and international management expertise will be invaluable as we pursue our growth strategy.

Thanks to the SEEK team

I would like to sincerely thank our CEO Andrew Bassat, my fellow Board members and the entire SEEK team for their hard work and dedication, which is reflected in our strong financial performance and the significant business accomplishments over the last year.

I also thank all of our customers and shareholders for your ongoing support of SEEK.

Neil Chatfield
Chairman
SEEK

SEEK'S SIGNIFICANT BUSINESS ACCOMPLISHMENTS IN THE LAST TWELVE MONTHS HAVE HELPED STRENGTHEN OUR FOUNDATIONS, FOOTPRINT AND OPPORTUNITIES FOR LONG TERM GROWTH.

CEO's Review

I am very pleased to announce that FY2014 has been another great year for SEEK. Over the course of the last 12 months we continued to evolve, re-invest for long-term growth and undertake M&A which has extended our geographic footprint particularly in early stage markets. We believe that we are making significant steps to help deliver our vision and provide excellent growth and returns for our shareholders.

Our business is evolving so that we can better achieve our purpose of helping people live more fulfilling and productive working lives and helping organisations succeed. SEEK's purpose drives our vision of being the best in the world in online employment. For SEEK, achieving the vision comes down to two objectives:

- Helping match more people with relevant job opportunities than any other organisation in each market in which we operate; and
- Being the most trusted partner for advice on, and access to, relevant career related education.

We are confident that achieving these objectives will grow our business and lead to significant shareholder returns over the medium to long-term.

OUR LONG-TERM INVESTMENT PHILOSOPHY HAS LED TO SIGNIFICANT SHAREHOLDER RETURNS TO DATE AND WE ARE OPTIMISTIC THAT IT WILL CONTINUE TO DELIVER EXCELLENT GROWTH AND RETURNS IN THE FUTURE.

Having a Positive Impact on Society

Operating complementary businesses across 14 countries, SEEK is making a positive contribution on a large scale:

- **Domestic – SEEK Employment:**
  - Receives over 30m monthly visits with jobseekers viewing over 130,000 monthly job ads in Australia and New Zealand
  - Facilitates 22% of job placements in Australia[1]
- **SEEK International**:
  - Global exposure of over 2.5b people and over 20% of Global GDP
  - In aggregate receives over 325m monthly visits with jobseekers viewing over 3m monthly job ads
- **Domestic – SEEK Education:**
  - Helped 55,000 students find courses in the last 12 months
  - 375,000 course enquiries per annum
- **SEEK Volunteer:**
  - Leveraging SEEK's core capabilities in Australia to assist over 5,500 not-for-profit organisations and around 128,000 volunteers connect in the past 12 months

Our focus on delivering the fundamentals that provide the best possible outcomes for jobseekers, hirers and students will be what underpins SEEK's future success.

Investing for Long-Term Growth

In SEEK's early history, the focus was primarily on building the marketplace and by doing so delivering value to jobseekers and hirers. We believed this approach was necessary to establish the fundamentals required for long-term growth and deliver sustainable competitive advantages. Over the last 17 years this long-term focus and clear strategic direction has been a key differentiating factor against our competitors who have tended to be more focused on short-term financial results, and has buffeted SEEK against challenges, as well as opening up a suite of growth opportunities.

From a start-up in Australia SEEK has expanded internationally, initially in 2006 with an early stage minority stake in Zhaopin and now holding a presence across Asia, China, Latin America, Africa and Bangladesh. We will continue to invest to grow our existing overseas businesses as well as looking for new and exciting early stage investments to expand our international footprint.

Our education portfolio contains some businesses that are highly synergistic to our Australian online employment marketplace. Over time we believe there is an increasing opportunity to replicate these models in some of our international markets as the demand for education grows and becomes a more affordable proposition for a greater proportion of the world's population.

From a technology and innovation perspective, the most recent example of our focus on investing for the long-term are the changes we are making as part of our 'Placement Strategy'.

1. Source: Independent research by GFK on behalf of SEEK (July-13 to June-14). Study is run monthly, reaches 4k+ Australians (pa) and conducted using an independent online research panel. Data is weighted to be nationally representative of age, gender, location, employment status and income (combination of ABS stats). Projected pop. figures based on c.65% workforce participation rate & labour force of c.11.9m (ABS Feb-13). SEEK placements includes JobSeeker placements (100% owned by SEEK). JobSeeker placements based on five months ending June-14.

We are now just over two years into the evolution of our Placement Strategy with the aim of better facilitating the matching and communication of job opportunities to jobseekers. If SEEK successfully executes on this strategy, we will facilitate a growing share of placements that are not currently being served by current online employment advertising.

I am very excited about the Placement Strategy for a number of reasons. Firstly, I believe it will deliver a lot of value to our jobseekers and hirers. Secondly, by delivering more value to our core stakeholders we are extending our comparative advantages against our competitors. Thirdly, it also grows our addressable market opportunity which will extend SEEK's growth profile in Australia and New Zealand as well as globally as this technology has applicability in our overseas markets.

In many ways, our investment philosophy for the Placement Strategy is not dissimilar to when SEEK first built the online 'pay-to-post' employment market in Australia in the late 1990's.

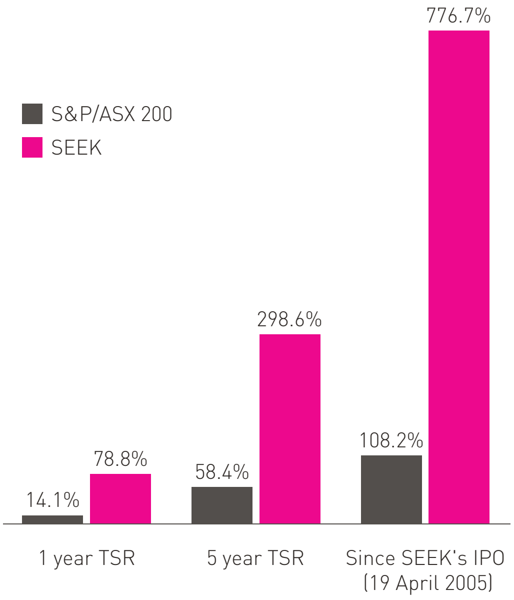
During FY2014, we made significant inroads in refining new products and technologies to help achieve our aspiration for the Placement Strategy. Some key highlights were:

- Over 35 new product enhancements in Australia, including:
  - Upgraded 'Talent Search' platform providing improved search technology and access to better facilitate candidate sourcing
  - New interaction methods: 'Send Jobs' and 'Message' leading to over 280,000 interactions between hirers and candidates over the last 12 months
  - Migration of over 100,000 hirers onto the improved cloud based Advertiser Centre, helping better manage job ads, applicants and conduct candidate searches
  - Enhancing our Mobile offerings and reach (3.6m+ apps downloaded, now accounting for 50%+ of visits)
- The acquisition of complementary Australian technology businesses that will help strengthen our overall value proposition and provide optionality in servicing certain segments of the market
- Strong overall growth in visits, jobs recommended and shared, and candidate profiles created

I look forward to providing you further updates on how we are tracking against our strategy through FY2015.

Our long-term investment philosophy has led to significant shareholder returns to date and we are optimistic that it will continue to deliver excellent growth and returns in the future.

Total Shareholder Returns[2] of >5x the S&P/ASX 200 (over the periods below)



c.4x Return on Investment[3] from M&A

2. Total Shareholder Returns includes dividends and share price appreciation to 18 August 2014.

3. ROI equation = average broker valuations / (capital deployed - dividends and/or capital received). Average broker valuations utilised for all Education and International assets except THINK valuation which is based on implied 100% EV of $140.0m on sale.

FY2014 - Key Financial Highlights

FY2014 was another record result for SEEK with all divisions performing well in moderate economic conditions, with growth of total[4] revenue 22%, EBITDA 29%, NPAT (excl significant items) of 27% on FY2013.

SEEK's strong balance sheet and cash flows allowed us to invest in exciting growth opportunities as well as paying dividends of 30 cents per share (growth of 36% on FY2013).

As our businesses grow and continue to generate high free cash flows, SEEK's strong cash flows will provide us with optionality to deliver shareholder value.

SEEK Group[5]	2014	2013	Growth%
Revenue ($m)[6]	756.4	620.2	22%
EBITDA ($m)	308.5	239.6	29%
NPAT excl. significant items (Post NCI) ($m)	179.7	141.1	27%
Dividends per share (cents)	30.0	22.0	36%

Domestic – SEEK Employment

During FY2014 we began to see some early signs of improvement in domestic employment market conditions, with a gradual increase in online job ad volumes. SEEK's Australia and New Zealand employment business achieved revenue of $241.2m and EBITDA of $143.9m for the 12 months to 30 June 2014, growth of 3% and 2% respectively on FY2013, demonstrating the strength of our business model.

In Australia SEEK is the leading online employment marketplace in an evolving competitive environment as highlighted by the following statistics:

	SEEK Australia	Nearest Competitor	Nearest Aggregator
Share of Placements	22%	2%	<1%
Unprompted brand awareness[7]	70%	35%	6%

In the last 2.5 years we have sharpened our focus to deliver an enhanced experience for jobseekers and hirers. By better utilising technology and data analytics we are creating a more efficient online employment marketplace. The advances we are making help strengthen our domestic marketplace and over time have applicability internationally.

SEEK International

SEEK International achieved "look-through"[8] revenue of $254.4m and EBITDA of $80.6m, growth of 16% and 25% respectively on FY2013.

SEEK International's FY2014 financial results reflect the culmination of prior period re-investment and strong execution of operational and strategic initiatives.

In addition to strong financial results we achieved some significant business accomplishments, including:

- Successfully listing Zhaopin on the New York Stock Exchange, opening up broader opportunities to achieve its growth strategy
- Announced the transaction to acquire JobStreet's online employment assets
- Acquired a 25% interest in Bangladesh's leading online employment marketplace Bdjobs

Successful execution against our strategy across our international businesses should create strong future returns for SEEK shareholders.

Domestic – SEEK Education

SEEK's education portfolio achieved "look-through"[9] revenue of $240.8m and EBITDA of $79.2m, growth of 36% and 71% respectively on FY2013.

These results were underpinned by strong results from SEEK Learning and Swinburne Online which are both leaders in their respective fields, and are well positioned to benefit from structural trends such as acceptance of online education and the growing take-up of vocational education for working adults.

IDP continues to perform well and has been a great financial investment for SEEK. Subject to market conditions, an Initial Public Offering of this business is more likely in Calendar Year 2015.

In repositioning our education portfolio we divested our remaining 80% ownership interest in THINK during November 2013 for total proceeds of approximately $100m.

I feel comfortable with how our education strategy and portfolio is evolving and look forward to the growth opportunities it presents us in the long term.

4. Total basis including results from continuing and discontinued operations (THINK). Revenue excludes interest income.
5. Financial results presented in the table are on a total basis including results from continuing and discontinued operations (THINK).
6. Revenue excludes interest income.
7. Independent research conducted by Hall & Partners |OpenMind on behalf of SEEK (Feb 2013 to June 2014). Study is run monthly, reaches 4k+ Australians (pa) and conducted using an independent online research panel. Data is weighted to be nationally representative of age, gender, location, employment status and income (using a combination of ABS stats via workforce, 2011 Census & population projections). Projected pop. figures based on c.65% workforce participation rate & labour force of c.11.9m (ABS Feb -13).
8. The term "look-through" revenue and EBITDA refers to SEEK's proportional interest in the underlying revenue or EBITDA of its subsidiaries, Associates or Joint Ventures based on SEEK's proportionate interest at the end of the reporting period.
9. Think has been excluded from the Domestic – SEEK Education "look-through" revenue and EBITDA retrospectively for all periods as it was divested in Nov-13.

Opportunity, Diversity & Purpose

Our highly engaged and motivated teams remain the cornerstone in enabling us to continue to innovate, grow and positively impact the communities we work within.

Across the SEEK Group, diversity in our workforce is celebrated. We continue to support and launch many new initiatives to further our commitment to creating a rewarding and inclusive environment for people at SEEK to reach their full potential.

Helping people to live more fulfilling and productive lives encourages us to challenge how we can do more to have a positive impact on society. We continually look to leverage our core capabilities of facilitating placements into the not-for-profit sector via SEEK Volunteer and are proud to support initiatives such as the Small Change workplace giving program which was widely embraced by our employees in 2014.

Thanks to those that make SEEK a success

I would like to take the opportunity to recognise the Chairman and Board for their support and contribution to the direction and oversight of the Group, and to thank all SEEK employees for their passion and determination which have helped us deliver, and will continue to deliver, innovative products and technologies and outstanding value for our customers.

Finally, I would also like to thank our shareholders for their continued support.

Andrew Bassat
CEO

Directors' Report

Your directors present their report on the consolidated entity (referred to hereafter as the Group), consisting of SEEK Limited and the entities it controlled at the end of, or during, the year ended 30 June 2014.

Directors

The following persons were directors of the Company during the financial year and up to the date of this report

Neil G Chatfield	Chairman, Non-executive director
Andrew R Bassat	Managing Director and Chief Executive Officer (CEO)
Colin B Carter	Non-executive director
Denise I Bradley	Non-executive director
Graham B Goldsmith	Non-executive director
Julie Fahey	Non-executive director (appointed 23 July 2014)

Principal activities

During the year the principal continuing activities of the Group consisted of:

- matching of hirers and jobseekers with career opportunities and related services on the internet;
- distribution and provision of vocational training and higher education courses.

Dividends

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

	Payment date	Amount per share	Franked amount per share	Total dividend $m
Financial Year 2013				
2012 final dividend	16 October 2012	9.0 cents	9.0 cents	$30.3
2013 interim dividend	17 April 2013	10.0 cents	10.0 cents	$33.8
				$64.1
Financial Year 2014				
2013 final dividend	**16 October 2013**	**12.0 cents**	**12.0 cents**	**$40.7**
2014 interim dividend	**30 April 2014**	**14.0 cents**	**14.0 cents**	**$47.7**
				$88.4

Dividends paid or declared by the Company after year end (to be paid out of retained profits at 30 June 2014):

2014 final dividend	**17 October 2014**	**16.0 cents**	**16.0 cents**	**$54.5**

The total dividend for the year is 30.0 cents (2013: 22.0 cents).

Review of operations

A summary of consolidated revenues and results is set out below:

	Notes	2014 $m	2013 Restated* $m
Operating revenue	3	**713.3**	520.9
Interest income	3	**10.9**	6.2
Revenue from continuing operations	3	**724.2**	527.1
Segment EBITDA from continuing operations[1]	2	**303.9**	224.5
Depreciation	2	**(8.8)**	(6.6)
Amortisation	2	**(25.0)**	(17.2)
Share of net profits of equity accounted investments	2	**24.1**	27.1
Dilution of investments in associates	2	**(5.4)**	-
Fair value gain on step acquisitions	2	**-**	160.9
Transaction costs from investing activities	2	**(3.0)**	-
Other investing activities	2	**0.9**	(1.3)
Amortisation of share-based payments and other long-term incentive schemes	5	**(18.1)**	(9.7)
Interest income	3	**10.9**	6.2
Interest expense	5	**(27.7)**	(24.1)
Profit from continuing operations before income tax		**251.8**	359.8
Income tax expense	7(a)	**(53.4)**	(51.8)
Profit from continuing operations after income tax		**198.4**	308.0
Operational results from discontinued operation	24(a)	**1.1**	5.7
Gain on sale from discontinued operation	24(a)	**23.9**	-
Profit from discontinued operation		**25.0**	5.7
Profit for the year		**223.4**	313.7
Non-controlling interests		**(27.8)**	(13.6)
Profit for the year attributable to owners of SEEK Limited		**195.6**	300.1

* FY2013 results have been restated to present the THINK business as a discontinued operation.

1. Segment EBITDA is earnings before interest, tax, depreciation and amortisation and excludes share of results of equity accounted investments, amortisation of share-based payments and long-term incentives, gains/losses on investing activities, and other non-operating gains/losses.

Review of operations continued

SEEK achieved another record full year result in FY2014 with strong growth from continuing operations across revenue (up 37%) and EBITDA (up 35%) compared to FY2013.

The Group's strong FY2014 revenue and EBITDA growth were driven by organic growth across each of JobsDB, Brasil Online, OCC and SEEK Learning, and organic growth and the full year consolidation of Zhaopin in FY2014 (only consolidated for four months in FY2013). SEEK Employment also achieved a solid result, growing revenue and EBITDA by 3% and 2% respectively despite moderate macro conditions.

Profit attributable to the owners of SEEK Limited was $195.6m (2013: $300.1m).

- FY2014 was impacted by a $23.9m gain on the divestment of THINK, along with costs associated with the JobStreet transaction which was announced to the market in February 2014;
- Profit attributable to the owners of SEEK Limited for FY2014 was lower than the prior financial year as FY2013 included the net benefit of a fair value gain relating to the Zhaopin acquisition ($160.3m, including transaction costs and associated tax), partially offset by the impairment of DWT's goodwill ($1.3m).

Adjusted for the above significant items profit attributable to the owners of SEEK Limited would have been $179.7m in FY2014 (2013: $141.1m).

Further information on results by segment is provided on the following pages.

Domestic – SEEK Employment

The SEEK Employment segment includes SEEK Employment, SEEK New Zealand, SEEK Commercial, JobSeeker and share of profits/(losses) from JobAdder (23.3% owned by SEEK).

	2014	2013	Growth	
	$m	$m	$m	%
Operating revenue	**241.2**	234.9	6.3	3%
Segment EBITDA	**143.9**	141.6	2.3	2%
Segment EBITDA margin (%)	**60%**	60%		
Share of results of associate				
JobAdder	**(0.2)**	-	n/a	n/a

Australia saw a continuation of subdued macro-economic conditions with the unemployment rate reaching approximately 6% in FY2014. Despite these subdued conditions, SEEK Employment delivered a solid result with revenue and EBITDA up 3% and 2% respectively from the prior corresponding period. The revenue growth of 3% was attributable to a yield benefit of 8% (including price increases), partly offset by a decline in job ad volumes of 5% stemming from the weak economic cycle.

SEEK Employment continued to re-invest and make pleasing progress in its placement strategy. Effective cost management helped maintain EBITDA margins of 60% (2013: 60%).

Key highlights:

- Continuation of strong progress in placement strategy:
  - Roll-out of over 35 product enhancements in the last 12 months that help better facilitate the matching and communication of job opportunities to jobseekers
  - 4.2m candidate profiles (July 2014) growth of 61% vs July 2013
  - Growing mobile audience, now leading to over 50% of total visits in Australia (July 2013: 36% of total visits in Australia)
- Strategic investments to improve SEEK's search and technology capabilities.

Domestic – SEEK Learning

The SEEK Learning segment includes SEEK Learning and share of profits/(losses) from IDP (50%) and Swinburne Online (50%). SEEK Learning and Swinburne Online are core businesses that are highly synergistic to SEEK's online employment marketplaces.

	2014 $m	2013 $m	Growth $m	Growth %
Operating revenue	**87.7**	61.3	26.4	43%
Segment EBITDA	**46.7**	24.8	21.9	88%
Segment EBITDA margin (%)	**53%**	40%		
Share of results of equity accounted investments				
IDP	**14.0**	10.6	3.4	32%
Swinburne Online	**6.4**	1.2	5.2	433%
Total share of results of equity accounted investments	**20.4**	11.8	8.6	73%

These businesses have provided a degree of counter cyclical protection from the subdued macro-economic environment.

Key highlights:

- **SEEK Learning:** In its tenth year of operation, SEEK Learning delivered its 200,000th enrolment and achieved a record full year result with revenue growth of 43% and EBITDA growth of 88% on FY2013. Revenue growth was driven by enrolments in higher value courses and an additional $8.0m of revenue on achieving certain performance targets relating to the THINK transaction with Laureate International Universities. Enrolment growth of 10% on FY2013 was driven by improvements across sales and marketing, with particularly strong enrolment conversion in the second half of FY2014. Operational efficiencies and scalability of the business model resulted in strong EBITDA margins. SEEK Learning continues to expand its product and service offerings with 44 new courses and four new education partners added in FY2014.
- **IDP:** Achieved a strong result, with revenue and EBITDA growth of 18% and 21% respectively on FY2013, and EBITDA margins expanding to 18% (2013: 17%) reflecting operating leverage in student placements. IDP's financial performance and strong balance sheet allowed IDP to pay total dividends of $33.0m (2013: $22.0m), SEEK's share being $16.5m (2013: $11.0m). Both student placements and English language testing (IELTS) revenue saw robust growth of 20% and 18% respectively compared to FY2013. Student Placements revenue was driven by placements growth 17% up on FY2013 with multi-destination placements growing at over 100% and now representing 10% of total student placements. English language testing growth was noticeable across Asia, India, Canada and the Middle East. SEEK's share of IDP NPAT was $14.0m, up 32% on FY2013.
- **Swinburne Online:** Outstanding results were achieved in FY2014 with revenue and EBITDA growth of more than two times FY2013 financials. Strong cash flows and balance sheet allowed Swinburne Online to pay a maiden dividend of $2.3m in FY2014, SEEK's share being $1.1m. (An additional dividend of $13.2m was declared after year end, SEEK share being $6.6m.) SEEK's share of NPAT was $6.4m in FY2014, up from $1.2m in FY2013.

Review of operations continued

SEEK International

SEEK International owns interests in leading online employment marketplaces that are exposed to favourable structural and macro trends. SEEK International's segment includes controlling interests in Zhaopin (consolidated from 19 February 2013), JobsDB, Brasil Online, and OCC and equity interests in JobStreet, One Africa Media (OAM) and Bdjobs, together with other operating costs associated with managing this segment.

FY2014 has seen an exciting year for SEEK International's portfolio with the following key business accomplishments:

- In June 2014 Zhaopin was successfully listed on the New York Stock Exchange (ticker ZPIN);
- SEEK and JobStreet have reached an agreement on a revised purchase consideration for the JobStreet transaction of MYR 1,890.0m (equivalent to approximately A$636.0m based on AUD:MYR exchange rate of 2.97). The deal is targeted to be completed by end of September 2014 (subject to Competition Commission of Singapore outcomes);
- SEEK Asia repaid its HK$250.0m debt facility in full and Zhaopin undertook refinancing that provided them with access to US$68.0m;
- SEEK acquired a 25% interest in bdjobs.com (Bdjobs), Bangladesh's leading online employment marketplace for US$5.0m;
- Continued roll-out of new and exciting products and services including: improved mobile technology, richer and deeper search and matching capability, and enhanced user experience. All of these products and services improve the process for jobseekers and hirers, deepen our relationships and help strengthen the respective brands.

We are pleased with the progress we have made and the overall performance of SEEK International, with: Zhaopin, JobsDB and JobStreet performing well on financial and operational metrics; Brasil Online and OCC realising benefits of re-investment; and the early stage investments (OAM and Bdjobs) positioned for long-term growth in fast growing emerging markets. Overall, we believe SEEK International's portfolio is well positioned for future growth.

	2014	2013	Growth	
	$m	$m	$m	%
Operating revenue	**384.4**	224.7	159.7	71%
JobsDB	**59.4**	51.3	8.1	16%
Brasil Online	**118.8**	109.7	9.1	8%
OCC	**22.3**	13.8	8.5	62%
Zhaopin	**183.9**	49.9	n/a	n/a
Segment EBITDA	**113.3**	58.1	55.2	95%
JobsDB	**21.6**	17.5	4.1	23%
Brasil Online	**39.3**	30.2	9.1	30%
OCC	**9.8**	3.0	6.8	227%
Zhaopin	**52.4**	12.9	n/a	n/a
Other operating costs	**(9.8)**	(5.5)	(4.3)	(78%)
Segment EBITDA (%)	**29%**	26%		
JobsDB	**36%**	34%		
Brasil Online	**33%**	28%		
OCC	**44%**	22%		
Zhaopin	**28%**	26%		

SEEK International's contribution to the SEEK Group saw revenue grow by 71% and EBITDA by 95% on FY2013, driven by organic growth and full year consolidation of Zhaopin in FY2014 (only consolidated for four months in FY2013) and organic growth across each of JobsDB, Brasil Online and OCC.

The results of each business are discussed below.

Key highlights:

- **Zhaopin:** SEEK took a controlling interest in Zhaopin on 19 February 2013 and consolidated its results from that date. On an underlying 100% basis Zhaopin achieved total revenue growth of 16% on FY2013, with online revenue (which represents 80% of total revenue) growing 11% and offline revenue (including Campus and Assessment Services) growing 44% on FY2013. Despite the re-investments EBITDA grew by 20% on FY2013, with EBITDA margin expansion to 29% (2013: 28%). Strong cash flow generation allowed Zhaopin to pay a dividend of $25.0m in April 2014, SEEK's share being $20.5m.
- **JobsDB:** JobsDB achieved solid revenue and EBITDA growth of 16% and 22% on FY2013 respectively. JobsDB's FY2014 results were favourably impacted as the AUD depreciated against the HKD. On a local currency (100% basis) JobsDB's FY2014 reported results were more moderate, due to the divestment of JobsDB's China business (CJOL) during the period, political unrest in Thailand and one-off business transformation costs.
- **OCC:** In its first full year of the new pricing model OCC achieved revenue and EBITDA growth of 62% and 223% on FY2013. OCC's FY2014 results were favourably impacted by change in business model leading to variation in revenue recognition; excluding this one-off benefit the underlying revenue and EBITDA grew by 41% and 133% on FY2013. Strong operating cash flows facilitated a $2.8m dividend to SEEK in FY2014 (2013: $nil)
- **Brasil Online:** Achieved pleasing financial and operational results despite a slowdown for the FIFA World Cup. Brasil Online revenue grew 8% and EBITDA grew by 30% on FY2013. Brasil's FY2014 results include a favourable impact from reduction in sales tax in the second half of FY2014, excluding this one-off benefit the underlying revenue and EBITDA grew by 4% and 15% on FY2013. Strong cash flows and a strong balance sheet allowed Brasil Online to pay SEEK total dividends of A$22.1m in FY2014 (2013: A$nil). Brasil Online has strong foundations with market leadership across jobseeker and employer metrics in a large and growing market.

Share of results of International equity accounted investments

	2014 $m	2013 $m	Growth $m	Growth %
Share of net profits/(losses) of equity accounted investments				
JobStreet	**4.5**	4.0	0.5	13%
OAM	**(0.7)**	-	(0.7)	n/a
Bdjobs	**0.1**	-	0.1	n/a
Zhaopin[1]	**-**	11.3	(11.3)	n/a
Total share of net profits/(losses) of equity accounted investments	**3.9**	15.3		
Dilution of investment in associates				
JobStreet[2]	**(4.9)**	-	(4.9)	n/a
OAM	**(0.5)**	-	(0.5)	n/a
Total dilution of investment in associates	**(5.4)**	-		
Total share of results of equity accounted investments	**(1.5)**	15.3		

1. Results included as Zhaopin was equity accounted to February 2013.
2. Includes $4.1m relating to the dilution impact of share issuances by JobStreet to acquire 100% ownership interests in certain joint ventures prior to their divestment in the proposed transaction with SEEKAsia Limited.

International associates have contributed a loss of $1.5m in FY2014 (2013: profit of $15.3m). The decline on FY2013 is a result of fully consolidating the results of Zhaopin from 19 February 2013 (thereby reducing associates net profit contribution in FY2014), losses from OAM and a non-cash dilution loss from JobStreet.

Key highlights:

- JobStreet achieved solid results during FY2014, contributing $4.5m (2013: $4.0m) to SEEK's FY2014 results and paying dividends of $2.5m to SEEK (2013: $2.6m). SEEK's share of results includes A$4.1m relating to the dilution impact of share issuances by JobStreet to acquire 100% ownership interests in certain JVs prior to their divestment in the proposed transaction with SEEKAsia Limited;
- SEEK's early stage investments in OAM and Bdjobs provide exposure to large growth opportunities in Africa and Bangladesh. The focus of these investments is not on near-term financials but building leading market positions and monetising overtime. As such, OAM contributed a loss of $0.7m to SEEK's results (2013: $nil) while Bdjobs contributed a small profit of $0.1m to SEEK's results since acquisition in April 2014.

Review of operations continued

Analysis of other key items below EBITDA from continuing operations

	2014 $m	2013 $m	Movement $m	Movement %
Depreciation	**8.8**	6.6	2.2	33%
Amortisation	**25.0**	17.2	7.8	45%
Fair value gain on step acquisitions	**-**	(160.9)	160.9	n/a
Transaction costs from investing activities	**3.0**	-	3.0	n/a
Other investing activities	**(0.9)**	1.3	(2.2)	(169%)
Amortisation of share-based payments and other long-term incentive schemes	**18.1**	9.7	8.4	87%
Interest income	**(10.9)**	(6.2)	(4.7)	76%
Interest expense	**27.7**	24.1	3.6	15%

Key highlights:

- Net interest expense of $16.8m (2013: $17.9m) is slightly lower than prior comparative period driven by increase in interest income due to higher cash balances, partly offset by increase interest expense due to higher average debt balance during the year;
- The fair value gain of $160.9m recognised in FY2013 relating to the fair value gain on acquisition of Zhaopin and impairment write-down of $1.3m on DWT goodwill are non-recurring;
- The costs of depreciation, amortisation and amortisation of share-based payments and other long-term incentive schemes have increased in FY2014 due largely to the full year consolidation of Zhaopin (only consolidated for four months in FY2013).

Discontinued operation – THINK

	2014 $m	2013 $m	Movement $m	Movement %
Operating revenue[1]	**43.1**	99.3	n/a	n/a
Segment EBITDA	**4.6**	15.1	n/a	n/a
Segment EBITDA margin (%)	**11%**	15%		
Net gain on sale of discontinued operation	**23.9**	-	n/a	n/a

1. Operating revenue includes intercompany sales elimination of $2.1m (2013: $3.9m) for sales made by SEEK Learning to THINK Education Group.

Key highlights:

During the year, SEEK sold its remaining 80% interest in THINK with total cash proceeds of $100.4m being received. The net gain on sale (net of transaction costs and associated tax) was $23.9m.

As a result of the sale, THINK was no longer consolidated in the Group results after 30 November 2013. Therefore the results only reflect five months of operational performance compared to the full 12 months in the previous year ended 30 June 2013.

Financial position

SEEK is a member of the S&P/ASX 100 with a market capitalisation of around $5.4 billion and 340.5 million shares on issue at 30 June 2014.

At 30 June 2014, SEEK had net assets of $1,468.6m of which 65% related to long-life intangible assets (goodwill, brands and licences) arising from business combinations, and the remainder relating primarily to cash, equity accounted investments, trade and other receivables; and total liabilities of $763.6m of which 53% related to borrowings, with the remainder relating mainly to unearned income, tax, trade and other payables.

SEEK's total assets increased by 1% and total liabilities decreased by 16% from 30 June 2013 to 30 June 2014, primarily as a result of:

- Reduced borrowings in SEEK Limited and SEEKAsia Ltd;
- Settlement of an arrangement for additional ownership interest in Zhaopin of $36.1m;
- Increased cash and cash equivalents balances in SEEK Ltd and Zhaopin.

SEEK's borrowings now comprise a combination of facilities across SEEK Limited, Zhaopin and SEEKAsia Ltd: SEEK Limited's unsecured syndicated facility of A$465.0m and US$273.0m increased from the $350.0m and US$100.0m facility held as at 30 June 2013. Zhaopin held US$59.0m and RMB85.0m of entrusted loan facilities. SEEK Asia has signed commitment documents for a credit-approved multi-currency amortising debt facility to assist with funding of the JobStreet acquisition. This debt is expected to be equivalent to at least US$110.0m. At 30 June 2014, $404.9m of the total available facilities were drawn down, with $426.7m available in undrawn capacity. SEEK's controlled entities had $323.0m of cash and cash equivalents at 30 June 2014 (2013: $184.8m)

Details relating to the refinancing of SEEK's unsecured syndicated facility is discussed on page 10 in the 'Significant changes in the state of affairs'.

At 30 June 2014 the Group's current assets exceed its current liabilities by $161.3m.

Business strategies and prospects

SEEK Employment

SEEK Employment's market leadership makes it the primary beneficiary of any improvement from the current subdued labour market conditions and the structural migration of revenue from print to online.

SEEK Employment is currently investing heavily in its placement strategy, refining and rolling out new products and services that will allow it to better capture a greater share of placements and associated revenue in Australia and New Zealand.

SEEK Learning

Significant market opportunities exist for SEEK's education portfolio across working adults in Australia, international students and the domestic for-profit sector.

SEEK will continue to focus on growing the synergies and assessing the opportunities that exist between its portfolio of employment marketplaces, SEEK Learning and Swinburne Online.

SEEK has a long-standing relationship with IDP and will continue to work closely with their management team and Board to build the business. Subject to market conditions, an IPO is more likely in calendar year 2015.

SEEK International

SEEK International provides the Group with exposure to rapidly expanding growth markets in Asia, Latin America and Africa.

Much like SEEK Employment, these businesses are impacted to some extent by cyclicality in their local economies and the favourable structural migration of print to online. Some of these businesses may require a degree of short-term reinvestment to best position them for future growth.

SEEK will continue to leverage its domestic experience and work with local management teams to create market leading online employment marketplaces, endeavouring to capture the large macro opportunities in each respective market by adopting something similar to the domestic placement strategy. In addition, SEEK is also considering the expansion of its SEEK Learning "concept" across key international markets. In addition, SEEK is also considering the expansion of its SEEK Learning "concept" across key international markets.

Significant changes in the state of affairs

SEEK announced structural changes

In July 2013 SEEK's CEO, Andrew Bassat, announced some internal changes across the business.

SEEK Learning is now managed with the SEEK Employment business headed up by the Managing Director - SEEK Employment & Learning (Aus & NZ), Joe Powell.

Group Strategy Director Michael Ilczynski stepped into the newly created role of Managing Director, Product Development and Strategy, which includes Product, Online Delivery, Technology and Strategy.

Change in key management personnel

David Gibbons resigned as SEEK Chief Information Officer, effective 9 August 2013.

SEEK completed the sale of its remaining 80% holding in THINK to Laureate Education, Inc.

On 7 November 2013 SEEK announced the sale of its remaining 80% holding in THINK based on an implied 100% Enterprise Value of $140.0m. The effective date for this transaction was 30 November 2013 and THINK was no longer consolidated after this date.

Refinancing of syndicated debt facility

A new syndicated facility was established on 5 March 2014, comprising A$465.0m and US$273.0m. As per the previous facility, the structure is a revolving, unsecured, syndicated senior debt facility. For further information refer to note 17(i).

USD entrusted loan facilities – Zhaopin

During the year Zhaopin has re-financed its entrusted loan facilities, increasing the facility limits to comprise US$59.0m and RMB85.0m, with maturities between April 2015 and July 2016. For further information refer to note 17(ii).

Acquisition of a minority stake in Bdjobs

On 11 April 2014, SEEK acquired a 25% interest in Bdjobs. Bdjobs is the leading online employment marketplace in Bangladesh and presents SEEK with a strategic opportunity to benefit from a long-term investment in a large early stage market, well positioned to benefit from increasing internet penetration as well as economic growth.

SEEK made a cash payment of US$5.0m ($5.4m plus acquisition costs of $0.2m at the exchange rate on the date of transaction) in settlement of the acquisition. The investment was financed through SEEK's cash reserve, and comprised US$5.0m of share purchase from minority shareholders.

Zhaopin acquired JobsDB China Investment Ltd from JobsDB Group

On May 22, 2014, Zhaopin entered into a Share Purchase Agreement (SPA) with Jobs DB Inc. (JobsDB) to acquire 100% equity interest in Jobs DB China Investments Limited from JobsDB for a total cash consideration of US$15.7m. Through its 100% consolidated affiliate in the People's Republic of China (PRC), Jobs DB China Investments Limited indirectly controls 75.6% of Shenzhen Xijier Human Resources Co., Ltd (CJOL), a privately held PRC company that offers recruitment services in Southern China and a variable interest entity of Jobs DB China Investments Limited. The acquisition was completed in June 2014.

Zhaopin Ltd – Listed on New York Stock Exchange

On 12 June 2014 Zhaopin was successfully listed on the New York Stock Exchange (ticker "ZPIN"). 5.61m American Depository shares (ADSs) each representing two Class A ordinary shares were issued in the IPO, together with 1.11m ADSs to PCV Belge SCS (a vehicle advised by the private equity firm Apax Partners).

At 30 June 2014, SEEK remained the majority shareholder in Zhaopin with an undiluted equity interest of 68.3%.

Matters subsequent to the end of the financial year

Zhaopin underwriter's option purchase

On 3 July 2014, the Group announced that Zhaopin Limited (Zhaopin) had announced that the underwriters of its initial public offering (IPO) exercised their option to purchase 841,500 additional American depository shares (ADSs) on 2 July 2014, each representing two Class A ordinary shares, in line with the terms of the underwriting agreement.

Subsequent to the underwriters exercising their option to purchase the 841,500 ADSs, SEEK remained the majority shareholder in Zhaopin with an undiluted equity interest of 67.2%.

Appointment of new board member

SEEK appointed Julie Fahey to the Board as a non-executive director on 23 July 2014. Julie has over 30 years of experience in technology, including in major organisations such as Western Mining, Exxon, Roy Morgan, General Motors and SAP, covering consulting, software vendor and Chief Information Officer roles.

In her addition to her industry experience, Julie spent ten years at KPMG as a partner with the firm, during which time she held roles as National Lead Partner Telecommunications, Media and Technology, and National Managing Partner - Markets. She was also a member of the KPMG National Executive Committee.

Update on JobStreet transaction

On 19 February 2014, the Group announced that SEEK Asia, a majority owned subsidiary, executed a share purchase agreement to acquire 100% of the online employment business of JobStreet for total consideration of MYR 1,730m (excluding transaction costs).

On 20 August 2014, the Group provided key updates in regards to the JobStreet transaction, as follows:

- SEEK and JobStreet have reached agreement on a revised purchase consideration for the JobStreet transaction of MYR 1,890.0m (equivalent to approximately A$636.0m based on AUD:MYR exchange rate of 2.97). The revised consideration is based on applying a similar EV/EBITDA as the original transaction (Feb 14) with the increase in price in line with increased earnings attributable to the deferred settlement.
- The final consideration to be payable by SEEK and its co-investors is to be determined and dependent on working capital adjustments at completion. It is expected that the additional consideration will be largely funded from a combination of increased debt and cash in SEEK Asia.
- SEEK is discussing certain commitments with the Competition Commission of Singapore (CCS) for the CCS to arrive at a view that the transaction does not substantially lessen competition in Singapore. Such commitments involve, among other things, undertakings on price maintenance and non-exclusivity. Assuming that the CCS accepts the commitments offered (following market testing), the CCS will issue a favourable decision in relation to the transaction.
- The transaction is targeted to be completed by end of September 2014 (subject to CCS outcomes).

On completion of the transaction, subject to final consideration and funding mix, SEEK Asia ownership structure is expected to be approximately as follows:

Investor	Ownership in SEEK Asia
SEEK International Investments Pty Ltd	**75%**
Non-controlling interest	
Windfyr Pty Ltd (Newscorp)	12%
Tiger Global	9%
Macquarie Capital	4%
Total non-controlling interest	25%

Post completion of the transaction, SEEK will continue to consolidate the financial results of SEEK Asia into SEEK's group financial statements.

Preliminary accounting impacts

Based on preliminary estimates, the Group expects to recognise a fair value gain on its pre-existing ownership in JobStreet. In view of the very recent timing of updates of the JobStreet transaction, the Group are currently working on the initial accounting impacts and it is currently impractical to fully comply with the disclosure requirements of AASB 3: *Business Combinations* as a result of the following outstanding matters:

- The transaction is subject to CCS approval;
- Ongoing movements in the carrying value of SEEK's equity accounted investment in JobStreet as a consequence of recognising SEEK's share of JobStreet's profit and loss in the period to transaction completion;
- Working capital adjustments;
- Exchange rate movements.

The Group expect to finalise the acquisition accounting within 12 months of the acquisition date and further information will be provided in the 31 December 2014 SEEK Group Interim Financial Report.

Likely developments and expected results of operations

Other than the JobStreet transaction as disclosed on page 11, at the date of this report there are no likely developments in the operations of the consolidated entity constituted by the SEEK Group which would materially impact the results of the Group.

The following are key opportunities that may benefit SEEK's financial and operating result in future periods:

- Higher job ad volumes across SEEK's assets resulting in significantly stronger cash flows across the Group, driven by:
  - An acceleration of the structural migration from print to online
  - A significant turnaround in the macroeconomic cycle
  - An acceleration in urbanisation or internet penetration in SEEK's international markets
- An increase in SEEK's share of placements as a result of the successful implementation of the Group's Placement Strategy;
- Realisation of benefits associated with financing arrangements, including sourcing new financing and the refinancing of existing borrowings.

The following are key risks that may impact SEEK's financial and operating result in future periods:

- A prolonged decline in job ad volumes, as a result of a downturn in the employment markets in which the Group operates;
- A prolonged interruption to SEEK's IT operations as a result of a natural disaster or other unforeseen event;
- New competitors entering the market and/or existing competitors increasing their market share may lead to downward pressure on prices and margins;
- Failure to protect data privacy and security could lead to significant legal action, damage to SEEK's reputation and potential loss of significant customers;
- The loss of a number of key personnel may adversely affect the financial performance, innovative nature or growth prospects of SEEK;
- Changes to the number of international student visas issued, changes in regulations governing the provision of education, or changes to government funding to students could adversely impact the student numbers in the markets in which SEEK's education businesses operate;
- Operating in high growth early stage international markets increases SEEK's exposure to political and macro economic risks.

Sustainability

SEEK is focused on continually enhancing its organisational culture, through its investment in the wellbeing and professional development of SEEK employees and promotion of a wide range of employee engagement and diversity initiatives.

SEEK's values support its culture of ethical corporate conduct. This is evident in SEEK's firm stance on Group governance issues such as anti-bribery. SEEK contributes to the wider community through its commitment to SEEK Volunteer, and by providing opportunities to employees to volunteer and/or donate to charitable organisations. The Company is also committed to reducing its carbon footprint, which has been achieved through the implementation of a number of environmental sustainability programs.

People

SEEK's people are its greatest asset. SEEK aims to attract and retain employees with the right expertise and fit with SEEK's values and culture across the global group. In return, SEEK strives to create a work environment which is challenging, rewarding and inclusive, which encourages diversity and provides employees with opportunities to develop their professional skills and leadership potential.

SEEK runs innovative talent development programs, as well as extensive professional development opportunities through both internal and external programs, mentoring and coaching.

SEEK measures employee engagement in Australia on a bi-annual basis using an "Insight" survey conducted by an external organisation covering areas such as employee development, factors contributing to employee motivation and satisfaction, values and corporate responsibility. SEEK Management reviews the results of Insight surveys to assist in determining the focus for employee engagement initiatives for the following period.

SEEK diversity and inclusion

During FY2014 SEEK has focussed on a number of diversity and inclusion initiatives, including:

Gender diversity

SEEK conducted gender diversity work across the business including in its Technology and Finance teams in FY2014, focused on increasing awareness of workplace gender diversity issues and addressing potential barriers to participation and career advancement opportunities.

Transitioning Executive Women Now Program

The 'Transitioning Executive Women Now' program is a closed program run by The Hunger Project for a select group of 15 career orientated professionals from a variety of organisations who, over the course of a 12 month period, share their individual journeys of leadership and success. As part of this program participants are mentored by high profile female Company Directors from ASX-listed companies.

SEEK offered the opportunity for all senior female managers to express their interest in taking part in this program as part of their development. One female was selected to participate in the program and all other applicants were provided with $2,000 towards an alternate development program of their choice.

Continuing EMPOWER sessions

EMPOWER sessions have been introduced as an open forum to help identify and dismantle the barriers for women at SEEK to grow their careers. These sessions are open to all employees of both SEEK and Swinburne Online.

Sessions are held over lunch and keynote speakers have included women holding senior positions both within and external to SEEK. In these sessions, both men and women are given the opportunity to hear successful women talk about career success, breaking down barriers and how they have balanced having both family and a career.

Mum's the Word

'Mum's the Word' is a regular forum held for both working mothers and employees currently on maternity leave. These forums provide opportunities for sharing experiences and suggesting ideas for new initiatives to support SEEK's employees when on maternity leave and back in the workplace.

Transition Coaching Program

In FY2014 SEEK introduced a transition coaching program designed to help employees successfully manage the important transition to new parenthood in the context of their professional lives. The program supports employees taking parental leave and their managers before, during and following parental leave to overcome the challenges of return to work. The program consists of a series of coaching sessions (face to face or via video or phone conference) before, during and within six months following parental leave.

National Disability Recruitment Coordinator

SEEK is an affiliated partner of the National Disability Recruitment Coordinator, a division of Work Focus. In this capacity, SEEK works together with the Coordinator to achieve the following objectives:

- Provide access to SEEK jobs through the Australian Disability employment network;
- Ensure that SEEK's organisational systems support the recruitment of people with a disability.

It Gets Better

SEEK continues to be an advocate for and participant in the 'It Gets Better' project. In 2013 a video was created for the project, in which a passionate group of SEEK employees who are part of the LGBTI community share their personal stories with the aim of having an impact on teenagers being bullied. The number of video views on YouTube and across social media has now reached over 150,000 views to date.

Sponsorship of 'Bridegroom'

SEEK was proud to have the opportunity to promote equal opportunity through the sponsorship of Bridegroom – a documentary on marriage equality.

SEEK Hackathon

SEEK held its second Hackathon this year, a two day event where employees from all departments came together and worked collaboratively in teams to develop ideas and create innovative products of potential value to SEEK. Once ideas have been 'hacked', prototypes are developed to be showcased at the conclusion of the event for potential implementation as SEEK products in the future.

The Hackathon event has proved a huge success, providing employees with an opportunity beyond their day to day roles to share their passion and imagination. Several ideas from the Hackathon have progressed for further development. The Hackathon is a powerful employee engagement tool, demonstrating SEEK's commitment to innovation and empowering its employees.

People continued

SEEK Employee Retention

SEEK values its talented and highly engaged workforce. SEEK invests in the recruitment and retention of high-performers who are aligned with SEEK's culture and values. In FY2014, SEEK retained 98% of high performing employees.

SEEK Workplace health and safety

SEEK is committed to safeguarding the health and safety of its employees, contractors and visitors at work.

It achieves this by conducting its business in accordance with all workplace health and safety (WHS) laws, standards and codes of practice, which are relevant to each site in its Australian business. SEEK provides resourcing and support for a wide range of health and safety programs. Through strong and effective leadership, and a focus on employees taking personal responsibility for safety, SEEK maintains a strong safety record, with low lost-time injury frequency rates.

Safety performance	2014
Lost time injury frequency rate*	3.9
Lost time injury incident rate	0.9

* Lost time injuries that have one or more full shifts lost.

SEEK's health and safety programs include: annual health checks for employees, flu vaccinations, health snacks, on site yoga classes, and group personal training.

In addition, in FY2014 SEEK has focused on providing mental health programs for its employees, including:

- Provision of training for managers to enable support for team members with a mental illness;
- SEEK has agreed to partner with industry experts on a ground-breaking 12 month research project with the objective of SEEK achieving greater awareness and success in supporting employees with a mental illness.

Community

SEEK recognises its responsibility to make a positive contribution to the communities in which it operates. This commitment is brought to life in a number of ways including matching employees' pre-tax donations to charity, the SEEK Volunteer site and employee volunteering day.

SEEK's community involvement has the full support of the Board, Executive and employees, with internal Insight surveys showing that 85% of SEEK employees value SEEK's focus on balancing social, environmental and financial responsibilities.

Including charitable donations and direct contributions to the operation of SEEK Volunteer, SEEK contributed over $500,000 to community initiatives in FY2014.

Workplace Giving – SEEK's partnership with the Australian Charities Fund

SEEK partners with The Australian Charities Fund for its Workplace Giving Program and is part of the Fund's Employee Leadership Group. The Australian Charities Fund is a not-for-profit social enterprise and one of the architects, drivers and thought leaders of workplace giving in Australia. Its mission is to raise awareness of, and drive participation in, workplace giving.

Workplace Giving allows SEEK employees to donate money to charity through pre-tax payroll deductions, and to make a difference in the community. As a further incentive, SEEK matches employee donations.

As part of National Workplace Giving Month in June 2014, and in evidence of its commitment and corporate leadership in this area, SEEK re-launched its workplace giving program, rebranding it 'Small Change'. At the beginning of June 2014, 7% of SEEK employees participated in the program, donating contributions from their pay to one or more charities. By 30 June 2014, participation had increased to 54% of SEEK employees.

SEEK's nominated Workplace Giving charities are below:

- Lifeline
- Australian Wildlife Conservancy
- Alannah and Madeline Foundation
- CanTeen
- The Lort Smith Animal Hospital
- Cathy Freeman Foundation
- Starlight Children's Foundation
- The Smith Family
- STREAT
- The Big Issue

SEEK Volunteer

SEEK Volunteer has operated for the past 14 years and is run in partnership with Volunteering Australia, the national peak body for volunteering. Utilising SEEK's digital expertise, SEEK Volunteer aims to match volunteers with volunteering opportunities suited to their skills and requirements. SEEK's Volunteer Vision is 'Contributing positively to the communities we serve'.

This year's 'Helping others is easier than you think' marketing campaign was launched to coincide International Volunteer Day and National Volunteer Week and received widespread media attention.

Other key highlights for SEEK Volunteer during FY2014 included:

- Over 1 million average page views per month[1] for SEEK Volunteer;
- An all time peak of 13,575 expressions of interest from potential volunteers through the SEEK Volunteer website in March 2014[2];
- Engagement with the SEEK brand found to be significantly higher for people who are aware of SEEK Volunteer[3].

SEEK also encourages employees to contribute directly to the wider community through the Company volunteering program, where employees are provided with one day of paid leave each year to work for a charitable organisation of their choice.

1. Omniture Site Catalyst reports July 2013 – June 2014.
2. Omniture Site Catalyst report March 2014.
3. SEEK Brand & Advertiser Tracking February – April 2014.

Stakeholder engagement

SEEK uses independent agencies to perform a wide range of stakeholder perception surveys with the purpose of assessing the impacts of our products, services, community involvement and other initiatives on key stakeholders. Surveys are also conducted with the purpose of providing enhanced products to better assist candidates in their careers, and to measure other usage for example by potential volunteers when using the SEEK Volunteer site.

Perception surveys undertaken in FY2014 included the following:

- Candidate surveys on career planning and development requirements;
- Consumer surveys to assess the impact of and engagement with SEEK's brand;
- Client satisfaction surveys;
- Surveys to better understand potential volunteers using the SEEK Volunteer site.

Collaboration with Indigenous Australians

In FY2014 SEEK formed a partnership with NSW Rugby and the Department of Education, Employment and Workplace Relations (DEEWR) to support the Learn, Earn, Legend program. This program is designed to assist selected indigenous students to reach their potential in years 11 and 12.

SEEK further developed its partnership with One Day Hill this year. One Day Hill is a publishing company through which SEEK sponsors the production of indigenous storybooks for children. In an effort to explore initiatives to protect native indigenous language, SEEK sent two SEEK employees to a remote indigenous community in Northern Territory, to capture local stories with the aid of a linguist, for the creation of a story book to be presented back to the community.

SEEK continues to be a member of Supply Nation, which provides SEEK with access to indigenous owned and run enterprises to permit diversity in the selection of SEEK suppliers.

Startup Weekend Melbourne Women

Startup Weekend is a global grassroots movement of active and empowered entrepreneurs who are learning the basics of founding startups and launching successful ventures. It is the largest community of passionate entrepreneurs with over 1,800 past events in 120 countries around the world in 2014.

During FY2014 SEEK sponsored a Startup Weekend event designed by women, with the aim of creating a nurturing and welcoming space for women to be inspired, improve skills, build networks and test ideas. SEEK participated on the judging panel and in providing coaching to teams.

Governance

Ethical conduct

SEEK's culture embeds a requirement for honest and ethical conduct by its people.

SEEK is committed to conducting its businesses in a manner consistent with the laws of the countries in which it operates. Conduct associated with bribery and corruption is inconsistent with SEEK's values and culture. SEEK has developed a policy which prohibits its personnel from engaging in activity which constitutes bribery or corruption.

SEEK's Code of Conduct sets out the tenets of ethical and respectful conduct against which all employees are required to comply when dealing with each other, SEEK's suppliers, customers, shareholders and external stakeholders, and the broader community. These include acting honestly, in good faith and in the best interests of the Company, without conflict of interest or improperly taking advantage of position or confidential information, and at all times within the law.

SEEK's Whistleblower Policy protects employees from detrimental action where employees disclose, in good faith and with reasonable grounds, any unethical or improper conduct, financial impropriety or fraud, contravention of legal provisions or evidence of auditing non-disclosure within the organisation.

Corporate governance policies

SEEK is committed to strong and effective governance frameworks. SEEK's corporate governance policies are described in the Corporate Governance Statement set out in the Directors' Report and are also available for viewing from the corporate governance section of the investor centre of the Company website at www.seek.com.au.

Environment

Environmental policy

SEEK is an online business which does not extract resources and is not involved in the manufacture or transport of products. The Group's operational model comprises office based employees. Accordingly, SEEK's environmental footprint is small and arises primarily from the energy used and materials consumed by its offices.

Nevertheless, SEEK has a commitment to minimising its environmental impact which is supported by the Board. SEEK's approach to environmental impact reduction includes, where practicable, a commitment to:

- Continually improving SEEK's sustainability practices, and to partnering with suppliers with high quality sustainability practices;
- Minimising the environmental impact of SEEK's activities, including minimising waste, consumption of materials, energy and water;
- The use of recycled materials;
- Supporting awareness of environmental issues.

SEEK environmental programs

SEEK's extensive range of sustainability programs, under the internal umbrella SEEK Green, includes:

Sustainable cleaning, waste and recycling practices

- Commitment to use best practice sustainable cleaning systems and products at SEEK head office. For example, a commitment to environmentally low impact cleaning products (phosphate, petroleum and sulphate free);
- Recycling of 80-90% of consumables used in SEEK Australia offices which are capable of being recycled;
- Waste paper bins, binding documents and toner cartridges are recycled;
- Offices use crockery and steel cutlery to reduce disposable consumables.

Energy

- Investment in video conferencing facilities to connect SEEK sites and reduce the need to travel;
- Installation of lighting using low wattage, low energy, power efficient globes;
- Lighting sensors to ensure lights are turned off when not in use;
- Air conditioning zoned to reduce power or switch off outside office hours;
- Promotion of battery and mobile phone recycling to reduce landfill;
- Education of energy use (per employee) through a new Workspaces project to improve the efficiency and productivity of allocated workspace;
- Improvement in the way data services are delivered through green IT and cloud computing.

Water

- Reduction of bottled water consumables by installing filtered water taps;
- Water efficient dishwashers service 80% of SEEK employees;
- Water efficient bathrooms at head office save over 100,000 gallons of water per unit per annum.

SEEK is compliant with environmental legislative requirements

As a result of SEEK's low greenhouse gas emissions, energy consumption and waste management program, the Company is compliant with current environmental legislative requirements as set out in the *National Greenhouse and Energy Reporting* (NGER) and *Energy Efficiency Opportunities (EEO) Acts*, as well as waste legislation. Due to SEEK's current level of scope 1 greenhouse emissions, SEEK is not liable under the *Clean Energy Act 2011*.

Information on directors

	Neil G Chatfield	Andrew R Bassat
Position	Independent non-executive director	Chief Executive Officer Co-founder
Age	60	48
Appointed	June 2005	September 1997
Other current directorships	Virgin Australia Holdings Limited (non-executive) since May 2006 and Chairman since June 2007. Transurban Group (non-executive) since February 2009. Recall Holdings Limited (non-executive) since October 2013. Grange Resources Limited (non-executive) until April 2014.	None
Former directorships in last three years	Whitehaven Coal (non-executive) 2007 to 2012	None
Special responsibilities	Chairman of the Board. Member of the Audit and Risk Management Committee. Member of the Remuneration Committee. Chairman of the Nomination Committee.	Chief Executive Officer. Managing Director.
Interests in shares and options	42,656 shares, representing 0.01% of issued capital.	13,942,506 shares, representing 4.1% of issued capital and 3,138,599 options. 60,000 ADSs in Zhaopin Ltd.
Experience and expertise	Neil Chatfield is an established Executive and Non-Executive Director with extensive experience across all facets of company management, and with specific expertise in financial management, capital markets, mergers and acquisitions, and risk management. In addition to SEEK, Neil also holds Non-Executive roles across a range of industries and is currently the Chairman of Virgin Australia Holdings Ltd, and a Non-Executive Director of Transurban Group and Recall Holdings, all ASX listed companies. Neil was until 2009 an Executive Director and Chief Financial Officer of ASX listed Toll Holdings Ltd, Australia's largest transport and logistics company; a position he held for over 10 years. Neil has a Masters of Business in Finance and Accounting, and is a Fellow of CPA Australia (FCPA) and Fellow of the Australian Institute of Company Directors (FAICD).	Andrew Bassat is the CEO of SEEK Limited and an Executive Director and co-founded the Company in 1997. He has been involved in all stages of the development of the business since then. In particular, Andrew has driven since inception the strategy of the Group and led the creation and development of the international and education businesses. Prior to co-founding SEEK, Andrew was a management consultant with Booz Allen & Hamilton and prior to that, he worked as a solicitor at Corrs Chamber Westgarth. Andrew holds a Bachelor of Science (Computer Science) degree from the University of Melbourne, a Bachelor of Laws (Honours) degree from Monash University and a Master of Business Administration degree from Melbourne Business School.

Colin B Carter	Denise I Bradley	Graham B Goldsmith
Independent non-executive director	Independent non-executive director	Independent non-executive director
71	72	54
March 2005	February 2010	October 2012
Wesfarmers Limited (non-executive) since October 2002. Lend Lease Limited (non-executive) since April 2012. World Vision Australia since April 2008.	None	Djerriwarrh Investments Ltd (non-executive) since April 2013. Zhaopin Ltd (independent non-executive director) since June 2014.
None	None	None
Chairman of the Remuneration Committee. Member of the Audit and Risk Management Committee. Member of the Nomination Committee.	Member of the Remuneration Committee. Member of the Nomination Committee.	Chairman of the Audit and Risk Management Committee. Member of the Nomination Committee.
94,458 shares, representing 0.03% of issued capital.	5,000 shares, representing 0.001% of issued capital.	35,000 shares in SEEK Limited, representing 0.01% of issued capital 18,000 ADSs in Zhaopin Ltd.
Colin Carter has a consulting background in organisational and business strategy. He is a former Senior Partner of, and a current Senior Adviser to, The Boston Consulting Group. His interests include corporate governance issues and Colin has carried out board performance reviews for a number of companies as well as co-authoring a top-selling book on boards, Back To The Drawing Board. Colin is a non-executive director of ASX listed companies Wesfarmers Limited and Lend Lease Corporation Limited, and a Director of World Vision Australia. He is President of the Geelong Football Club and also a director of Ladder which is the AFL Players' project to combat youth homelessness. In 2014, Colin was appointed by the Prime Minister's Office as Special Advisor to the Empowered Indigenous Communities Taskforce. Colin has a Bachelor of Commerce degree from Melbourne University and an MBA from Harvard Business School where he graduated with Distinction and as a Baker Scholar.	Emeritus Professor Denise Bradley AC has been extensively involved in national education policy groups for more than two decades. She was a member of the Commonwealth Tertiary Education Commission (CTEC) and later of the National Board of Employment, Education and Training (NBEET) and was deputy chair of the Higher Education Council of NBEET. In 2008 she chaired the Expert Panel which undertook the National Review of Higher Education. She has also had significant roles on other government and educational boards and committees involved in higher education and training. Professor Bradley is also a former President and Chair of IDP Education Australia Pty Ltd in which SEEK has a 50% investment in partnership with Australian Universities. Professor Bradley is currently a member of the NSW Skills Board, a member of the NSW National Partnerships Evaluation Committee, and Chair of VERNet. On Australia Day 2008 Professor Bradley was made a Companion of the Order of Australia, Australia's highest honour, in recognition of her service to higher education. Professor Bradley has a Bachelor of Arts degree from Sydney University, a Diploma of Education from Adelaide University, a Diploma of Librarianship from the University of NSW, and a Masters degree in Social Administration from Flinders University. She also holds Honorary Doctorates from Pukyong University (Korea), University of South Australia, Royal Melbourne Institute of Technology and the University of Western Sydney.	Graham Goldsmith brings to the Board high calibre financial services and banking experience acquired from over 25 years of working in the sector. Graham retired in 2012 as Vice-Chairman and a Managing Director of Goldman Sachs Australia after 25 years with the firm. Graham held a number of senior roles during his career with Goldman Sachs, predominantly advising listed company management teams and boards, and governments, on capital market and financing conditions and transactions. He also held a number of governance related roles, specifically focused on risk management and reputational issues. Graham was also Chair of the Goldman Sachs Australia Foundation, the not-for-profit entity through which the firm conducts charitable works in Australia. Graham was educated at Swinburne Institute of Technology and graduated with a Bachelor of Business (Accounting). He completed the Advanced Management Program at Harvard University in Boston in 2007. He is a CPA and member of the Australian Society of CPAs, a Fellow of the Australian Institute of Company Directors (FAICD), and a Fellow of the Financial Services Institute of Australia (FFin). Graham is a non-executive director of SEEK's separately listed subsidiary Zhaopin Ltd, Djerriwarrh Investments Ltd and will become Chancellor of Swinburne University from late August 2014, having been Deputy Chancellor at the date of this report. He is also President of the Council of Bialik College.

Information on directors continued

Company secretary

The Company Secretary is Moana Weir. Moana was appointed General Counsel and Company Secretary of SEEK in December 2010. Moana has 14 years senior management experience in listed online companies, having previously been the Company Secretary and General Counsel at both REA Group Ltd (realestate.com.au) and Melbourne IT Ltd. Moana was previously a non-executive director of VLine Corporation. Her term as a VLine director ended in October 2013. Moana is a director on the board of a not for profit school Foundation. She holds a BA, LLB (Hons) and is a Graduate member of the Australian Institute of Company Directors (GAICD).

Meetings of directors

	Board		Audit and Risk Management Committee		Remuneration Committee		Nomination Committee	
	Attended	Held	Attended	Held	Attended	Held	Attended	Held
N G Chatfield	7	7	4	4	3	3	1	1
A R Bassat	7	7	4*	4	2*	3	1*	1
C B Carter	7	7	4	4	3	3	1	1
D I Bradley	7	7	3*	4	3	3	1	1
G B Goldsmith	7	7	4	4	3*	3	1	1

* Where Directors are not members of various Board Committee, they attend by invitation of the Committee Chair.

Retirement, election and continuation in office of directors

Under the SEEK constitution, the following directors will seek re-election at the 2014 Annual General Meeting (AGM):

- Neil Chatfield, being eligible, will seek re-election at the next AGM

Under the SEEK Limited constitution, directors cannot serve beyond three years or the third AGM after their appointment, whichever is longer.

If no director is in a position requiring them to stand for re-election in the normal rotation, then one director must stand for re-election at the AGM, as selected under the rules of the constitution.

Andrew Bassat, who is Managing Director and Chief Executive Officer, is not required to be re-elected while he holds the position of Managing Director.

Insurance of officers

SEEK Limited has entered into Deeds of Indemnity with all SEEK Limited directors in accordance with the SEEK constitution. During the financial year, SEEK Limited paid a premium to insure the directors, officers and managers of the Company and its controlled entities. The insurance contract requires that the amount of the premium paid is confidential.

Proceedings on behalf of the Company

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

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court 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. Such services are typically associated with large transactions and are one-off in nature.

Details of the amounts paid to the auditor (PricewaterhouseCoopers) for non-audit services provided during the year are set out on page 129.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit and Risk Management 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 and Risk Management Committee to ensure they do not impact the integrity and objectivity of the auditor;
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out on page 44.

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

	2014 $	2013 $
Other assurance services		
PricewaterhouseCoopers Australian firm:		
Due diligence services	**773,500**	403,200
Related practices of PricewaterhouseCoopers Australian firm:		
Other non audit services	**765,870**	629,851
Total remuneration for other assurance services	**1,539,370**	1,033,051
Taxation services		
PricewaterhouseCoopers Australian firm:		
Tax consulting – international tax matters	**459,740**	194,853
Tax consulting – domestic tax matters	**295,482**	273,179
Tax compliance	**62,226**	57,680
Related practices of PricewaterhouseCoopers Australian firm:		
Tax compliance services, including review of company tax returns	**101,834**	93,259
Total remuneration for taxation services	**919,282**	618,971
Total remuneration for non-audit services	**2,458,652**	1,652,022

Fees paid to PricewaterhouseCoopers for audit and review of financial statements in FY2014 was $4,190,879 (2013: $1,774,669).

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 due diligence reporting on acquisitions, and where PricewaterhouseCoopers is awarded assignments on a competitive basis. It is the Group's policy to seek competitive tenders for all major consulting projects.

Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report and annual report have been rounded off in accordance with that Class Order to the nearest hundred thousand dollars, or in certain cases, to the nearest dollar.

Auditor

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

Remuneration Report

1. Contents

The remuneration report contains the following sections:

2. About this report

2.1 Key Management Personnel

	Name	Position
Non-executive directors	N G Chatfield	Chairman, non-executive director
	C B Carter	Non-executive director
	D I Bradley	Non-executive director
	G B Goldsmith	Non-executive director
Executive director	A R Bassat	Managing Director and Chief Executive Officer (CEO)
Other key management personnel	J A Armstrong	Chief Financial Officer
	M F Callaghan	Group Human Resources Director
	P D Everingham	CEO – SEEK Asia (appointed 1 April 2014) Previous position: Managing Director (SEEK Education)
	D Gibbons	Chief Information Officer (resigned 8 August 2013)
	M J Ilczynski	Managing Director - Product Development & Strategy (appointed 9 August 2013) Previous position: Group Strategy Director
	J S Lenga	Managing Director (SEEK International) Chairman of the Board of Zhaopin Ltd
	J S Powell	Managing Director - SEEK Employment & Learning (AUS & NZ) (appointed 9 August 2013) Previous position: Managing Director (SEEK Employment - Australia & New Zealand)

Changes since the end of the reporting period

On 23 July 2014, SEEK announced the appointment of Julie Fahey to the Board as a non-executive director.

2.2 Basis of preparation

This Remuneration Report sets out remuneration information for SEEK Limited's Non-Executive Directors, Executive Director and other executives (key management personnel) of the Group. The information in this report has been prepared based on the requirements of the *Corporations Act 2001* and the applicable accounting standards.

The Remuneration Report is designed to provide shareholders with an understanding of SEEK's remuneration policies, and the link between the Group's remuneration philosophy, strategy and performance. Individual outcomes are provided for SEEK's Non-Executive Directors (NEDs), the CEO and other Key Management Personnel (KMP).

The report has been audited.

2.3 Description of terms

Throughout this remuneration report, references will be made to a number of elements of the SEEK remuneration plan. The reference guide below outlines where details and explanations can be found for each feature of the plan:

Term	Description	Reference
Total remuneration (TR)	Total remuneration in FY2014 comprises the executive's package of base salary, superannuation, performance rights and LTI options.	3.1
Performance right (PR)	Executives are issued one performance right, valued at a fixed % of TR, which converts to a number of shares, according to calculations outlined in section 5.3.	3.2 5.3
Long-term incentive (LTI) options	Executives are issued with a number of LTI options – each option gives the executive the right to purchase one share at a future date at a predetermined price, if all performance hurdles are met. Performance hurdles for the FY2014 LTI options are set using the concept of an Indexed option (see below).	3.2 5.4
Compound annual growth rate (CAGR)	The year-on-year growth rate of an investment over a specified period of time.	5.4
Indexed Option	The exercise and strike price of the option is determined by grossing up the share price at effective date by the 15 year CAGR returns of the All Ords Index cumulatively over the three year plan.	5.4
Relative Total Shareholder Return (RTSR)	The level of total return of SEEK's shares to shareholders (capital gain plus dividends), over a predetermined period of time, in comparison to other companies in SEEK's comparator group.	4.3
Earnings Per Share (EPS)	The portion of a company's profit allocated to each outstanding ordinary share. EPS is calculated as: $\frac{\text{Net Profit after tax attributable to SEEK}}{\text{Weighted average number of shares on issue}}$	4.1 4.2
"Look-through" revenue	Revenue based on ownership as at each reporting date and calculated as follows: • SEEK's proportional ownership interest at the end of each reporting period multiplied by underlying 100% revenue of the entity or associate/JV This methodology applies to all entities except for THINK where its revenue contribution has been excluded from look-through revenue in all periods following its divestment in November 2013 As a number of the entities (Associates /JVs) included in the "look-through" results are not controlled and therefore not consolidated by SEEK, the "look-through" Revenue and EBITDA does not reconcile to SEEK's consolidated reported revenue	4.2

Remuneration Report continued

3. Executive remuneration strategy and framework

3.1 SEEK's executive remuneration strategy

The SEEK Board is committed to a remuneration framework that is focused on creating sustainable shareholder value.

As outlined in the 2013 Remuneration Report, SEEK's remuneration scheme has the following attributes:

- Alignment to shareholder interests;
- Alignment to achievement of company vision and strategy;
- Reasonableness, transparency and simplicity;
- Attraction and retention of high calibre executives.

The principles which underpin the SEEK remuneration strategy are set out below. These were first approved by shareholders at the SEEK 2012 AGM and again at the 2013 AGM, and have been consistently applied during FY2014.

1. Establish a more appropriate peer group for benchmarking Total Remuneration

   Very few Australian companies have established strong market positions domestically and overseas in rapidly developing markets as SEEK has done, and so the Board considers the use of benchmarks which focus mostly on Australian domestic companies to be problematic. For FY2014 remuneration the Board selected a comparator group based on local Australian market capitalisation which is relevant for many positions in SEEK. SEEK is one of the few Australian companies to build a strong global position in some of the world's fastest growing and yet challenging markets and so we expect our numbers to be at the higher end of local benchmarks. The Board has also carefully considered how to benchmark SEEK's executives who are driving the global business. Factors of increasing relevance in this area includes SEEK's increasing exposure to offshore markets, as well as the number of global players competing for talent within the markets in which SEEK operates. To this end, the Board obtained additional benchmark data from global IT sector companies in other markets in which SEEK competes for executive talent, primarily in the US, to improve and widen the scope of its benchmarking data.

2. Remove Short-term Incentives (STI) for SEEK's executives to ensure focus on long-term growth

   Instead of a cash-based STI, one third of the base payment has been paid in performance rights which convert to shares after a performance period of one year. The payment in shares means that the value is at risk - as it is for shareholders. In addition, the 18 month disposal restriction period after vesting further locks up the value to executives for a total of 30 months.

3. Design the Long-term Incentive (LTI) such that it only generates value for executives if shareholders are doing well

   SEEK's executives receive indexed options to the value of one-third of their fixed package. The strike price for the options is determined by grossing up the SEEK share price at issue date by the rolling CAGR returns of the ASX All Ords Index over 15 years, for each year of the three year performance period. On vesting, an additional one year share disposal restriction period applies, resulting in the executive's ability to derive value from the LTI Options being restricted for a total period of four years. The Board believes that this element of the SEEK remuneration scheme is highly aligned to the shareholder's long term interest as it only pays out when SEEK's share price has risen materially.

In implementing this remuneration framework, the Board has achieved its intention to set a level of total remuneration that is fair and reasonable in its structure and quantum. The Board considers that its strategy appropriately rewards strong performance by the Company in all market conditions and at all points in the economic cycle.

By removing the STI component of remuneration and replacing it with performance rights, the value to the executive replicates the value created for the shareholder. In this way, the long-term incentive component for executives also has a direct correlation to shareholder value, as growth in share price generates wealth for both executives and shareholders.

SEEK executives are focused on the long-term success of the Group rather than short-term outcomes. This has been reflected in the high level of investment activity across the Group in FY2014, such as the public listing of SEEK's controlled subsidiary in China, Zhaopin Ltd, on the New York Stock Exchange in June. In FY2014, the SEEK Group performance has remained strong and continues to drive long-term shareholder value. SEEK has a number of opportunities both within the domestic market and, through its subsidiaries, across its international markets to pursue continued future growth and to continue to enhance shareholder value over the short and long term.

3.2 Structure of remuneration packages

The structure of remuneration in FY2014 for executives and the CEO is consistent with the transition plan disclosed in the 2013 remuneration report. For FY2014, executive and CEO remuneration was structured as set out below:

	Base pay	Non-monetary benefits[1]	Performance rights	LTI options
	Base salary plus superannuation	Salary continuance insurance cover	Annual issue of one performance right	Grant of share options with performance linked to "indexed share price"
	Salary sacrificed benefits and related Fringe Benefits Tax	Car parking	12 month qualification period; shares "accrued" each month	Three year performance period
			Share trading restriction period of 18 months following qualification period	Share trading restriction period of 12 months following vesting
CEO	50% of TR (incl. super)	N/A	25% of TR	25% of TR
Executive	55% of TR (incl. super)	N/A	22.5% of TR	22.5% of TR

1. Non-monetary benefits are minor amounts paid by SEEK in addition to Total Remuneration package.

4. Relationship between remuneration and company performance

4.1 SEEK's five year performance

The table below sets out information about the Group's earnings and movements in shareholders' wealth for the past five years up to and including the current financial year.

	2014	2013	2012	2011	2010
NPAT (excluding significant items) attributable to SEEK ($'m)[1]	179.7	141.1	130.5	104.6	83.1
Share price at year end ($)	15.85	9.07	6.34	6.44	7.01
Weighted average share price ($)	13.64	8.58	6.11	6.86	6.30
Basic EPS (cents)	57.7	89.0	39.1	29.0	26.6
Total dividend (cents per share)	30.0	22.0	17.3	14.3	11.9

1. Normalised NPAT excludes the impact of one-off significant items in each year.

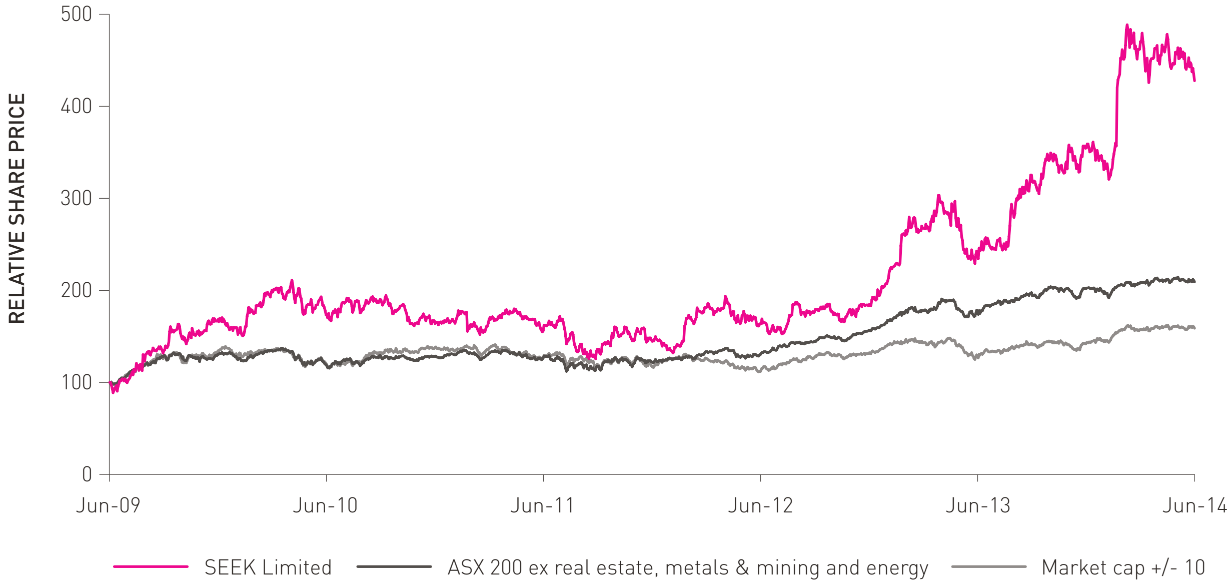
Remuneration Report continued

4. Relationship between remuneration and company performance continued

4.1 SEEK's five year performance continued

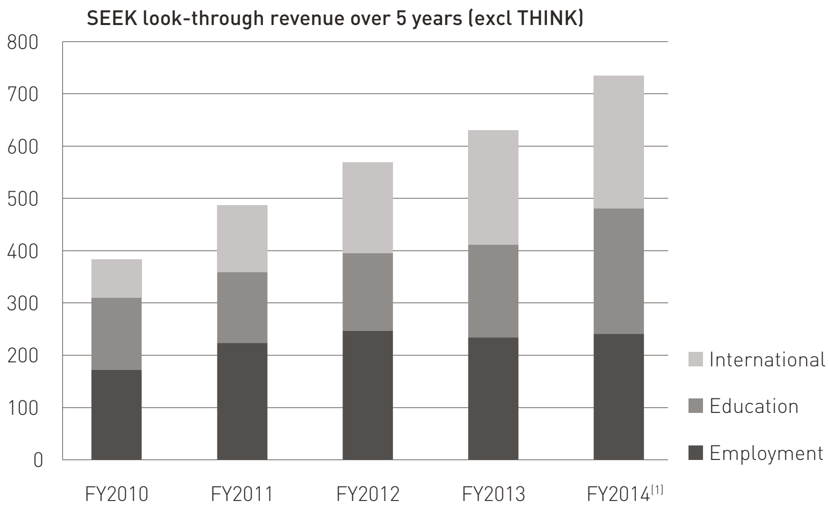
The SEEK executive remuneration strategy focuses on continuing to drive long-term growth in shareholder value. A key component of the remuneration strategy is the retention of SEEK's executives, who have been instrumental in driving SEEK's performance during the financial year.

The graph below shows SEEK's relative share price for the five years to 30 June 2014 in comparison to the ASX 200 excluding metals, mining, energy and real estate, and SEEK's current benchmark peer group of companies with market capitalisation ranking of 10 above and 10 below SEEK at 31 March 2014. These results highlight the strong performance of SEEK against its peers in the past five years which illustrates the creation of long term shareholder value under the leadership of the SEEK CEO and Executive team.



4.2 Total remuneration compared to key financial measures

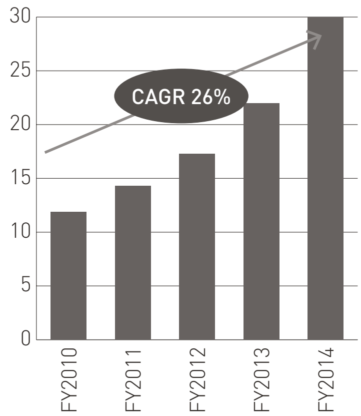
The graph below highlights the growth in look-through revenue of the SEEK Group in the last five years. While look-through revenue is not recognised under Australian Accounting Standards, it is used as a key financial measure of the SEEK Group as it incorporates revenues of all subsidiaries, associates and joint ventures across the Group (refer to section 2.3 for definition of "look-through" revenue). The results clearly reflect that SEEK's International business has grown significantly to become a key part of the Group, as part of the wider strategic direction.



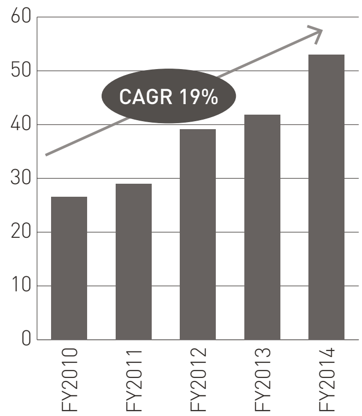
1. SEEK Employment "look-through" revenue includes contribution from JobAdder at SEEK's proportional ownership interest of 23.3% as at 30 June 2014

The graphs below show the growth of the SEEK Group in the last five years across three key financial measures. Consistent growth in dividend pay-outs and EPS results reflect the financial success of the SEEK Group*.

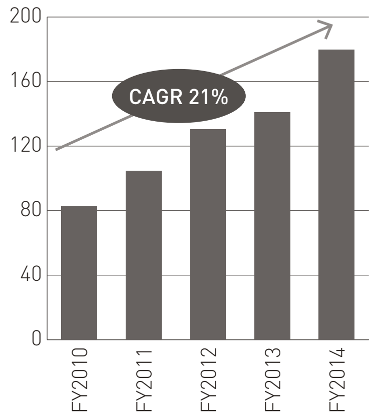
Total dividend (cents per share)



Basic EPS (excluding significant items) (cents)



NPAT (excluding significant items) attributable to SEEK ($m)



* Graphs reflect normalised results which exclude the impact of one-off items in each year, as disclosed in respective Annual Reports.

4.3 Historical performance outcomes

LTI options

Legacy LTI plans are option plans which were designed to align executive rewards with shareholder value through the use of RTSR and EPS hurdles.

There were no LTI plans with a test date during FY2014. As disclosed in the FY2013 Remuneration Report, LTI plans with a vest date in FY2014 but a test date in the previous year are shown in the following table:

	Grant date	Members	Performance hurdle	Test date	Vest date	% Vested
1.	1 July 2010	CEO and Executives	EPS and RTSR	30 June 2013	1 July 2013	83%

1 July 2010 Options Grant

This is a three year plan with a performance period covering financial years 30 June 2011, 2012 and 2013. The hurdles were tested at 30 June 2013 (Test Date) and the plan vested on 1 July 2013 (Vest Date).

100% of options issued under the EPS hurdle vested because SEEK achieved the maximum EPS growth rate over the three year period. 66% of options issued under the RTSR hurdle vested and 34% lapsed because SEEK ranked at the 58th percentile against the comparator group. The RTSR maximum target is met if SEEK is ranked at or above the 75th percentile in the comparator group.

Other legacy LTI option grants

The LTI plan granted in FY2012 has a grant date of 1 September 2011 and a test date of 31 August 2014. This plan is the final legacy plan with an RTSR hurdle and results from testing will be disclosed in the FY2015 remuneration report.

Performance Rights

Under the Executive remuneration strategy, KMP received one performance right granted on 1 July 2012; the performance right vested on 1 July 2013 and converted to a number of shares. The table overleaf details the number of shares allocated to KMP during FY2014. Shares are deferred under a trading lock for 12 months until 1 July 2014.

As outlined in section 3.1, by replacing the STI component of remuneration with performance rights, the value to the executive replicates the value created for the shareholder. In this way, the value of deferred shares for executives has a direct correlation to shareholder value, as growth in share price generates wealth for both executives and shareholders.

Remuneration Report continued

4. Relationship between remuneration and company performance continued

4.3 Historical performance outcomes continued

	Grant date	Date of exercise of Performance Right	# of ordinary shares issued on exercise
Executive directors			
A R Bassat	1 July 2012	1 July 2013	106,101
Other key management personnel			
J A Armstrong	1 July 2012	1 July 2013	28,298
M F Callaghan	1 July 2012	1 July 2013	18,652
P D Everingham	1 July 2012	1 July 2013	31,641
D Gibbons	1 July 2012	1 July 2013	18,652
M J Ilczynski	1 July 2012	1 July 2013	31,385
J S Lenga	1 July 2012	1 July 2013	37,557
J S Powell	1 July 2012	1 July 2013	37,557

4.4 Shares provided on exercise of remuneration options

A number of KMP have exercised options during the year under plans granted and vested in previous financial years. Details of ordinary shares in the Company provided as a result of these exercises during the year are set out below.

	Date of exercise	Number of ordinary shares issued on exercise	Weighted average exercise price	Value at exercise date*
Executive directors				
A R Bassat	29 August 2013	471,011	$5.29	2,430,589
A R Bassat	25 February 2014	1,156,069	$6.80	10,277,453
Other key management personnel				
M J Ilczynski	23 August 2013	33,615	$7.39	87,041
M F Callaghan	6 September 2013	49,800	$7.39	186,698
J S Powell	12 September 2013	50,000	$7.39	205,000
J S Powell	13 September 2013	57,434	$7.39	238,379
J A Armstrong	8 October 2013	61,030	$7.39	270,619

* Value at exercise date is calculated as share price (5 day VWAP) on exercise date less exercise price paid, multiplied by number of options exercised

4.5 Statutory remuneration disclosures

The statutory remuneration disclosures for the year ended 30 June 2014 are detailed in section 8 and are prepared in accordance with Australian Accounting Standards (AASBs). These statutory disclosures differ from the FY2014 remuneration decisions and outcomes outlined in the SEEK remuneration strategy in section 3.

These differences arise mainly due to the accounting treatment of share-based payments (such as the Performance Right and LTI options). The statutory disclosures include an accounting remuneration value for both current year performance rights and all unvested LTI options plans. Accounting standards require remuneration in the form of performance rights and LTI options to be expensed (and therefore included as remuneration) over the performance period of the option or right. This creates a disconnect between reported remuneration and the corresponding years' financial and non-financial performance.

5. Composition of remuneration in FY2014

5.1 Base Pay

Base pay is set at a market competitive rate and is reviewed annually by the Remuneration Committee, using peer group data updated annually by external remuneration consultants.

Total Remuneration for SEEK executives is targeted between the 50th and 80th percentiles of a comparator group comprising of companies with similar market capitalisations. The comparator group is +/--10 companies either side, compared to SEEK's market capitalisation as at 31 March each year. SEEK's Board recognises that market capitalisation is not the perfect measure for SEEK as it does not take into account the complexity of SEEK's operations or its global reach; however the Board considers that it is currently the best available measure which is relevant for many positions in SEEK. The level of an individual executive's pay is determined by considering performance of the incumbent, relative importance of the role and supply of talent in the market. SEEK competes on the global stage for talent, particularly for its key differentiating roles, and the Board recognises that its remuneration framework must reflect this. During FY2014, remuneration consultants Aon Hewitt were requested to provide additional benchmark data from global IT sector companies in other markets in which SEEK competes for executive talent, primarily in the US, to improve and widen the scope of benchmarking data. As noted in section 3, overseas benchmarks have become increasingly relevant in SEEK's remuneration strategy.

Base pay may be delivered as a combination of cash and benefits at the executive's discretion. There is no guaranteed annual increase in executive remuneration.

5.2 Benefits

Executives receive salary continuance insurance cover, which is provided to all permanent employees of the Company, as well as on-site car parking.

Retirement benefits are delivered under the Superannuation Guarantee Charge (SGC). Under current legislation, SEEK Limited permits the choice of superannuation funds to all employees. The SEEK Limited default fund is the SEEK Limited Superannuation Plan, which is provided by MLC Limited Group and is an accumulation fund. Other retirement benefits for directors and executives may be provided directly by SEEK if the benefit is within statutory limits or is approved by shareholders.

5.3 Performance rights

The performance right component of the remuneration framework operates as outlined below.

Quantum

The value of the performance right to executives in FY2014 is as follows:

- CEO receives 25% of total remuneration as a Performance Right;
- All other executives receive 22.5% of total remuneration as a Performance Right.

Terms and Duration

The performance right converts to shares following the expiry of a qualification period of one year (the "Performance Right Qualification Period"). Following this period, shares are held in Trust on behalf of individuals, and are subject to trading restrictions under which the CEO and executives cannot transfer or otherwise deal in the shares for 18 months (the "Performance Right Share Restriction Period")

During the restriction periods, the CEO and all executives will receive the benefit of any dividends and other shareholder benefits (including voting rights) but will not be able to access or trade in the shares. Should the CEO or an executive no longer be employed by the SEEK Group within the respective share restriction period, they will be entitled to the full rights of the shares, but remain bound by the restrictions associated with them.

Calculation

Share entitlement for each of the executives is determined each month during the one year qualification period. SEEK will calculate the notional value of shares that could be delivered in respect of that month following the end of the qualification period as follows:

$$\textit{Monthly Number} = \frac{V}{AP}$$

Where:

- Monthly Number = the notional number of shares in respect of a relevant month (rounded up to the nearest whole number);
- V = 1/12th of the allocated value of the performance right;
- AP = the volume weighted average price at which shares were traded on the ASX during that month.

Remuneration Report continued

5. Composition of remuneration in FY2014 continued

5.3 Performance rights continued

Following the end of the Performance Right Qualification Period, SEEK will calculate the total number of shares to be provided on exercise of the performance right by aggregating the sum of the 12 monthly numbers.

The terms for the grants of performance rights made in FY2014 are set out below:

	Executive Performance Rights Issue	CEO Performance Rights Issue
Objectives	Align the reward for Executives with shareholder wealth and Group performance over a period of time	Align the reward for CEO with shareholder wealth and Group performance over a period of time
Grant date	6 September 2013	4 December 2013
Effective date	1 July 2013	1 July 2013
Vehicle	Performance right	Performance right
Vesting period and vest date	Performance right vests on 1 July 2014 and is subject to an 18 month disposal restriction period ending 1 January 2016.	Performance right vests on 1 July 2014 and is subject to an 18 month disposal restriction period ending 1 January 2016.
Share price at effective date	$8.84 at 1 July 2013	$8.84 at 1 July 2013
Performance conditions	Employment with the SEEK Group for entire qualifying period	Employment with the SEEK Group for entire qualifying period
Exercise price	Nil	Nil

5.4 LTI options

The LTI options component of the remuneration framework operates as outlined below.

Quantum

The value of LTI options to executives in FY2014 is as follows:

- CEO receives 25% of total remuneration as LTI options;
- All other executives receive 22.5% of total remuneration as LTI options.

The option entitlement for FY2014 for each executive is determined by dividing the allocated percentage of total remuneration by $1.32, being the fair value of one option as valued by an independent external consultant at 1 July 2013. The fair value is reviewed at the effective date and grant date of each award.

Terms and Duration

The FY2014 hurdle is set using the concept of an indexed option. The strike price (and exercise price) is determined by grossing up the SEEK share price at effective date by the rolling Compound Annual Growth Rate (CAGR) returns of the ASX All Ords Index over 15 years, for each year of the three year performance period. The Board's view is that currently the preferred measure for appropriate returns is the 15 year CAGR for All Ordinaries.

If required performance hurdles are met, LTI options vest and can be converted to shares on exercise after the three-year vesting period has passed (the "vesting period").

In the event that LTI Options vest at the end of the three year vesting period, an additional one year share disposal restriction period applies. As a result, the executive's ability to derive value from the LTI Options is restricted for a total period of four years.

During the disposal restriction period after vesting, all executives will receive the benefit of any dividends and other shareholder benefits (including voting rights) but will not be able to access or trade in the shares.

Calculation

The FY2014 grant of options were granted at no cost but each option has an exercise price of $10.38. The exercise price is calculated as follows:

- Issue date price: 10 day volume weighted average price (VWAP) at 30 June 2013 was $8.97;
- Prior 15 year rolling CAGR returns for the ASX All Ords Index was 5.0% for FY2014;
- Exercise price for each LTI Option is $8.97 x (1.050 ^ 3) = $10.38.

The LTI Options are subject to an "Exercise Entitlement Percentage" (EEP) performance condition measured over a three year testing period (1 July 2013 to 30 June 2016). The EEP is tested once on 30 June 2016 (the "Testing Date") by dividing the volume weighted average price of shares for the 10 trading days before the Testing Date (the "Testing Date Price"), by the target premium option strike price of $10.38 (the "TOSP") as follows:

$$\text{EEP} = \frac{\text{Testing Date Price}}{\text{TOSP}}$$

The percentage of LTI Options that will vest depends on SEEK's performance against the EEP condition over the three year testing period:

- If EEP = 1 or above, then 100% of LTI options will vest;
- If EEP = less than 1, then none of the LTI options will vest and options lapse immediately.

Options will also lapse immediately if an executive ceases employment before the Testing Date unless, subject to applicable law, the Board determines otherwise.

The terms for the grants of performance rights made in FY2014 are set out below:

	Executives LTI Options Issue	CEO LTI Options Issue
Objectives	Align the reward for Executives with shareholder wealth and Group performance over a period of time	Align the reward for CEO with shareholder wealth and Group performance over a period of time
Grant date	6 September 2013	4 December 2013
Effective date	1 July 2013	1 July 2013
Vehicle	Indexed options	Indexed options
Test date	30 June 2016	30 June 2016
Vesting period and vest date	Options vest on 1 July 2016 and are subject to a 12 month disposal restriction period ending 1 July 2017	Options vest on 1 July 2016 and are subject to a 12 month disposal restriction period ending 1 July 2017
Expiry date	1 July 2018	1 July 2018
Share price at grant date	$11.32 at 6 September 2013	$13.25 at 4 December 2013
Performance conditions	Dependent on achieving compounding annual growth in the SEEK share price of 5.0% per annum, using $8.97 as the starting price (10 day volume weighted share price at 1 July 2013)	Dependent on achieving compounding annual growth in the SEEK share price of 5.0% per annum, using $8.97 as the starting price (10 day volume weighted share price at 1 July 2013)
Vesting schedule	If the EEP (outlined above): = 1 or above, 100% of options will vest = Less than 1, 0% of options will vest	If the EEP (outlined above): = 1 or above, 100% of options will vest = Less than 1, 0% of options will vest
Exercise price	$10.38	$10.38
Fair value at grant date	$2.79	$4.14

Remuneration Report continued

6. Remuneration governance

6.1 Remuneration Committee function

The Remuneration Committee reviews and makes recommendations to the Board on the appropriate remuneration structure for the CEO and executives, as well as for non-executive directors. The Remuneration Committee is responsible for ensuring that the remuneration framework reflects the SEEK Board's focus on driving a performance culture that is aligned to the achievement of SEEK's business strategy and objectives and the creation of sustainable shareholder value. Full details of the SEEK Executive remuneration framework are set out in section 3.

6.2 Use of remuneration advisors

The Remuneration Committee engaged external remuneration consultants to provide independent market benchmarking data and information on market practice and trends, regulatory developments and the views of various shareholder groups and proxy advisors. The Remuneration Committee and the Board consider this input along with other factors, in making its remuneration decisions.

Mercer Consulting (Australia) Pty Ltd provided FY2014 market benchmarking data for SEEK to compare remuneration of the CEO and executives, and fees for non-executive directors, ensuring Total Remuneration reflected the market for comparable roles and payments are in line with market trends and shareholder expectations. The Remuneration Committee is satisfied that no remuneration recommendations were provided. The Remuneration Committee considered the analysis along with other factors, in making its remuneration decisions.

During FY2014 the Remuneration Committee approved the engagement of Aon Hewitt to provide market benchmarking data looking ahead to FY2015. This enables SEEK to ensure the Total Remuneration for the CEO and executives is appropriately positioned relative to equivalent roles among the Australian core comparator group comprising companies with similar market capitalisation. The consultants were also requested to provide additional benchmarks among global IT sector companies in other markets in which SEEK competes for executive talent. Aon Hewitt was further engaged to provide market benchmarking data for non-executive director fees for the Company to ensure payments are appropriate relative to the core comparator group and in line with market trends. The Remuneration Committee is satisfied that no remuneration recommendations were provided.

7. Executive contract terms

7.1 Summary of CEO Remuneration for FY2014

The CEO's remuneration package for FY2014 comprises the amounts outlined below, as approved at the SEEK Limited AGM in November 2013.

Remuneration element	Value	Proportion of package	Nature of remuneration	Details
Base pay, including superannuation	$1,775,000	50%	Fixed pay	
Benefits	$6,570	N/A	N/A	Benefits received include income protection insurance and car parking
Performance Right	$887,500	25%	Variable	CEO was granted one Performance Right as approved by shareholders at the November 2013 AGM. The Performance Right has been granted under the terms outlined in section 5.3 (CEO Performance Rights Issue)
LTI options	$887,500	25%	At risk	Using an external fair value of $1.32 calculated as at 1 July 2013, the CEO was granted 672,348 options on 4 December 2013 under an LTI Plan approved by shareholders at the November 2013 AGM. The options have been granted under the terms outlined in section 5.4 (CEO LTI Options Issue)

Details of all outstanding option plans in which the CEO has participated can be found in section 10.

7.2 Executive Service agreements

Remuneration and other terms of employment for the CEO and other key management personnel are formalised in service agreements. Each of these agreements provides for base salary, performance rights and LTI and are reviewed annually by the Remuneration Committee.

As part of the new remuneration strategy, termination notice periods and non-competition periods were reviewed. All executives (excluding CEO) have termination notice periods of three months by employee and three months by employer. The CEO has a termination notice period of six months by employee and six months by employer. In addition, all executives have non-competition periods of 12 months across all markets in which SEEK operates from the termination date. The Company can terminate employment with a payment in lieu of notice.

Remuneration Report continued

8. Executive statutory remuneration for FY2014 and FY2013

		Short term benefits			Post-employment benefits	Long-term benefits
		Cash salary[1] $	Cash Bonus[2] $	Non-monetary benefits $	Superannuation[3] $	Long service leave $
Executive directors						
A R Bassat	**2014**	**1,750,000**	**-**	**6,570**	**25,000**	**56,746**
	2013	1,625,000	-	6,074	25,000	205,154
Other key management personnel						
J A Armstrong	**2014**	**611,763**	**-**	**6,570**	**25,000**	**6,271**
	2013	635,000	-	6,074	25,000	21,978
M F Callaghan	**2014**	**394,684**	**-**	**6,570**	**25,000**	**4,778**
	2013	410,000	-	6,061	25,000	13,361
P D Everingham[6]	**2014**	**689,581**	**-**	**6,202**	**25,174**	**6,940**
	2013	726,175	146,400	5,366	25,000	22,496
D Gibbons[9]	**2014**	**36,252**	**-**	**608**	**3,353**	**(22,680)**
	2013	410,000	-	6,261	25,000	-
M J Ilcyznski[6]	**2014**	**726,520**	**-**	**6,894**	**25,000**	**14,995**
	2013	718,881	132,000	6,414	25,000	31,305
J S Lenga[10]	**2014**	**871,312**	**-**	**7,218**	**25,000**	**19,005**
	2013	851,000	-	6,753	25,000	52,139
J S Powell	**2014**	**842,240**	**-**	**7,218**	**25,000**	**16,153**
	2013	851,000	-	6,753	25,000	35,043
H J Souness[11]	**2014**	**-**	**-**	**-**	**-**	**-**
	2013	147,342	-	2,024	13,261	(31,538)
Total	**2014**	**5,922,352**	**-**	**47,850**	**178,527**	**102,208**
	2013	6,374,398	278,400	51,780	213,261	349,938

1. Cash salary includes base salary and excess superannuation.
2. Cash bonuses were replaced by longer term performance rights in FY2013. Bonuses received by Mike Ilcyznski and Pete Everingham in FY2013 related to successful completion of the 20% sale of interest in THINK.
3. Staff can elect to have super capped at $25,000. Any excess super is included within "cash salary".
4. Amounts disclosed reflect the expense for the Executives' FY2014 Performance Right issue.
5. Amounts disclosed reflect the value of remuneration consisting of options, based on the value of options expensed during the year. Negative amounts indicate expenses reversed during the year due to employee leaving SEEK.
6. The 2010-2013 Education LTI plan was removed in conjunction with the change of ownership in THINK. Both participants were moved onto the SEEK LTI plan on a pro rata basis. Negative amounts indicate expenses reversed during the prior year due to removal of the plan.
7. Fixed remuneration in FY2014 includes cash salary, non-monetary benefits, all superannuation benefits and long service leave.
8. FY2014 variable Performance Rights reflects the proportion of remuneration expensed in the year relating to the Executives' Performance Right issue.
9. David Gibbons resigned effective 8 August 2013. David's unvested performance rights and options have been lapsed at this date and a credit recognised for previous expenses incurred for these plans. A credit has also been recognised for LSL expense previously incurred which will not be paid out due to insufficient length of service.
10. In his role as Chairman of the Board of Zhaopin Ltd into which he was appointed on 12 June 2014, Jason Lenga received a grant of options over Zhaopin Ltd class A ordinary shares on 2 June 2014. Expense for these options of A$62,000 has been recognised by Zhaopin Ltd and included in "Share-based payments – LTI options" cost. Further details about the options grant are disclosed in section 12.
11. Helen Souness resigned effective 1 November 2012 and her total remuneration has been pro-rated until this day. Helen's unvested performance rights and options lapsed at this date and a credit has been recognised for previous expenses incurred for these plans.

Share-based payments - Performance rights[4] $	Share-based payments - LTI options[5] $	Fixed remuneration options $	Education LTI[6] $	Total $	Fixed[7] $	At risk STI $	Variable Perf rights[8] $	At risk LTI $
Share-based payments				Total	Percentage of remuneration that consists of:			
887,500	**1,483,931**	**-**	**-**	**4,209,747**	**44%**	**0%**	**21%**	**35%**
825,000	1,123,012	107,514	-	3,916,754	50%	0%	21%	29%
260,494	**330,135**	**-**	**-**	**1,240,233**	**52%**	**0%**	**21%**	**27%**
220,000	201,211	-	-	1,109,263	62%	0%	20%	18%
171,689	**228,827**	**-**	**-**	**831,548**	**52%**	**0%**	**21%**	**27%**
145,000	151,546	-	-	750,968	61%	0%	19%	20%
291,279	**383,796**	**-**	**-**	**1,402,972**	**52%**	**0%**	**21%**	**27%**
246,000	269,823	-	(122,416)	1,318,844	59%	11%	19%	11%
-	**(146,081)**	**-**	**-**	**(128,548)**	**n/a**	**n/a**	**n/a**	**n/a**
145,000	99,414	-	-	685,675	64%	0%	21%	14%
307,440	**384,710**	**-**	**-**	**1,465,559**	**53%**	**0%**	**21%**	**26%**
244,000	256,836	-	(122,416)	1,292,020	60%	10%	19%	10%
367,920	**553,645**	**-**	**-**	**1,844,100**	**50%**	**0%**	**20%**	**30%**
292,000	383,890	-	-	1,610,782	58%	0%	18%	24%
354,780	**458,706**	**-**	**-**	**1,704,097**	**52%**	**0%**	**21%**	**27%**
292,000	303,203	-	-	1,512,999	61%	0%	19%	20%
-	**-**	**-**	**-**	**-**	**n/a**	**n/a**	**n/a**	**n/a**
-	(109,534)	-	-	21,555	n/a	n/a	n/a	n/a
2,641,102	**3,677,669**	**-**	**-**	**12,569,708**				
2,409,000	2,679,401	107,514	(244,832)	12,218,860				

Remuneration Report continued

9. Equity instruments held by key management personnel

9.1 Option and Performance Rights holdings

The numbers of options and performance rights over ordinary shares in the Company held during the financial year by each director of SEEK Limited and other key management personnel of the Group and the Company, including their personally related parties, are set out below. Tables include one performance right granted to KMP each financial year. Performance rights which were granted 1 July 2012 vested on 1 July 2013 and converted to a number of ordinary shares. A further performance right was granted 1 July 2013 and vested 1 July 2014. Refer to Section 4.3 for further details.

2014	Balance at the start of the year	Granted during the year as compensation	Exercised during the year	Forfeited during the year	Balance at the end of the year	Vested and exercisable at the end of the year	Unvested options at the end of the year
Executive directors							
A R Bassat	**4,178,672**	672,349	(1,627,081)	(85,340)	**3,138,600**	**416,660**	**2,721,940**
Other key management personnel							
J A Armstrong	**539,005**	197,344	(61,031)	(12,500)	**662,818**	**-**	**662,818**
M F Callaghan	**394,201**	130,068	(49,801)	(10,200)	**464,268**	**-**	**464,268**
P D Everingham	**598,705**	220,667	(1)	(7,225)	**812,146**	**35,275**	**776,871**
D Gibbons	**304,611**	-	(1)	(304,610)	**-**	**-**	**-**
M J Ilczynski	**573,929**	232,910	(33,616)	(6,885)	**766,338**	**-**	**766,338**
J S Lenga	**1,152,840**	278,728	(1)	(19,338)	**1,412,229**	**94,412**	**1,317,817**
J S Powell	**783,620**	268,773	(107,435)	(22,004)	**922,954**	**-**	**922,954**

2013	Balance at the start of the year	Granted during the year as compensation	Exercised during the year	Forfeited during the year	Balance at the end of the year	Vested and exercisable at the end of the year	Unvested options at the end of the year
Executive directors							
A R Bassat	3,652,357	1,085,527	(559,212)	-	4,178,672	1,627,080	2,551,592
Other key management personnel							
J A Armstrong	327,093	289,475	(77,563)	-	539,005	-	539,005
M F Callaghan	266,854	190,790	(63,443)	-	394,201	-	394,201
P D Everingham	232,520	366,185	-	-	598,705	-	598,705
D Gibbons	113,821	190,790	-	-	304,611	-	304,611
M J Ilczynski	212,375	361,554	-	-	573,929	-	573,929
J S Lenga	863,565	384,212	(94,937)	-	1,152,840	-	1,152,840
J S Powell	549,724	384,212	(150,316)	-	783,620	-	783,620
H J Souness	208,215	95,034	(60,418)	(242,831)	-	-	-

9.2 Share holdings - SEEK Limited

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

2014 - SEEK Limited shares	Balance at the start of the year	Received during the year on exercise of options	Received during the year on exercise of perf rights	Purchase of shares	Sale of shares	Other changes during the year[1]	Balance at the end of the year
Non-executive directors							
N G Chatfield[2]	43,157	-	-	-	-	-	**43,157**
D I Bradley	5,000	-	-	-	-	-	**5,000**
C B Carter	94,458	-	-	-	-	-	**94,458**
G B Goldsmith	35,000	-	-	-	-	-	**35,000**
Executive directors							
A R Bassat	13,309,325	1,627,080	106,101	-	(1,100,000)	-	**13,942,506**
Other key management personnel							
J A Armstrong	89,146	61,030	28,298	-	(150,176)	-	**28,298**
M F Callaghan	117,034	49,800	18,652	-	(149,930)	-	**35,556**
P D Everingham	-	-	31,641	-	-	-	**31,641**
D Gibbons	-	-	18,652	-	-	(18,652)	**-**
M J Ilczynski	14,777	33,615	31,385	-	(33,015)	-	**46,762**
J S Lenga	174,044	-	37,557	-	(117,120)	-	**94,481**
J S Powell	-	107,434	37,557	-	(107,434)	-	**37,557**

2013 - SEEK Limited shares	Balance at the start of the year	Received during the year on exercise of options	Received during the year on exercise of perf rights	Purchase of shares	Sale of shares	Other changes during the year[1]	Balance at the end of the year
Non-executive directors							
R C G Watson	4,238,648	-	-	-	(738,648)	(3,500,000)	-
C B Carter	94,458	-	-	-	-	-	94,458
N G Chatfield[2]	33,057	-	-	10,100	-	-	43,157
D I Bradley	4,000	-	-	1,000	-	-	5,000
G B Goldsmith	-	-	-	35,000	-	-	35,000
Executive directors							
A R Bassat	13,500,113	559,212	-	-	(750,000)	-	13,309,325
Other key management personnel							
J A Armstrong	54,375	77,563	-	-	(42,792)	-	89,146
M F Callaghan	53,591	63,443	-	-	-	-	117,034
P D Everingham	99,641	-	-	-	(99,641)	-	-
D Gibbons	-	-	-	-	-	-	-
M J Ilczynski	14,777	-	-	-	-	-	14,777
J S Lenga	214,107	94,937	-	-	(135,000)	-	174,044
J S Powell	21,928	150,316	-	-	(172,244)	-	-
H J Souness	14,756	60,418	-	-	-	(75,174)	-

1. Represents balance held at time of appointment or resignation
2. Neil Chatfield's shareholding includes 501 shares held by a related party

Remuneration Report continued

9. Equity instruments held by key management personnel continued

9.3 Share holdings - Zhaopin Ltd ADS holdings

In addition to shares held in SEEK Limited, during 2014 a number of SEEK Limited KMP acquired American Depositary Shares (ADS) in SEEK's subsidiary Zhaopin Ltd as part of the IPO process. The table below details the number of ADS acquired during FY2014 for each member of SEEK Limited's KMP.

2014 - Zhaopin Ltd ADSs	Balance at the start of the year	Purchase of ADSs	Balance at the end of the year
Non-executive directors			
N G Chatfield	-	-	**-**
C B Carter	-	-	**-**
D I Bradley	-	-	**-**
G B Goldsmith	-	18,000	**18,000**
Executive directors			
A R Bassat	-	60,000	**60,000**
Other key management personnel			
J A Armstrong	-	-	**-**
M F Callaghan	-	3,600	**3,600**
P D Everingham	-	10,000	**10,000**
D Gibbons	-	-	**-**
M J Ilczynski	-	2,500	**2,500**
J S Lenga	-	8,000	**8,000**
J S Powell	-	18,000	**18,000**

10. Equity plans

10.1 Equity grants outstanding

The following table outlines the details of the LTI grants outstanding for each participant and other movements in options and performance rights in the year.

No options will vest if the performance conditions are not satisfied, hence the minimum value of the option yet to vest is nil. Fair value is calculated in accordance with the Group's accounting policy as discussed in note 34(s)(iv). There were no amounts paid and there were no amounts outstanding or due from KMP in relation to the grant of options during the year.

	Grant date	# of options and rights granted	Vest date	Exercise price	Value of options/ rights at grant date[1]	Vested %	Vested #	Forfeited / lapsed %	Value of lapse at lapse date[2]
A R Bassat	6 Nov 2008	1,045,530	30 Jun 2009	$5.29	$624,704	45%	471,011	55%	30 Jun 09: $nil
			30 Jun 2010	$0.00					30 Jun 10: $224,789
			30 Jun 2011	$0.00					30 Jun 11: $300,590
	1 Jul 2010	502,000	1 Jul 2013	$7.39	$1,004,000	83%	416,660	17%	$754,406
	21 Nov 2011	1,156,069	1 Jan 2012	$6.80	$2,000,000	100%	1,156,069	-	-
			1 Jan 2013						
	21 Nov 2011	964,065	1 Sep 2014	$5.36	$1,359,332	-	-	-	-
	3 Dec 2012	1	1 Jul 2013	$0.00	$825,000	-	-	-	-
	3 Dec 2012	1,085,526	1 Jul 2015	$7.43	$1,139,802	-	-	-	-
	4 Dec 2013	1	1 Jul 2014	$0.00	$887,500	-	-	-	-
	4 Dec 2013	672,348	1 Jul 2016	$10.38	$2,783,521	-	-	-	-
J A Armstrong	1 Jul 2010	73,530	1 Jul 2013	$7.39	$147,060	83%	61,030	17%	110,500
	1 Sep 2011	176,000	1 Sep 2014	$5.36	$216,480	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$275,000	100%	1	-	-
	7 Sep 2012	289,474	1 Jul 2015	$7.43	$272,106	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$260,494	-	-	-	-
	6 Sep 2013	197,343	1 Jul 2016	$10.38	$550,587	-	-	-	-
M F Callaghan	1 Jul 2010	60,000	1 Jul 2013	$7.39	$120,000	83%	49,800	17%	90,168
	1 Sep 2011	143,411	1 Sep 2014	$5.36	$176,396	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$181,250	100%	1	-	-
	7 Sep 2012	190,789	1 Jul 2015	$7.43	$179,342	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$171,689	-	-	-	-
	6 Sep 2013	130,067	1 Jul 2016	$10.38	$362,887	-	-	-	-
P D Everingham	1 Sep 2011	232,520	1 Sep 2014	$5.36	$286,000	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$307,500	100%	1	-	-
	7 Sep 2012	42,500	1 Jul 2013	$7.39	$85,000	83%	35,275	17%	63,869
	7 Sep 2012	323,684	1 Jul 2015	$7.43	$304,263	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$291,279	-	-	-	-
	6 Sep 2013	220,666	1 Jul 2016	$10.38	$615,658	-	-	-	-

1. Value at grant date has been determined as fair value of options at grant
2. Value at exercise date has been determined as the intrinsic value of the options at that date. If exercise price exceeds share price at lapse date, intrinsic value is nil.

Remuneration Report continued

10. Equity plans continued

10.1 Equity grants outstanding continued

	Grant date	# of options and rights granted	Vest date	Exercise price	Value of options/ rights at grant date[1]	Vested %	Vested #	Forfeited / lapsed %	Value of lapse at lapse date[2]
D J Gibbons	1 Sep 2011	113,821	1 Sep 2014	$5.36	$140,000	-	-	100%	1,047,153
	1 Jul 2012	1	1 Jul 2013	$0.00	$181,250	100%	1	-	-
	7 Sep 2012	190,789	1 Jul 2015	$7.43	$179,342	-	-	100%	1,755,259
M J Ilczynski	1 Sep 2011	212,375	1 Sep 2014	$5.36	$261,221	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$305,000	100%	1	-	-
	7 Sep 2012	40,500	1 Jul 2013	$7.39	$81,000	-	-	-	-
	7 Sep 2012	321,053	1 Jul 2015	$7.43	$301,790	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$307,440	-	-	-	-
	6 Sep 2013	232,909	1 Jul 2016	$10.38	$649,816	-	-	-	-
J S Lenga	1 Jul 2010	113,750	1 Jul 2013	$7.39	$227,500	83%	94,412	17%	170,948
	1 Sep 2011	254,878	1 Sep 2014	$5.36	$313,500	-	-	-	-
	1 Sep 2011	400,000	1 Sep 2014	$5.36	$292,000	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$365,000	100%	1	-	-
	7 Sep 2012	384,211	1 Jul 2015	$7.43	$361,158	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$367,920	-	-	-	-
	6 Sep 2013	278,727	1 Jul 2016	$10.38	$777,648	-	-	-	-
	2 Jun 2014	750,000[3]	1 Jul 2017	US$6.75	US$2,158,618	-	-	-	-
J S Powell	1 Jul 2010	129,438	1 Jul 2013	$7.39	$258,876	83%	107,434	17%	194,515
	1 Sep 2011	269,970	1 Sep 2014	$5.36	$332,063	-	-	-	-
	1 Jul 2012	1	1 Jul 2013	$0.00	$365,000	100%	1	-	-
	7 Sep 2012	384,211	1 Jul 2015	$7.43	$361,158	-	-	-	-
	1 Jul 2013	1	1 Jul 2014	$0.00	$354,780	-	-	-	-
	6 Sep 2013	268,772	1 Jul 2016	$10.38	$749,874	-	-	-	-

1. Value at grant date has been determined as fair value of options at grant
2. Value at exercise date has been determined as the intrinsic value of the options at that date. If exercise price exceeds share price at lapse date, intrinsic value is nil.
3. Jason Lenga received a grant of 750,000 options in SEEK's subsidiary Zhaopin Ltd - more details of the grant are outlined in section 12.

10.2 Shares under option or right

Unissued ordinary shares of SEEK Limited under option at the date of this report are as follows:

Date granted	Expiry date	Exercise price of options	Number
Executive Director Options			
21 November 2011	1 September 2016	$ 5.36	964,065
3 December 2012	1 July 2017	$ 7.43	1,085,526
4 December 2013	1 July 2018	$ 10.38	672,348
Options plans			
1 July 2010	1 July 2015	$ 7.39	641,180
1 September 2011	1 September 2016	$ 5.36	1,729,804
7 September 2012	1 July 2017	$ 7.43	2,129,277
6 September 2013	1 July 2018	$ 10.38	1,489,248
6 August 2014	1 July 2019	$ 19.04	961,732
Total shares under option or right[1]			9,673,180

1. Balance excludes performance rights that were automatically exercised on 1 July 2013. Corresponding fulfilment of these shares will occur on 1 September 2013.

11. Non-executive director fees

11.1 Fee policy

The following table outlines the non-executive director fee policy:

Aggregate non-executive director fee pool	Non-executive directors' fees are determined within an aggregate directors' fee pool limit. The fee pool currently stands at $1,500,000 per annum, covering all non-executive directors. The current fee pool was approved by shareholders at the 2013 Annual General Meeting (AGM).
Non-executive director fees and fee reviews	Fees and payments to non-executive directors are determined on an individual basis in accordance with demands that are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Remuneration Committee, and approved by the Board, to ensure fees are appropriately positioned against the market to attract and retain high calibre non-executive director talent. In July 2014, independent remuneration consultants provided the Board with a comparative benchmarking analysis on director fees. The Board has determined that the appropriate benchmark for directors' fees is the 50th percentile which aligns with salary benchmarking across the SEEK organisation. As a result, effective 1 July 2014, the following fee structure applied: Non-executive director — $150,000 Additional fees are paid for the following roles: Chairman of the Audit and Risk Management Committee — $27,250 Chairman of the Remuneration Committee — $10,000 The Chairman's fees are determined as a separate exercise to those of other non-executive directors' fees. The Chairman is not present at any discussions relating to determination of his own remuneration. Chairman of the Board — $390,000
Superannuation	Included in the fees set out above, non-executive directors receive superannuation payments in accordance with statutory requirements, calculated as 9.25% of directors' fees from 1 July 2013. This will rise to 9.5% from 1 July 2014 in line with legislation. Superannuation is paid up to the maximum legal threshold, with the remainder paid in cash.
Non-executive director minimum shareholding requirement	All non-executive directors are required to acquire over time a SEEK shareholding equivalent to one year of directors' fees. Non-executive directors have the option of reaching this level by purchasing shares themselves or by opting into an arrangement with SEEK. This arrangement is that SEEK purchases an amount of shares on behalf of the non-executive director twice a year immediately following the financial results release as permitted under the terms of the SEEK share trading policy, to the value of 20% of their annual fee after tax. Directors may opt into a greater amount than 20% if they wish. When the non-executive director reaches the required shareholding they can opt to end the arrangement and receive their full annual fee as cash.
Performance -based remuneration	Non-executive directors do not receive share options or any performance-based remuneration.
Non-executive director fees for international subsidiaries	During FY2014 a SEEK director, Graham Goldsmith, became a non-executive director of Zhaopin Ltd. Zhaopin Ltd is a subsidiary entity based in China which listed on the New York Stock Exchange in June 2014. Consistent with international practice, Zhaopin's independent directors are paid director fees. The Zhaopin director fees paid in FY2014 in relation to SEEK's director are disclosed in the table of director fees in section 11.2.

Remuneration Report continued

11. Non-executive director fees continued

11.2 Fees for 2014 and 2013

Details of the nature and amount of each element of the remuneration of each non-executive director of the parent entity and the Group for the year ended 30 June 2014 and 2013 is set out in the following table:

		Short term benefits			Post-employment benefits		
		Director fees $	Cash Bonus $	Non-monetary benefits $	Superannuation $	Retirement benefits $	Total $
Non-executive directors							
N G Chatfield[1]	**2014**	**320,366**	**-**	**-**	**29,634**	**-**	**350,000**
	2013	225,328	-	-	20,280	-	245,608
R C G Watson[2]	**2014**	**-**	**-**	**-**	**-**	**-**	**-**
	2013	110,250	-	-	9,923	-	120,173
C B Carter	**2014**	**132,723**	**-**	**-**	**12,277**	**-**	**145,000**
	2013	121,150	-	-	10,904	-	132,054
D I Bradley	**2014**	**123,570**	**-**	**-**	**11,430**	**-**	**135,000**
	2013	115,763	-	-	10,419	-	126,182
G B Goldsmith[3]	**2014**	**152,962**	**-**	**-**	**13,737**	**-**	**166,699**
	2013	95,466	-	-	8,592	-	104,058
Total	**2014**	**729,621**	**-**	**-**	**67,078**	**-**	**796,699**
	2013	667,957	-	-	60,118	-	728,075

1. Neil Chatfield was appointed Chairman of the Board effective 30 November 2012 and his Director fees updated at this time to reflect greater responsibilities associated with this role.
2. Bob Watson resigned from the Board effective 30 November 2012.
3. Graham Goldsmith was appointed as independent non-executive director of SEEK Limited on 29 October 2012 and his fees have pro-rated from this date. Graham was appointed independent non-executive director of Zhaopin Ltd on 12 June 2014 and his fees have been pro-rated from this date (A$4,400).

12. LTI options granted to SEEK KMP in overseas subsidiaries

12.1 Zhaopin Ltd options grant

During FY2014, SEEK's subsidiary Zhaopin Ltd listed on the New York Stock Exchange. On listing, Jason Lenga, Managing Director - SEEK International, was appointed Chairman of the Board of Zhaopin Ltd. Consistent with international practice, the Chairman of the Board of Zhaopin has been issued options in the listed entity, under the key terms outlined below. The cost of granting these options is recognised by Zhaopin Ltd, and included in the consolidated results of SEEK Limited.

Zhaopin Ltd securities listed on the New York Stock Exchange are American Depositary Shares (ADS) with each ADS representing 2 Class A ordinary shares in Zhaopin Ltd. The Chairman was issued 750,000 options over ordinary shares in Zhaopin Ltd, representing 375,000 ADSs.

	Chairman Options Issue
Grant date	2 June 2014
Effective date	12 June 2014
Vehicle	Non-statutory Stock Option
Testing date	30 June 2017
Vesting date	1 July 2017
Expiry date	12 June 2019
Performance conditions	Market condition: 100% of options vest on vest date subject to the condition that the VWAP of one ADS on the NYSE for the 10 Trading Days prior to the Testing Date is at least 20% higher than the IPO Price of US$13.50 (representing $6.75 per ordinary share) Service condition: The Director has to provide service and remain a director throughout the 3 year period
Vesting schedule	100% of options vest if the above performance conditions are met
Exercise price	US$6.75 per class A ordinary share (represents $13.50 per ADS)
Fair value at grant date	US$2.88 per option over class A ordinary shares

13. Loans to key management personnel

There have been no loans to directors or executives during the financial year (2013: nil).

14. Other transactions with key management personnel

During the year there were no other transactions with key management personnel, apart from related party transactions disclosed in note 27(d).

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

Neil Chatfield
Chairman
Melbourne

20 August 2014

pwc

Auditor's Independence Declaration

As lead auditor for the audit of SEEK 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 SEEK Limited and the entities it controlled during the period.

John Yeoman
Partner
PricewaterhouseCoopers

Melbourne
20 August 2014

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Corporate Governance Statement

The Board of SEEK considers that high standards of corporate governance are a cornerstone to creating long term and sustainable shareholder value. It is also a key element in ensuring that the Company workplace is fair, equitable and respectful of its employees, and protects the interests of other stakeholders.

Features of the SEEK corporate governance regime are summarised below. Further details on the Company corporate governance codes, policies and charters are available from the SEEK website www.seek.com.au (the "Company website"): About SEEK – Corporate Governance section.

SEEK has adopted the revised ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. SEEK considers that its governance systems were consistent with these Principles throughout the reporting period.

Board and Senior Management Functions

(Corporate Governance Principles and Recommendations: 1.1, 2.3)

The Board operates in accordance with the SEEK Board Charter, which is available from the Company website and sets out the functions reserved to the Board. The Board reviews and approves the Board Charter on an annual basis.

Responsibilities

The responsibilities of the Board as set out in the Board Charter include:

Strategy

- Providing input and approval of the Group's strategic direction and business plans as developed by Management;
- Directing, monitoring and assessing the Group's performance against strategic and business plans;
- Approving and monitoring capital management including major capital expenditure, acquisitions and divestments.

Risk management

- Ensuring a process is in place to identify the principal risks of the Group's business;
- Reviewing, ratifying and assessing the integrity of the Group's systems of risk management, legal compliance, and internal compliance and control.

Reporting and disclosure

- Approving and monitoring financial and other reporting, including reporting to shareholders and other stakeholders;
- Establishing procedures to ensure implementation and adherence by appropriate management levels of the Group's continuous reporting policy by appropriate levels of management.

Management

- Appointment and terms of engagement of the CEO;
- Ensuring that a process is in place such that the remuneration and conditions of service of senior executives are appropriate;
- Ensuring that a process is in place for executive succession planning, and monitoring that process.

Performance

- Evaluating the CEO's performance;
- Approving criteria for assessing performance of senior executives and for monitoring and evaluating the performance of senior executives;
- Undertaking a performance evaluation of the Board;
- Establishing and reviewing succession plans for Board membership.

Corporate governance

- Establishing appropriate standards and encouraging ethical behaviour and compliance with the Group's own governing documents, including the Group's Code of Conduct;
- Monitoring the Group's compliance with corporate governance standards.

The SEEK Board Charter is reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities. The Charter delegates authority to the CEO for management of the Company. The role has overall responsibility for the operational, financial and business performance of SEEK and the SEEK Group of companies, while also managing the organisation in accordance with the strategy and policies approved by the Board. Executives reporting to the CEO have their roles and responsibilities defined in specific position descriptions.

The roles of Chairman and CEO are not exercised by the same individual.

Board Composition and Size

(Corporate Governance Principles and Recommendations: 2.1, 2.2, 2.6)

The SEEK Board comprises the following directors at the date of this report:

Name	Position	Appointed
Mr Neil Chatfield	Chairman, independent and non-executive director	June 2005
Mr Andrew Bassat	MD and CEO, executive director	Sept 1997
Mr Colin Carter	Independent and non-executive director	March 2005
Ms Denise Bradley	Independent and non-executive director	Feb 2010
Mr Graham Goldsmith	Independent and non-executive director	Oct 2012
Ms Julie Fahey	Independent and non-executive director	July 2014

The directors determine the size of the Board with reference to the SEEK Constitution and SEEK Board Charter, which provides that there will be a minimum of three directors. The SEEK Board currently comprises five non-executive directors and the Managing Director.

The Board considers that the directors bring professional skills, knowledge and experience as well as personal attributes which enable the Board to operate effectively and meet its responsibilities to the Company, its shareholders and other stakeholders. The professional experience of the Board members covers diverse areas across a broad range of industries such as Retail, Investment banking, Transport and Logistics, Finance, Technology and Education. For further information on the directors please refer to the Information on Directors section of the Directors' Report.

The Board successfully concluded a selection process to appoint a new independent and non-executive director with the appointment of Ms Julie Fahey to the Board in July 2014. The Board has determined that the Company would benefit from the addition of a further director to increase the existing skills, experience and diversity of directors.

Appointment of new directors

It is the role of the Nomination Committee to identify suitable candidates to complement the existing Board and to make recommendations to the Board on their appointment. Where appropriate, external consultants may be engaged to assist in searching for candidates.

Where a candidate is recommended by the Nomination Committee, the Board will assess that candidate against a range of criteria including background, experience, professional qualifications, personal qualities and cultural fit with the Board and the Company, as well as the potential for the candidate's skills to augment the existing Board. If these criteria are met and the Board appoints the candidate as a director, that director must have their appointment confirmed at the next AGM.

Induction of new directors and ongoing director development

New directors are provided with a formal letter of appointment which sets out the key terms and conditions of employment, including their duties and responsibilities, required time commitment, requirement to disclose notifiable interests or other interests and matters affecting independence.

New directors participate in an induction program designed to introduce the director to all aspects of SEEK's business and corporate strategies, as well as incorporating information in relation to areas in which the director will particularly be involved where the director will be a member of a Committee. The new director will meet with the Chairman and each director, the CEO, each executive and relevant senior managers in order to gain an insight in to the values and culture of SEEK.

On an ongoing basis, directors are provided with presentations and briefings on matters impacting the strategy and operations of SEEK. Directors are also provided with legal compliance training in relation to matters of Group governance.

To assist directors in better understanding the Company's international strategic and operational objectives, individual directors have visited the head office of the Company's Chinese subsidiary business Zhaopin which is located in Beijing. The Board met with the CFOs of each international subsidiary business at a SEEK conference held in Melbourne in October 2013.

Director Independence

(Corporate Governance Principles and Recommendations: 2.1, 2.6)

The Board confirms that all current serving non-executive directors are independent. Mr Andrew Bassat, by virtue of his executive office as MD and CEO, is not considered to be independent.

The Board requires that directors bring views and judgement to the Board deliberations which are independent of management and of any business or third party relationship that could materially interfere with the exercise of objective judgement. The Board's approach to the assessment of independence is set out in its Directors Independence Guidelines and is informed by ASX principles, the materiality guidelines applied in accordance with Australian accounting standards and the Corporations legislation.

The Board has determined that none of its independent directors hold relationships which could reasonably be perceived to materially interfere with or compromise their independent judgement.

The Board tables individual director interests at every SEEK Board meeting.

Access to Information

(Corporate Governance Principles and Recommendations: 2.6)

Directors are able to access members of senior management to request relevant information in their role as a non-executive director.

Directors are entitled to seek independent professional advice at the Company's expense relating to their role as a SEEK director, subject to the prior written approval of the Chairman.

Board Remuneration and Performance Review

(Corporate Governance Principles and Recommendations: 2.5, 2.6, 8.2, 8.3)

The Board reviews its performance on a regular basis, including Board documentation and process and Committee performance. The Board uses surveys for the purpose of its internal Board and Committee performance reviews. The aim of the internal Board performance review is to ensure that individual directors and the Board as a whole work effectively in meeting their responsibilities as described in the Board Charter. The Chairman will meet annually with each non-executive director to discuss individual performance. The Chair of the Audit Committee will meet annually with the Chairman to discuss the Chair's performance.

In addition to internal Board performance reviews, the Board will conduct externally facilitated performance reviews on a periodic basis, with the aim to conduct such reviews in every third year. These reviews will incorporate feedback from Executives and stakeholders beyond the Board.

All directors receive copies of all Committee Board packs, including the minutes for each Committee meeting. In addition, the Committee Chair provides an update at the following Board meeting on the activities of the Committee. The Board reviews and approves the Charters of each Committee on an annual basis.

The maximum aggregate amount of fees that may be paid to all SEEK non-executive directors each year is capped at $1,500,000, which was approved by shareholders at the 2013 AGM. This cap includes fees paid for roles on the Board of SEEK Limited and its subsidiaries. The total fees (including superannuation) paid to non-executive directors during the reporting period was $796,699.

Further details on directors' remuneration are disclosed in the Remuneration Report.

Executive Remuneration and Performance Review

(Corporate Governance Principles and Recommendations: 1.2, 1.3, 8.3)

The performance of the Executive team including the CEO is assessed annually. Assessment is measured against the Company's performance rating system (SEEK Synergy), which is applied in relation to all SEEK employees. The performance of the Executive team is measured against quantifiable goals and objectives set at the start of the financial year, and the individual performance of the executive. Performance is also assessed as for all Company employees against the employee's fulfilment of the Company values.

In addition to this, the performance of the CEO is reviewed by the Board. The Chairman meets annually with the CEO to discuss individual performance.

Further details on CEO and Executive remuneration are disclosed in the Remuneration Report.

Diversity

(Corporate Governance Principles and Recommendations: 3.2, 3.3, 3.4, 3.5)

SEEK recognises the value contributed to the organisation by the talent and diversity of its employees who bring to their roles varied skills, backgrounds and experience.

The Company has an energetic and dynamic workforce whose passion, ideas and ability to innovate and deliver strong business results represents a key competitive advantage.

SEEK is committed to fostering this diversity by providing a work environment and culture in which all of its employees are valued and treated with respect, and provided with equal access to opportunities.

SEEK values gender diversity in its workforce, as is evident from the strong female representation in the Company:

Role Category	Female representation % (as at 30 June 2014)	Female Representation % (as at 30 June 2013)
*Female non-executive board directors of SEEK Limited	25%	25%
Female executives of SEEK Limited (direct reports to the CEO)	14%	14%
Combined representation of female Executives and Senior Managers (direct reports to the CEO and two levels removed from the CEO) within SEEK Limited and its Australian subsidiaries	29%[1]	41%
Overall female employees within SEEK Limited and its Australian subsidiaries	46%[1]	60%

* SEEK has appointed Julie Fahey to the Board effective 23 July 2014. From FY2015 SEEK's female non-executive board director representation will be 40%.

1. Impacted by sale of THINK

SEEK's FY2014 Measurable Objective

FY2014 Measurable Objective	Status @ 30 June 2014
Continuing to maintain or improve SEEK's high levels of female participation at senior management level at or above 37%.	29%[1]
Maintain principles of gender pay equality	SEEK Management reviews pay equity for each employee by role across each department at least once per annum
	SEEK Management ensures company-wide market salary adjustments for all SEEK employees including employees on parental leave.

1. Impacted by sale of THINK

Improvement of female representation at senior management level is a key priority. While SEEK's level of female representation at senior management level was impacted by the sale of the THINK Education business during FY2014, SEEK has implemented a high number of diversity and inclusive leadership initiatives during the financial year. SEEK's intention is that one of the outcomes of these initiatives will be to achieve SEEK's measurable objective for female participation at senior management level.

Further details of SEEK's diversity and inclusive leadership initiatives are set out in SEEK's Sustainability Report at page 12.

SEEK Diversity Policy

SEEK's Diversity Policy is focused on providing flexible work practices to all its employees, male or female, to assist in the balancing of work, family and domestic responsibilities and to assist employees in pursuing their personal as well as professional development goals

The Diversity Policy is available from the Investor section of the Company website at www.seek.com.au and includes:

- Flexible policies including unlimited access to sick and carer's leave;
- Flexible working arrangements which include:
  - Compressed working week
  - Working from home
  - Part-time work
  - Job sharing
  - Purchased leave
  - Unpaid leave

- Employee education assistance;
- Employee network and support groups;
- Mentor programs matching participants with mentors from other business areas and the SEEK Connect program, an internal program in which the SEEK Culture Team organises various activities for groups of employees to meet employees from all areas of the business. Both programs provide diversity of insight and experience, as well as fostering SEEK's culture of inclusiveness.

Board support

SEEK's organisational goals and objectives on diversity are endorsed by the Board. On-going responsibility for the measuring and reporting of progress against SEEK's diversity objectives is undertaken by the Remuneration Committee, which will review progress on a regular basis. The Board will report on the Company's achievement of its measurable objectives in the SEEK Annual Report.

Share Trading Policy

SEEK's Share Trading Policy governs when its officers, defined as its directors, executives or senior managers, may deal in SEEK securities and the process which must be followed in respect of such dealings.

SEEK officers and their associates are not permitted to deal in SEEK securities (or in any financial products and associated products issued or created over SEEK securities by third parties) during defined Blackout Periods:

- between 1 January and one trading day following the announcement of the half year results;
- between 1 July and one trading day following the announcement of the full year results.

At any time outside the Blackout Periods, officers may trade in SEEK securities where the officer:

- is not, at the time of the proposed dealing, in possession of any price sensitive information;
- where the officer is a director, the director obtains the prior written clearance of the Chairman to deal in SEEK securities;
- where the officer is not a director, the officer obtains the prior written clearance of the CFO or Company Secretary.

SEEK directors, executives or their associates are prohibited from entering into transactions in associated products which operate to limit the economic risk of security holdings in the Company over unvested entitlements.

SEEK directors and executives are only permitted to enter margin loans with the prior written approval of the Chairman. If approval is granted, in the case of any director or the CEO, the Continuous Disclosure Committee will review the terms of the margin loan to determine whether there are any material terms requiring disclosure to the market.

SEEK's share trading policy is available in the Investor section of the Company website, www.seek.com.au.

Board Committees

The Board is supported by a Remuneration Committee, Audit and Risk Management Committee and Nomination Committee. The Committees are comprised of independent non-executive directors. The members of these Committees at the date of this Report are:

	Board	Audit and Risk Management Committee	Remuneration Committee	Nomination Committee
N Chatfield	✓	✓	✓	✓
A R Bassat	✓			
C B Carter	✓	✓	✓	✓
D I Bradley	✓		✓	✓
G Goldsmith	✓	✓		✓

For information on the skills, experience and expertise of the Committee members, please refer to page 18 of the Directors' Report. In relation to the number of meetings and attendance of members at the Committee meetings please refer to page 20 of the Directors' Report.

Remuneration Committee

(Corporate Governance Principles and Recommendations: 8.1, 8.2)

The Remuneration Committee comprises three members, all of whom are independent non-executive directors. It is chaired by Mr Colin Carter, an independent non-executive director of the SEEK Board. Other directors that are not members of the Committee and executives attend by invitation.

The Remuneration Committee Charter, which is available from the Company website, sets out its role and responsibilities. In summary, the Committee has the delegated responsibility from the SEEK Board to conduct detailed examination of the following matters:

- Remuneration packages and policies applicable to the CEO, non-executive directors, and where considered appropriate, Executives;
- Compliance with statutory responsibilities relating to remuneration disclosure;
- Review and approval of the design of equity-based plans including eligibility criteria, performance hurdles and proposed awards;
- Review and approval of budget and guidelines each year for annual performance review and salary review processes;
- Review and approval of decisions regarding where to position the Company relative to market remuneration levels and composition;
- Review policies relating to employee share and option plans;
- Review progress against SEEK's diversity objectives;
- Review the Company's superannuation plan and compliance with relevant laws and regulations;
- Review executive and director retirement and termination payments;
- Review and monitor fringe benefits;
- Monitor effective succession planning for the positions of CEO, non-executive directors and Executives.

Audit and Risk Management Committee

(Corporate Governance Principles and Recommendations: 4.1, 4.2, 4.3, 4.4)

The Audit and Risk Management Committee (A&RMC) consists of three members, all of whom are independent non-executive directors. It is chaired by Mr Graham Goldsmith, an independent non-executive director. Other directors that are not members of the Committee, the external auditor and executives attend meetings by invitation.

The Audit and Risk Management Committee Charter, which is available from the Company website, sets out the Committee's role and responsibilities. In summary, the Committee has the delegated responsibility from the SEEK Board to conduct detailed examination of the following matters:

Financial Reporting

The primary responsibility of the Committee is to oversee the financial reporting process on behalf of the Board and to recommend to the Board appropriate actions in the interests of the integrity of financial reporting.

Statutory Financial Reports

- Review the statutory financial reports of the SEEK Group and become satisfied that the reports provide a true and fair view of the financial affairs of the SEEK Group.

Assessment of Systems of Financial Risk Management and Internal Control

- Oversight of SEEK Group's accounting and financial controls, for the purpose of forming a view as to the effectiveness of these controls, policies, procedures and programs;
- Oversight of the SEEK Group's accounting policies and methods for the purpose of forming a view as to the appropriateness (as opposed to the acceptability) of these policies and methods;
- Review all related party transactions involving the SEEK Group;
- Request reports as required from SEEK Management on the risk frameworks and controls within entities in which SEEK holds equity but not a controlling interest.

External Audit

- Recommend to the Board the appointment and remuneration (and, where appropriate, replacement) of the external auditor and the terms of their engagement;
- Agree with the external auditor the overall scope of the external audit, including identified risk areas and any additional procedures considered necessary;
- Monitor and periodically evaluate the effectiveness of the external auditor.

Independence of the External Auditor and Provision of Non-audit Services

- Periodically (at least once per annum) assess the independence of the external auditor;
- Approve and review the External Auditor Independence Policy (refer to the separate policy available on the Company website) which regulates the provision of services by the external auditor, and monitor compliance of that policy;
- Recommend to the Board the appropriate disclosure in each year's Financial Report of the full details of fees paid to the external auditor, including an analysis of non-audit services;
- Require that the lead external audit engagement partner be rotated every five years at a minimum.

Risk Oversight

Risk Management

- Review the SEEK Group's assessment of material risks and form an opinion on the adequacy and effectiveness of the risk assessment based on an evaluation of the rigour and suitability of the process undertaken;
- Consider the processes that management uses to design and assure controls and to measure their effectiveness together with Group risk reports from Management to form an opinion on the reliability of the risk assessment;
- Review the SEEK Group's risk profiles as developed by management and monitor emerging risks and changes in the SEEK Group's risk profile.

Effectiveness of the Risk Management Framework

Review, recommend to the Board, and oversee the operation of, risk management policies and procedures, so that there is, amongst other things:

- A procedure for identifying risks relevant to the SEEK Group's businesses and controlling their financial or non-financial impacts on the SEEK Group;
- An adequate system of internal control, risk management and safeguarding of assets;
- A system of reporting and investigating breaches of risk management policies and procedures;
- A review of internal control systems and the operational effectiveness of risk management policies and procedures;
- A culture of risk management and compliance throughout the SEEK Group;
- Adequate resources to support the risk management function and enable proper remedial action to be taken to address areas of weakness;
- Review, recommend to the Board, and monitor the SEEK Group's Whistleblower Policy;
- Review and monitor the SEEK Group's risk management performance, including conducting specific investigations where necessary;
- Review and provide oversight on the Group's insurance policies.

Nomination Committee

(Corporate Governance Principles and Recommendations: 2.4, 2.6)

The Nomination Committee consists of all of the independent non-executive directors of the SEEK Board, comprising four members. It is chaired by the Chairman of the SEEK Board. The CEO and MD who is not a member of the Committee and other executives attend meetings by invitation.

The Nomination Committee Charter, which is available from the Company website, sets out its role and responsibilities. The Committee has the delegated responsibility from the SEEK Board to conduct detailed examination of the following matters:

- assessing and enhancing the necessary and desirable competencies of the Board and Chairman;
- reviewing the size and composition of the Board, including succession plans to enable an appropriate balance of skills, experience and expertise to be maintained;
- making recommendations to the Board on the appointment and removal of Directors;
- developing and reviewing the process for the evaluation of the performance of the Board, the Chairman and individual Directors;
- evaluating the performance of the Board, its Committees and Directors;
- ensuring that there is an appropriate induction process in place for new Directors and reviewing its effectiveness;
- reviewing the process for the selection and removal of Directors and assessing its effectiveness;
- ensuring there is a continuing education program for directors in respect to compliance and governance issues.

The Board's nomination of existing directors for re-appointment is not automatic and is contingent on their past performance, contribution to the Company and the current and future needs of the Board and the Company.

Recognise and Manage Risk

(Corporate Governance Principles and Recommendations: 7.1, 7.2, 7.3, 7.4)

The Board views effective risk management as essential to achieving and maintaining its operational and strategic objectives. The Board is responsible for approving and reviewing the SEEK risk management strategy and policy, with the Audit and Risk Management Committee having delegated responsibility to conduct detailed review in a number of key risk areas as outlined in the A&RMC Charter (as summarised on page 50). The active identification of risks and implementation of appropriate controls and mitigation measures are the responsibilities of Management.

SEEK's enterprise risk management framework is based on the international standard (AS/NZS ISO 31000:2009) for risk management.

Management has established a Group risk framework, and within this each business unit/department is required to profile its risk environment, control identification and operation. The outcomes of the risk profile across the Group are aggregated for reporting to the Executive and Audit and Risk Management Committee.

Internal control systems and procedures are monitored and reviewed by the Group Risk and Assurance Manager who reports to the Audit and Risk Management Committee and the Group Finance Director. The Audit and Risk Management Committee provides oversight on the risk framework and aggregated risk profiles at the Group level, and monitors Management's response to internal risk and assurance reviews.

The Group risk function is independent of the external audit, has access to the Audit and Risk Management Committee and also has access to the Company executives and employees.

When considering the Audit and Risk Management Committee's review of financial reports, the Board receives a written statement signed by the CEO and MD, and the CFO, affirming that SEEK's financial reports give a true and fair view in all material respects of the Company's financial position and comply in all material respects with relevant accounting standards. The statement also confirms that the Company's financial reports are founded on a sound system of risk management and internal control and that the system is operating effectively in relation to the management of both financial reporting risks and the Company's material business risks.

SEEK's risk management policy is available in the Investor section of the Company website, www.seek.com.au.

Continuous Disclosure

(Corporate Governance Principles and Recommendations: 5.1, 5.2)

SEEK's Continuous Disclosure Policy sets out the key responsibilities for the Company employees in relation to continuous disclosure. The Policy is reviewed annually by the Board.

The Policy sets out SEEK's obligations under the ASX Listing Rules and the *Corporations Act 2001*. It refers to the type of information that requires disclosure. The policy also provides procedures for internal notification and external disclosure.

The Board is responsible for ensuring that SEEK complies with its continuous disclosure obligations. The CEO, CFO and Company Secretary (the Continuous Disclosure Committee) are responsible for determining what matters might be considered to be price sensitive and whether or not disclosure is required under the ASX Listing Rules.

A copy of the Company's Continuous Disclosure Policy is available in the Investor section of the Company website, www.seek.com.au

Communication with Shareholders

(Corporate Governance Principles and Recommendations: 6.1, 6.2)

SEEK is committed to transparency and openness in its communication with its shareholders. It works to keep shareholders fully informed regarding developments and important information affecting the Company.

The key channels currently utilised by SEEK to distribute information to shareholders include:

- the SEEK website;
- the Notice of AGM and explanatory memoranda;
- the Annual Report;
- Financial statements and accompanying presentations to the market;
- ASX announcements.

AGM

The Annual General Meeting is a key opportunity for shareholders to hear the CEO and Chairman provide updates on Company performance, ask questions of the Board, and to express a view and vote on the various matters of Company business on the agenda. Shareholders may also ask questions of the Company's external auditors at the meeting. SEEK encourages its shareholders to attend its AGM. SEEK also commits to deal with shareholder queries in a respectful and timely manner whenever they are received by the Company.

Communications with analysts

The Company communication framework includes the following to ensure provision of equal access to material information:

- All discussions with analysts are conducted by or with the sanction of the CEO or the CFO, and are limited to explanation of previously disclosed material;
- Where information is likely to be price sensitive, in line with its legal obligations and Continuous Disclosure Policy, SEEK immediately discloses the information to the market;
- All formal SEEK analyst presentations are released to the market;
- Meetings with analysts to discuss financial results are not held from 1 January to release of the half year results, or from 1 July to release of the full year results.

Code of Conduct

(Corporate Governance Principles and Recommendations: 3.1, 3.5)

SEEK prides itself on creating and maintaining a vibrant and transparent employee culture. The SEEK values form an integral part of the Company performance review and reward process (SEEK Synergy). All SEEK employees including executives are required to meet both their professional KPIs and a minimum performance rating evidencing their demonstration of the SEEK values for the relevant review period.

The SEEK code of conduct is available on the employee intranet. The SEEK code of conduct reflects the SEEK values to ensure a work environment and culture that complies with the law, is honest, respectful, equitable and professional.

Ethical and responsible decision making at SEEK is also promoted by an additional code of conduct for directors and executives, based on a code of conduct for directors prepared by the AICD. The code of conduct for directors and executives is found on the Company website.

SEEK has a Whistleblowers Policy available in the Investor section of the Company website, www.seek.com.au. It is designed to support and protect employees who properly report non-compliant, illegal or unethical conduct by other employees. The aim of the Policy is to protect the confidentiality and position of employees wishing to raise matters which affect the fairness, legality or integrity of the Company.

Financial Report

Contents

Page

Consolidated income statement
for the year ended 30 June 2014

	Notes	2014 $m	2013 Restated* $m
Revenue from continuing operations	3	**724.2**	527.1
Other income	4	**-**	160.9
Operating expenses			
Direct cost of services		**(29.2)**	(11.6)
Sales and marketing		**(230.9)**	(161.2)
Business development		**(55.3)**	(42.2)
Operations and administration		**(144.9)**	(111.3)
Finance costs	5	**(30.8)**	(29.0)
Total operating expenses		**(491.1)**	(355.3)
Share of results of equity accounted investments	25(d)	**18.7**	27.1
Profit before income tax expense from continuing operations		**251.8**	359.8
Income tax expense	7(a)	**(53.4)**	(51.8)
Profit from continuing operations		**198.4**	308.0
Profit from discontinued operation	24(a)	**25.0**	5.7
Profit for the year		**223.4**	313.7
Profit is attributable to:			
Owners of SEEK Limited		**195.6**	300.1
Non-controlling interests	21	**27.8**	13.6
		223.4	313.7

Earnings per share for profit from continuing operations attributable to the ordinary equity holders of the Company:

		Cents	Cents
Basic earnings per share	6	**50.4**	87.5
Diluted earnings per share	6	**49.6**	86.8

Earnings per share for total Group profit attributable to the ordinary equity holders of the Company:

		Cents	Cents
Basic earnings per share	6	**57.7**	89.0
Diluted earnings per share	6	**56.8**	88.3

* FY2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

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

Consolidated statement of comprehensive income
for the year ended 30 June 2014

	Notes	2014 $m	2013 $m
Profit for the year		**223.4**	313.7
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign controlled operations	21	**(43.8)**	142.4
Exchange differences on translation of foreign associates	21	**(4.6)**	5.7
Gains/(losses) on hedge contracts of controlled entities		**6.8**	(22.3)
(Losses)/gains on hedge contracts of associates (net of tax)		**(1.0)**	1.2
Reserve balances recycled on step acquisition	21	**-**	1.5
Income tax recognised in other comprehensive income	7(c)	**15.3**	3.1
Other comprehensive income for the year		**(27.3)**	131.6
Total comprehensive income for the year for SEEK Limited		**196.1**	445.3
Total comprehensive income for the year attributable to:			
Owners of SEEK Limited		**177.3**	389.8
Non-controlling interests	21	**18.8**	55.5
		196.1	445.3
Total comprehensive income for the year attributable to owners of SEEK Limited arises from:			
Continuing operations		**152.6**	384.6
Discontinued operation	24(a)	**24.7**	5.2
		177.3	389.8

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

Consolidated balance sheet
as at 30 June 2014

	Notes	2014 $m	2013 Restated* $m
Current assets			
Cash and cash equivalents	8	**323.0**	184.8
Trade and other receivables	11	**96.5**	82.6
Other current financial assets	12(a)	**26.6**	53.4
Current tax assets		**-**	0.1
Total current assets		**446.1**	320.9
Non-current assets			
Investments accounted for using the equity method	25(d)	**153.1**	152.4
Plant and equipment	13	**20.7**	31.5
Intangible assets	14	**1,513.9**	1,635.6
Other non-current financial assets	12(b)	**62.7**	33.8
Deferred tax assets	7(d)	**35.7**	30.4
Total non-current assets		**1,786.1**	1,883.7
Total assets		**2,232.2**	2,204.6
Current liabilities			
Trade and other payables	16	**84.9**	76.6
Current borrowings	17(a)	**22.2**	52.1
Unearned income		**128.2**	128.8
Other financial liabilities	18	**8.2**	43.7
Current tax liabilities		**18.2**	22.2
Current provisions	19(a)	**23.1**	34.8
Total current liabilities		**284.8**	358.2
Non-current liabilities			
Non-current borrowings	17(b)	**379.8**	436.8
Deferred tax liabilities	7(e)	**75.6**	85.5
Non-current provisions	19(c)	**23.4**	27.5
Total non-current liabilities		**478.8**	549.8
Total liabilities		**763.6**	908.0
Net assets		**1,468.6**	1,296.6
Equity			
Contributed equity	20(b)	**203.7**	188.5
Reserves	21	**73.8**	75.0
Retained profits	21	**624.9**	513.5
Non-controlling interests	21	**566.2**	519.6
Total equity		**1,468.6**	1,296.6

* Refer to note 23 for details of restatement on preliminary adjustments to the acquisition accounting for Zhaopin.

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

Consolidated statement of changes in equity
for the year ended 30 June 2014

	Notes	Contributed equity $m	Reserves $m	Retained profits $m	Total $m	Non-controlling interests $m	Total $m
Balance at 1 July 2012		186.5	(63.7)	276.9	399.7	371.5	771.2
Profit for the year		-	-	300.1	300.1	13.6	313.7
Other comprehensive income		-	89.7	-	89.7	41.9	131.6
Total comprehensive income for the year		-	89.7	300.1	389.8	55.5	445.3
Transactions with owners in their capacity as owners:							
Contributions of equity, net of transaction costs and tax	20(b)	3.0	-	-	3.0	-	3.0
Dividends provided for or paid		-	-	(64.1)	(64.1)	(0.9)	(65.0)
Employee share option schemes of parent entity		-	5.5	-	5.5	-	5.5
Employee share option of subsidiaries		-	2.8	-	2.8	-	2.8
Tax associated with employee share option schemes	7(c)	-	(1.3)	1.3	-	-	-
Purchase of shares on-market:							
- employee share option schemes		-	(0.6)	(0.7)	(1.3)	-	(1.3)
- treasury shares	20(b)	(1.0)	-	-	(1.0)	-	(1.0)
Exercise of share options in subsidiary		-	0.1	-	0.1	0.1	0.2
Partial disposal of THINK to non-controlling interest		-	(3.6)	-	(3.6)	17.5	13.9
Exercise of JobsDB put option		-	46.1	-	46.1	(31.0)	15.1
Conversion of preference shares to ordinary shares		-	-	-	-	74.3	74.3
Non-controlling interests acquired on acquisition		-	-	-	-	32.6	32.6
Balance at 30 June 2013		188.5	75.0	513.5	777.0	519.6	1,296.6
Profit for the year		-	-	**195.6**	**195.6**	**27.8**	**223.4**
Other comprehensive income		-	**(18.3)**	-	**(18.3)**	**(9.0)**	**(27.3)**
Total comprehensive income for the year		-	**(18.3)**	**195.6**	**177.3**	**18.8**	**196.1**
Transactions with owners in their capacity as owners:							
Contributions of equity, net of transaction costs and tax		**14.2**	-	-	**14.2**	-	**14.2**
Dividends provided for or paid		-	-	**(88.4)**	**(88.4)**	**(29.7)**	**(118.1)**
Employee share options scheme of parent		-	**8.1**	-	**8.1**	-	**8.1**
Employee share options scheme of subsidiary		-	**5.8**	-	**5.8**	-	**5.8**
Exercise of share options in subsidiary		-	**1.1**	-	**1.1**	**0.3**	**1.4**
Tax associated with employee share schemes	21	-	**(4.2)**	**4.2**	-	-	-
Transfer of non wholly-owned subsidiary under common control		-	**(1.0)**	-	**(1.0)**	-	**(1.0)**
Initial public offering of Zhaopin		-	**9.6**	-	**9.6**	**75.6**	**85.2**
Disposal of THINK		-	-	-	-	**(18.2)**	**(18.2)**
Transfer of reserves		**1.0**	**(0.8)**	-	**0.2**	**(0.2)**	-
Share of reserve movement of associates		-	**(1.5)**	-	**(1.5)**	-	**(1.5)**
Balance at 30 June 2014		**203.7**	**73.8**	**624.9**	**902.4**	**566.2**	**1,468.6**

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

Consolidated statement of cash flows
for the year ended 30 June 2014

	Notes	2014 $m	2013 Restated* $m
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**748.2**	566.2
Payments to suppliers and employees (inclusive of goods and services tax)		**(438.0)**	(342.5)
		310.2	223.7
Interest received		**10.9**	6.2
Interest paid		**(19.4)**	(19.2)
Settlement of civil, labour and legal cases		**-**	(12.4)
Income taxes paid		**(73.1)**	(46.9)
Tax refund received		**4.1**	-
Cash inflow from operating activities attributable to discontinued operation	24(b)	**4.5**	16.1
Net cash inflow from operating activities	9	**237.2**	167.5
Cash flows from investing activities			
Proceeds from disposal of discontinued operation, net of cash disposed		**92.4**	-
Payments for acquisition of subsidiary, net of cash acquired	23	**(5.0)**	(17.3)
Transaction costs relating to investing activities		**(2.4)**	(1.0)
Dividends and distributions received from associates	25(d)(i)	**20.1**	13.6
Payment for additional interest in associate and jointly controlled entity		**(9.4)**	(23.0)
Payments for intangible assets		**(29.8)**	(9.6)
Payments for plant and equipment		**(11.8)**	(5.1)
Cash outflow from investing activities attributable to discontinued operation	24(b)	**(3.3)**	(8.4)
Net cash inflow/(outflow) from investing activities		**50.8**	(50.8)
Cash flows from financing activities			
Proceeds from borrowings		**131.0**	149.3
Repayment of borrowings		**(211.9)**	(67.1)
Transaction costs on establishment of debt facilities		**(2.7)**	(4.6)
Proceeds from Zhaopin IPO		**93.0**	-
Transaction costs relating to Zhaopin IPO		**(9.5)**	-
Cash released from deposits to support entrusted loan facilities		**25.5**	-
Cash placed on deposit to support entrusted loan facilities		**(29.0)**	-
Purchase of shares for employee share options plans		**-**	(1.2)
Proceeds from issues of shares	20	**14.2**	3.0
Proceeds from share options in subsidiaries		**1.4**	0.2
On-market purchase of treasury shares	20	**-**	(1.0)
Dividends paid to members of the parent	22	**(88.4)**	(64.1)
Dividends paid to non-controlling interests		**(29.7)**	(2.1)
Payment for additional interest in subsidiary		**(36.1)**	(79.8)
Proceeds from sale of ownership interest in subsidiary		**-**	13.8
Contributions from non-controlling interests		**-**	15.1
Payment for other financing arrangements		**(0.8)**	(2.3)
Net cash (outflow) from financing activities		**(143.0)**	(40.8)
Net increase/(decrease) in cash and cash equivalents		**145.0**	75.9
Cash and cash equivalents at the beginning of the financial year		**184.8**	92.7
Effect of exchange rate changes on cash and cash equivalents		**(6.8)**	16.2
Cash and cash equivalents at the end of the financial year	8	**323.0**	184.8

* FY2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

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

1. Critical accounting estimates and judgements

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.

(a) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future which may not equal the related actual results. The estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Business combinations

Following the guidance in AASB 3: *Business Combinations*, the Group has made assumptions and estimates to determine the purchase price of businesses acquired as well as its allocation to acquired assets and liabilities. To do so, the Group is required to determine the acquisition date fair value of the identifiable assets acquired, including intangible assets such as brand, customer relationships and liabilities assumed. Goodwill is measured as the excess of the fair value of the consideration transferred including the recognised amount of any non-controlling interest over the net recognised amount of the identifiable assets and liabilities.

The assumptions and estimates made by the Group have an impact on the asset and liability amounts recorded in the financial statements. In addition, the estimated useful lives of the acquired amortisable assets, the identification of intangible assets and the determination of the indefinite or finite useful lives of intangible assets acquired will have an impact on the Group's future profit or loss.

In step acquisitions where the Group obtains control over an entity by acquiring an additional interest in that entity, the Group's previously held equity interest is remeasured to fair value at the date the controlling interest is acquired and a gain or loss is recognised in the consolidated income statement. The Group has also adopted the fair value method in measuring non-controlling interests in recent step acquisitions. The determination of these fair values involves management's judgement and takes into consideration purchase price of the acquired controlling interest, other comparable transactions and trading comparables.

(ii) Estimated impairment of goodwill and other intangible assets with indefinite useful lives

Goodwill and intangible assets with indefinite useful lives are allocated to a cash-generating-units (CGU) or group of CGUs and tested annually to determine whether they have suffered any impairment in accordance with the accounting policy stated in note 34. The recoverable amounts of the CGU or group of CGUs to which the assets have been allocated have been determined based on value-in-use or fair value calculations. These calculations are performed based on cash flow projections and other supplementary information which, given their forward looking nature, require the adoption of assumptions and estimates. The key assumptions and estimates utilised in management's assessments relate primarily to:

- Five or ten year cash flow forecasts sourced from internal budgets and long-term management forecasts;
- Terminal value growth rates applied to the period beyond the five or ten year cash flow forecasts;
- Pre-tax discount rates, used to discount the cash flows to present value.

Each of these assumptions and estimates is based on a "best estimate" at the time of performing the valuation. However, increases in discount rates or changes in other key assumptions, such as operating conditions or financial performance, may cause the carrying values of CGUs or groups of CGUs to exceed their recoverable amounts.

(iii) Indefinite useful lives

Management has determined that some of the intangible assets (brands and licences) recognised as part of business combinations have indefinite useful lives. These assets have no legal or contractual expiry date and are integral to future revenue generation. Management intends to continue to promote, maintain and defend the brands and licences to the extent necessary to maintain their values for the foreseeable future.

Management assesses the useful lives of the Group's intangible assets at the end of each reporting period. No factors have been identified in the period which would alter SEEK's assumption of indefinite useful lives for brands and licences.

Refer to note 14 for details of these assumptions and the potential impact of changes to these assumptions.

(iv) Income taxes

The Group is subject to income taxes (and other similar taxes) in Australia and in a number of overseas jurisdictions. Judgement is required in determining the Group provision for income taxes.

There are certain 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 its current 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 income tax assets and liabilities in the future period in which such determination is made.

The research and development claim available to the business is estimated in the accounts because a full assessment of the position cannot be made by the year end. This has been one of the causes of over-provision for tax in prior periods as it is the policy of the business to only bring to account that preliminary portion of expenses that is reasonably expected to be claimable at period end.

Please refer to note 7 for further details on the Group's income tax balances.

(v) Acquired contingent liabilities

In accordance with Australian Accounting Standards for Business Combinations, the Group is required to re-assess contingent liabilities acquired in a business combination and record them at their fair value. The fair value of the contingent liabilities reflects the range of possible outcomes across the portfolio of contingent liabilities and is adjusted for risk.

(b) Critical judgements in applying the entity's accounting policies

(i) Significant influence over associates

The Group follows the guidance in AASB 128: *Investments in Associates and Joint Ventures* to determine its level of control and influence over its investments in associates. This determination can require judgement particularly around voting rights and participation in the financial and operating activities of the investee. If the Group's influence increased such that the Group has the power to govern the financial and operating activities of the associate, then its results would have to be fully consolidated. Conversely, if the Group's influence reduced and the Group did not have the power to participate in the financial and operating activities of the associate then it would need to account for its interest in the associate as an available-for-sale financial asset.

The key judgemental areas are as follows:

IDP Education Pty Ltd (IDP)

The Group owns 50% of the voting rights in IDP. The Group does not have control over the investment as its voting rights and board seats are equal to its co-investors. The Group is required to equity account for IDP as an associate company due to the fact that the Group has significant influence over IDP.

JobStreet Corporation Berhad (JobStreet)

On 19 February 2014, the Group announced that SEEK Asia, a majority owned subsidiary, executed a share purchase agreement (SPA) to acquire 100% of the online employment business of JobStreet. As agreed in the SPA, JobStreet issued 71,646,000 new shares during the period from 20 February 2014 to 30 June 2014 as part of their pre transaction restructuring and the exercise of certain JobStreet Employees' Share Option Schemes.

As at 30 June 2014, the Group owns 20.0% (30 June 2013: 22.4%) of the voting rights in JobStreet and management has determined that this ownership provides it with significant influence over JobStreet. This is however a judgemental area and the Group continues to monitor its position to participate in the JobStreet policy-making processes. If this situation were to change and the Group did not have the power to participate in the financial and operating policy decisions of JobStreet, then it would need to account for its interest in JobStreet as an available-for-sale financial asset at fair value and would no longer equity account for its share of profit.

Refer to note 30 Events occurring after the balance sheet date for further information.

(ii) Impairment of the investment in associates

The Group has not impaired any of its investments in associates, a decision which requires significant estimates and judgements. As required by current Accounting Standards, the Group has evaluated, among other factors, the financial health of and business outlook for its associates and assessed the carrying value of its investments against current estimated fair value. Where an impairment indicator exists due to the current economic climate an impairment test has been performed. This has resulted in no impairment write downs being required in the current financial period.

2. Segment information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed and relied upon by the CEO (the chief operating decision maker (CODM)).

In July 2013, SEEK's CEO announced that SEEK Learning would be strategically managed with the SEEK Employment business headed up by the Managing Director, SEEK Employment & Learning (Australia & New Zealand). Segment reporting has been realigned in light of these changes.

On 7 November 2013, SEEK announced the sale of its remaining 80% holding in THINK. As a consequence, THINK is reported as a discontinued operation in the segment information.

The Group now operates in two business divisions: Domestic and International.

- The Domestic business comprises two operating segments: SEEK Employment and SEEK Learning
  - SEEK Employment provides online employment classified advertising services through the SEEK website. It sells these services in Australia, New Zealand and the United Kingdom;
  - SEEK Learning markets, sells and distributes (predominantly through online channels) vocational training and education training courses in Australia. These courses are developed and delivered by outside providers. It also includes the results of the Group's investment in IDP and Swinburne Online.
- The International business comprises the following operating segments being controlling interests in:
  - JobsDB (operating in six countries across South East Asia);
  - Zhaopin (operating in China);
  - Brasil Online (operating in Brazil);
  - OCC (operating in Mexico).

  as well as "International other", which comprises other operating costs associated with managing the international businesses, including interests in International associates JobStreet (based in Malaysia), One Africa Media (based in seven countries across Africa), and Bdjobs (based in Bangladesh).

Operating segments reported as of 30 June 2013 were Employment, Education (comprising SEEK Learning and THINK) and International; comparative segment information has been restated.

Segment EBITDA is the measure utilised by the CODM to measure the businesses' profitability. Segment EBITDA is earnings before interest, tax, depreciation and amortisation and excludes share of results of equity accounted investments, amortisation of share-based payments and long-term incentives, gains/losses on investing activities, and other non-operating gains/losses.

Segment revenue, 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, other financial assets, plant and equipment, goodwill and other intangible assets, net of related provisions. While most of these assets can be directly attributable to individual segments, the carrying amounts of certain assets used jointly by segments are allocated based on reasonable estimates and usage. Segment liabilities consist primarily of trade and other creditors, other financial liabilities and employee entitlements.

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

The amounts provided to the CODM with respect to total assets and total liabilities are measured in a manner consistent with that of the financial statements. Assets and liabilities are allocated based on the operations of the segment.

(b) Segment information provided to the CODM

30 June 2014		Domestic			International						Continuing Operations	Discontinued Operation	Consolidated
	Notes	Employment $m	Learning $m	Total $m	JobsDB $m	Brasil Online $m	OCC $m	Zhaopin $m	Int'l Other $m	Total $m	$m	$m	$m
Revenue													
Segment revenue from external customers		241.2	85.6	**326.8**	59.4	118.8	22.3	183.9	-	**384.4**	**711.2**	45.2	**756.4**
Inter-segment revenue[1]		-	2.1	**2.1**	-	-	-	-	-	**-**	**2.1**	(2.1)	**-**
Total segment revenue		241.2	87.7	**328.9**	59.4	118.8	22.3	183.9	-	**384.4**	**713.3**	43.1	**756.4**
Interest income	3										**10.9**	0.1	**11.0**
Consolidated revenue	3										**724.2**	43.2	**767.4**
Segment EBITDA		143.9	46.7	**190.6**	21.6	39.3	9.8	52.4	(9.8)	**113.3**	**303.9**	4.6	**308.5**
Depreciation	13	(1.6)	(1.1)	**(2.7)**	(1.0)	(0.8)	(0.5)	(3.8)	-	**(6.1)**	**(8.8)**	(1.8)	**(10.6)**
Amortisation	14	(8.6)	(0.6)	**(9.2)**	(6.3)	(1.3)	(1.8)	(6.4)	-	**(15.8)**	**(25.0)**	(1.2)	**(26.2)**
Share of net profits/(losses) of equity accounted investments	25	(0.2)	20.4	**20.2**	-	-	-	-	3.9	**3.9**	**24.1**	-	**24.1**
Dilution of investments in associates		-	-	**-**	-	-	-	-	(5.4)	**(5.4)**	**(5.4)**	-	**(5.4)**
Transaction costs from investing activities		-	-	**-**	-	-	-	(0.8)	(2.2)	**(3.0)**	**(3.0)**	-	**(3.0)**
Other investing activities[2]		-	(0.3)	**(0.3)**	-	-	-	1.2	-	**1.2**	**0.9**	25.7	**26.6**

1. Inter-segment revenue includes intercompany sales elimination of $2.1m (2013: $3.9m) for sales made by SEEK Learning to THINK Education Group.
2. Other investing activities in discontinued operation includes gain on sale of THINK $25.7m before tax.

2. Segment information continued

(b) Segment information provided to the CODM continued

30 June 2013 Restated*	Notes	Domestic Employment $m	Domestic Learning $m	Domestic Total $m	International JobsDB $m	International Brasil Online $m	International OCC $m	International Zhaopin $m	International Int'l Other $m	International Total $m	Continuing Operations $m	Discontinued Operation $m	Consolidated $m
Revenue													
Segment revenue from external customers		234.9	57.4	292.3	51.3	109.7	13.8	49.9	-	224.7	517.0	103.2	620.2
Inter-segment revenue[1]		-	3.9	3.9	-	-	-	-	-	-	3.9	(3.9)	-
Total segment revenue	3	234.9	61.3	296.2	51.3	109.7	13.8	49.9	-	224.7	520.9	99.3	620.2
Interest income	3										6.2	0.2	6.4
Consolidated revenue	3										527.1	99.5	626.6
Segment EBITDA		141.6	24.8	166.4	17.5	30.2	3.0	12.9	(5.5)	58.1	224.5	15.1	239.6
Depreciation	13	(1.8)	(1.2)	(3.0)	(1.0)	(1.1)	(0.5)	(1.0)	-	(3.6)	(6.6)	(4.4)	(11.0)
Amortisation	14	(4.2)	(0.4)	(4.6)	(5.5)	(2.4)	(1.5)	(3.2)	-	(12.6)	(17.2)	(2.7)	(19.9)
Share of results of equity accounted investments		-	11.8	11.8	-	-	-	11.3	4.0	15.3	27.1	-	27.1
Fair value gain on step acquisitions		-	-	-	-	-	-	160.9	-	160.9	160.9	-	160.9
Impairment loss	14	-	(1.3)	(1.3)	-	-	-	-	-	-	(1.3)	-	(1.3)

1. Inter-segment revenue includes intercompany sales elimination of $2.1m (2013: $3.9m) for sales made by SEEK Learning to THINK Education Group.

* 2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

(c) Balance Sheet information

30 June 2014		Domestic			International						Continuing Operations	Discontinued Operation	Consolidated
	Notes	Employment $m	Learning $m	Total $m	JobsDB $m	Brasil Online $m	OCC $m	Zhaopin $m	Int'l Other $m	Total $m	$m	$m	$m
Assets													
Total segment assets		148.7	116.2	**264.9**	368.7	425.8	185.2	860.1	91.8	**1,931.6**	**2,196.5**	-	**2,196.5**
Unallocated:													
Deferred tax assets	7(d)										**35.7**	-	**35.7**
Current tax assets											-	-	-
Total assets											**2,232.2**	-	**2,232.2**
Total assets include:													
Additions to non-current assets (other than financial assets and deferred tax)		27.2	0.5	**27.7**	3.1	3.1	0.7	7.3	-	**14.2**	**41.9**	2.3	**44.2**
Carrying value of investments in associates and jointly controlled entity	25(d)	3.4	80.4	**83.8**	-	-	-	-	69.3	**69.3**	**153.1**	-	**153.1**
Liabilities													
Total segment liabilities		(48.4)	(6.5)	**(54.9)**	(19.5)	(41.5)	(9.9)	(134.9)	(7.1)	**(212.9)**	**(267.8)**	-	**(267.8)**
Unallocated:													
Current borrowings	17(a)										**(22.2)**	-	**(22.2)**
Non-current borrowings	17(b)										**(379.8)**	-	**(379.8)**
Current tax liabilities											**(18.2)**	-	**(18.2)**
Deferred tax liabilities	7(e)										**(75.6)**	-	**(75.6)**
Total liabilities											**(763.6)**	-	**(763.6)**

2. Segment information continued

(c) Balance Sheet information continued

30 June 2013 Restated *		Domestic			International						Continuing Operations	Discontinued Operation	Consolidated
	Notes	Employment $m	Learning $m	Total $m	JobsDB $m	Brasil Online $m	OCC $m	Zhaopin $m	Int'l Other $m	Total $m	$m	$m	$m
Assets													
Total segment assets		59.8	102.2	162.0	421.6	445.6	192.3	753.7	75.6	1,888.8	2,050.8	123.3	2,174.1
Unallocated:													
Deferred tax assets	7(d)										26.1	4.3	30.4
Current tax assets											0.1	-	0.1
Total assets											2,077.0	127.6	2,204.6
Total assets include:													
Additions to non-current assets (other than financial assets and deferred tax)		11.8	1.9	13.7	0.9	1.4	0.3	1.4	-	4.0	17.7	8.6	26.3
Carrying value of investments in associates and jointly controlled entity	25(d)	-	78.5	78.5	-	-	-	-	73.9	73.9	152.4	-	152.4
Liabilities													
Total segment liabilities		(43.4)	(7.4)	(50.8)	(27.6)	(38.6)	(11.2)	(113.3)	(37.8)	(228.5)	(279.3)	(32.1)	(311.4)
Unallocated:													
Current borrowings	17(a)										(51.9)	(0.2)	(52.1)
Non-current borrowings	17(b)										(436.5)	(0.3)	(436.8)
Current tax liabilities											(22.0)	(0.2)	(22.2)
Deferred tax liabilities	7(e)										(80.1)	(5.4)	(85.5)
Total liabilities											(869.8)	(38.2)	(908.0)

* As discussed in note 23 the International division has been restated to reflect the Zhaopin step acquisition in the year.

(d) Reconciliation of segment EBITDA from continuing operations to operating profit before income tax

	Notes	2014 $m	2013 Restated* $m
Segment EBITDA from continuing operations	2(b)	**303.9**	224.5
Depreciation	5	**(8.8)**	(6.6)
Amortisation	5	**(25.0)**	(17.2)
Share of net profits of equity accounted investments		**24.1**	27.1
Dilution of investments in associates		**(5.4)**	-
Fair value gain on step acquisitions		**-**	160.9
Transaction costs from investing activities		**(3.0)**	-
Other investing activities		**0.9**	(1.3)
Amortisation of share-based payments and other long-term incentive schemes	5	**(18.1)**	(9.7)
Interest income	3	**10.9**	6.2
Interest expense	5	**(27.7)**	(24.1)
Profit before income tax expense from continuing operations		**251.8**	359.8
Income tax expense	7(a)	**(53.4)**	(51.8)
Profit from continuing operations		**198.4**	308.0
Operational results from discontinued operation	24(a)	**1.1**	5.7
Gain on sale from discontinued operation	24(a)	**23.9**	-
Profit from discontinued operation		**25.0**	5.7
Profit for the year		**223.4**	313.7
Non-controlling interests	21	**(27.8)**	(13.6)
Profit for the year attributable to the owners of SEEK Limited		**195.6**	300.1

* 2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

2. Segment information continued

(e) Geographical information

In presenting information on the basis of geographical segments, segment revenue from continuing operations is based on the geographical location of the customers. Segment assets are based on the geographical location of the assets.

	2014		2013	
	Revenue[1] $m	Non-current assets[2] $m	Revenue Restated*[1] $m	Non-current assets Restated*[2] $m
Australia	**304.7**	**129.8**	276.7	203.5
New Zealand	**23.9**	**5.7**	18.9	6.5
United Kingdom	**0.3**	**-**	0.4	-
Brazil	**118.8**	**392.8**	109.8	399.4
Mexico	**22.3**	**168.3**	13.8	175.7
China	**192.5**	**641.4**	58.8	615.8
Hong Kong[3]	**28.4**	**342.2**	21.6	377.6
Malaysia	**0.6**	**46.1**	0.6	51.4
Other South East Asia	**21.8**	**0.9**	20.3	0.9
Africa	**-**	**17.5**	-	22.5
Bangladesh	**-**	**5.7**	-	-
Total allocated	**713.3**	**1,750.4**	520.9	1,853.3
Unallocated:				
Interest income	**10.9**	**-**	6.2	-
Deferred tax assets	**-**	**35.7**	-	30.4
Total	**724.2**	**1,786.1**	527.1	1,883.7

1. Amounts allocated represent segment revenue from external customers. FY2013 revenue has been restated to reflect THINK disposal.
2. Amounts allocated represent all non-current assets excluding deferred tax assets.
3. Non-current assets allocated to Hong Kong include goodwill and other indefinite life intangible assets assumed as part of the JobsDB acquisition, which is consistent with the approach for impairment testing (refer to note 14).

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin for non-current assets and note 24 for THINK discontinued operation for revenue.

3. Revenue

	Notes	2014 $m	2013 Restated* $m
Revenue from continuing operations			
Sales revenue			
Employment - job and banner advertising		**241.2**	234.9
International - job, banner advertising and CV online		**384.4**	224.7
Learning - commission revenue		**84.7**	57.8
Learning - classroom-based training		**3.0**	3.5
Total sales revenue		**713.3**	520.9
Other revenue			
Interest income		**10.9**	6.2
Total revenue from continuing operations		**724.2**	527.1
Revenue from discontinued operation			
THINK - classroom-based training[1]		**43.1**	99.3
Total sales revenue		**43.1**	99.3
Other revenue			
Interest income		**0.1**	0.2
Total revenue from discontinued operation		**43.2**	99.5

1. This includes intercompany sales elimination of $2.1m (2013: $3.9m) for sales made by SEEK Learning to THINK Education Group.
* FY2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

4. Other income

	Notes	2014 $m	2013 $m
Fair value gain on step acquisitions		-	160.9

5. Expenses

Net losses and expenses

Profit before income tax expense from continuing operations includes the following specific net losses and expenses:

	Notes	2014 $m	2013 Restated* $m
Specific costs included within 'operations and administration'			
Depreciation of plant and equipment	2(b)	**8.8**	6.6
Amortisation of intangible assets	2(b)	**25.0**	17.2
Rental expenses relating to operating leases:			
Minimum lease payments		**18.6**	8.1
Net foreign exchange (gains) recognised in profit before income tax expense		**3.0**	(0.6)
Net loss on the disposal of plant and equipment		**0.1**	-
Transactions costs from investing activities		**3.0**	-
Finance costs			
Interest expense		**27.6**	24.0
Interest unwound on put option		**0.1**	0.1
Total interest expense		**27.7**	24.1
Other finance charges paid/payable		**3.1**	4.9
Total finance costs		**30.8**	29.0
Employee benefits			
Share-based payments and other long-term incentives		**18.1**	9.7
Salary costs		**186.2**	142.2
Superannuation costs and other pension related costs		**19.3**	8.7
Total employee benefits		**223.6**	160.6

* 2013 results have been restated to present the THINK business as a discontinued operation, refer to note 24 for details.

6. Earnings per share

Information concerning the classification of securities

Fully paid ordinary shares

All shares are fully paid and have been included in both the basic earnings per share (EPS) and the diluted earnings per share (EPS).

Options

Options granted to employees under the SEEK Limited Option Plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share. The options have not been included in the determination of basic EPS. Details relating to these options are set out in note 31.

	2014 Cents per share	2013 Cents per share
Basic earnings per share		
Basic EPS attributable to the ordinary equity holders of the Company:		
From continuing operations	**50.4**	87.5
From discontinued operation	**7.3**	1.5
	57.7	89.0
Diluted earnings per share		
Diluted EPS attributable to the ordinary equity holders of the Company:		
From continuing operations	**49.6**	86.8
From discontinued operation	**7.2**	1.5
	56.8	88.3

Weighted average number of shares used as the denominator

	2014 number	2013 number
Weighted average number of shares used as denominator in calculating basic EPS	**339,348,510**	337,169,937
Weighted average of potential dilutive ordinary shares:		
- performance rights and options	**4,304,618**	1,957,574
- deferred share plans	**714,570**	567,399
Weighted average number of shares used as the denominator in calculating diluted EPS	**344,367,698**	339,694,910

Reconciliations of earnings used in calculating earnings per share

	2014 $m	2013 $m
Profit attributable to the ordinary equity holders of the Company used in calculating basic EPS:		
From continuing operations	**170.9**	294.9
From discontinued operation	**24.7**	5.2
	195.6	300.1

7. Income tax

(a) Income tax expense

	Notes	2014 $m	2013 $m
Current tax		**63.3**	58.5
Deferred tax		**(3.1)**	(3.9)
Release of tax on hedge reserves on step acquisitions		**-**	(0.3)
Tax refund from prior years		**(3.9)**	-
(Over) provision in prior years		**(0.6)**	(0.1)
Income tax expense	7(b)	**55.7**	54.2
Deferred income tax expense included in income tax expense comprises:			
(Increase) in deferred tax assets		**(0.1)**	(0.7)
(Decrease) in deferred tax liability		**(3.0)**	(3.2)
		(3.1)	(3.9)

	Notes	2014 $m	2013 $m
Income tax expense is attributable to:			
Continuing operations		**53.4**	51.8
Discontinued operation		**2.3**	2.4
Total income tax expense	7(b)	**55.7**	54.2

(b) Numerical reconciliation of income tax expense to prima facie tax payable

	2014 $m	2013 $m
Profit from ordinary activities before income tax expense		
Continuing operations	**251.8**	359.8
Discontinued operation	**27.3**	8.1
	279.1	367.9
Income tax calculated @ 30% (2013: 30%)	**83.7**	110.4
Tax effect of amounts that are not deductible/(taxable) in calculating income tax:		
Fair value gains on step acquisitions	**-**	(48.3)
Release of hedge reserves on step acquisitions	**-**	(0.3)
Release of acquisition indemnity	**-**	1.8
Adjustment to acquisition tax provisions	**(4.5)**	-
Foreign subsidiary losses not recognised in the Group	**0.9**	0.4
Research and development claim	**(2.3)**	(0.3)
Non-taxable gain on disposal of subsidiary	**(6.3)**	-
Interest on equity deduction	**(0.5)**	-
Tax effect on share of net profits of associates and joint ventures	**(5.6)**	(8.1)
Tax deductible goodwill	**(2.2)**	-
Impairment loss on goodwill	**-**	0.4
Non-deductible expenses:		
Legal fees and acquisition costs	**1.3**	0.5
Share-based payments	**1.1**	0.3
Other non-deductible/non-assessable items	**0.4**	-
	66.0	56.8
Income tax adjusted for permanent differences:		
Effect of movements in foreign exchange	**(0.1)**	0.2
Effect of different rates of tax on overseas income	**(5.7)**	(2.7)
Tax refund from prior years	**(3.9)**	-
(Over) provision in prior year	**(0.6)**	(0.1)
Income tax expense attributable to profit from ordinary activities	**55.7**	54.2

7. Income tax continued

(c) Amounts recognised directly in equity

Tax expense relating to items of other comprehensive income

	Notes	2014 $m	2013 $m
Release of hedge reserves on step acquisitions		-	(0.3)
Deferred tax credited associated with share-based payment schemes	21	**15.3**	3.4
		15.3	3.1

Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity

	Notes	2014 $m	2013 $m
Current tax credited directly to retained profits			
Shares purchased on market		-	0.2
New issue of shares		**4.2**	1.1
	21	**4.2**	1.3

(d) Deferred tax assets

The balance comprises temporary differences attributable to:

	2014 $m	2013 $m
Amounts recognised in profit or loss:		
Provision for impairment of trade receivables	**0.8**	1.0
Unearned income	**2.1**	2.7
Employee benefits	**4.3**	6.2
Provision for credit notes	**0.2**	0.8
Fringe benefits tax	**0.1**	0.1
Share-based payments	**6.6**	3.1
Accounting fees	-	0.1
Other provisions	**5.7**	5.9
Plant and equipment and intangible assets	**4.0**	7.2
Deferred expenditure - other	-	0.8
Goodwill	**2.2**	-
Foreign exchange gains	**1.1**	0.3
Commissions - non-employment benefits	-	0.2
Legal and acquisition costs	**0.5**	-
Research and development tax offset	**(5.4)**	(0.4)
	22.2	28.0
Amounts recognised directly in equity:		
Share-based payments	**13.5**	2.4
Net deferred tax assets	**35.7**	30.4

	Notes	2014 $m	2013 $m
Movements:			
Opening balance at 1 July		**30.4**	24.4
Credited to the consolidated income statement		**0.1**	0.7
Credited to equity		**11.1**	2.0
Exchange differences		**(0.4)**	0.8
Acquisition of subsidiary	23	**-**	2.6
Disposal of subsidiary	24(c)	**(4.7)**	-
(Over) provision in prior year		**(0.8)**	(0.1)
Closing balance at 30 June		**35.7**	30.4

Deferred tax assets to be recovered within 12 months		**11.6**	13.4
Deferred tax assets to be recovered after more than 12 months		**24.1**	17.0
Closing balance at 30 June		**35.7**	30.4

(e) Deferred tax liabilities

The balance comprises temporary differences attributable to:

	Notes	2014 $m	2013 Restated* $m
Intangible assets		**73.6**	84.0
Withholding tax on undistributed profits		**1.8**	1.2
Other items		**0.2**	0.3
Net deferred tax liabilities		**75.6**	85.5
Movements:			
Opening balance at 1 July		**85.5**	47.6
Credited to the consolidated income statement		**(3.0)**	(3.3)
Acquisition of subsidiaries[1]		**1.1**	31.9
Disposal of subsidiaries	24(c)	**(5.4)**	-
Exchange differences		**(2.6)**	9.3
Closing balance at 30 June		**75.6**	85.5

Deferred tax liabilities expected to be settled within 12 months		**1.2**	3.0
Deferred tax liabilities expected to be settled after more than 12 months		**74.4**	82.5
Closing balance at 30 June		**75.6**	85.5

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

1. Acquisition of subsidiaries in FY2014 relates to JobSeeker.

7. Income tax continued

(e) Deferred tax liabilities continued

Australian income tax consolidation legislation

SEEK Limited and its wholly-owned Australian entities elected to form an income tax consolidated group as of 1 July 2004. The accounting policy on implementation of the income tax consolidation legislation is set out in note 34(y)(ii).

On adoption of the income tax consolidation legislation, the entities in the income tax consolidated group entered into a tax sharing agreement which, in the opinion of the directors, limits the entities' joint and several liability in the case of an income tax payment default by the head entity, SEEK Limited.

The entities have also entered into a tax funding agreement under which the entities fully compensate SEEK Limited for any current income tax payable assumed and are compensated by SEEK Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to SEEK Limited under the income tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay income tax instalments. The funding amounts are recognised as current intercompany receivable or payables.

Tax rate applicable to Group's People's Republic of China entities

The PRC Enterprise Income Tax Law (the "EIT Law") applies an income tax rate of 25% to all enterprises but grants preferential tax treatment to High and New Technology Enterprises (HNTEs). Under this preferential tax treatment, HNTEs can enjoy a preferential income tax rate of 15% for three years, but need to reapply after the end of the three-year period.

Except for Beijing Wangpin (a PRC entity controlled by Zhaopin Ltd), all of the Group's PRC entities are subject to EIT at a rate of 25%. Beijing Wangpin qualified as an HNTE and therefore was entitled to enjoy a preferential income tax rate of 15% from 1 January 2011 to 31 December 2013. Beijing Wangpin has reapplied for HNTE status for a three year period from 1 January 2014. The HNTE status is expected to be maintained and therefore income tax for the year and deferred tax assets of Beijing Wangpin as at 30 June 2014 have been calculated using a 15% tax rate.

Potential deferred tax liability on undistributed profits of subsidiaries, associates and joint ventures

When the Group does not recognise deferred tax liabilities in relation to undistributed profits of its subsidiaries, associates or joint ventures, this is on the basis that either the distribution of those profits would not give rise to a tax liability or the directors consider they have the ability to control the timing of the reversal of the temporary differences.

8. Cash and cash equivalents

	2014 $m	2013 $m
Cash at bank and on hand	**288.8**	128.4
Short-term investments	**34.2**	56.4
	323.0	184.8

(a) Restricted cash in the People's Republic of China

Cash and bank balance as at 30 June 2014 included restricted cash of RMB 45.7m (A$7.9m) held by some subsidiaries in the People's Republic of China (2013: A$8.9m) which can be used in the People's Republic of China, but is not freely convertible into other currencies for transfer around the Group.

(b) Short-term investments

Short-term investments comprise mainly bank deposits, debentures and fixed income funds held by subsidiaries of SEEK's controlled entities Brasil Online, Zhaopin and OCC. These highly liquid deposits and investments are readily convertible into known cash amounts and are subject to insignificant risk of changes of value.

9. Reconciliation of profit for the year to net cash inflow from operating activities

	Notes	2014 $m	2013 $m
Profit for the year		223.4	313.7
Non-cash items			
Depreciation and amortisation		36.8	30.9
Amortisation of share-based payments		13.9	8.3
Unrealised exchange (gains)/losses		0.7	(1.0)
Amortisation of debt transaction costs		3.5	2.5
Amortisation of other financing arrangements		1.8	-
Aggregated tax amounts arising in the reporting period recognised directly in equity		(11.1)	(3.4)
Share of profits of equity accounted investments		(18.7)	(27.1)
Impairment loss	14	-	1.3
Items relating to step acquisitions			
Fair value (gains) on step acquisitions	23	-	(160.9)
Tax on reserve balances recycled		-	0.3
Classified as financing and investing activities			
Transaction costs expensed relating to investing activities		2.4	1.0
Transaction costs expensed relating to financing activities		1.0	-
Change in operating assets and liabilities:			
(Increase)/decrease in trade and other receivables		(22.8)	0.4
(Increase) in other financial assets		(2.1)	(10.8)
(Increase) in deferred tax assets		(10.1)	(3.4)
Decrease in current tax assets		0.1	2.9
Increase in trade and other payables		14.8	10.6
Increase in deferred income		9.9	16.4
(Decrease) in current tax liability		(3.8)	(2.0)
(Decrease) in provisions		(6.5)	(5.2)
(Decrease)/increase in deferred tax liability		(4.9)	6.0
Increase in other financial liabilities		0.1	0.1
Exchange gain/(loss) on translation of foreign operations		8.8	(13.0)
Net cash inflow from operating activities		237.2	167.6

10. Financial risk management

This note explains the Group's exposure to financial risk and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

Risk	Exposure arising from	Measurement	Management
Market risk – foreign exchange	Recognised financial assets and liabilities not denominated in AUD	Sensitivity analysis	Forward foreign exchange contracts Foreign currency debt
	Future commercial transactions	Cash flow forecasting	
Market risk – price risk	The Group is not exposed to significant equities price risk	N/A	N/A
Market risk – interest rate	Long-term borrowings at variable interest rates	Sensitivity analysis	Interest rate swaps
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments and available-for-sale debt instruments	Ageing analysis Credit ratings	Credit limits
Liquidity risk	Borrowings and other liabilities	Ageing analysis Credit ratings	Availability of committed borrowing facilities

The Group's risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The Group holds the following financial instruments:

	Notes	2014 $m	2013 $m
Financial assets			
Cash and cash equivalents	8	**323.0**	184.8
Trade and other receivables[1]		**78.8**	71.3
Other financial assets	12(a)(b)	**89.3**	87.2
Financial liabilities			
Trade and other payables	16	**84.9**	76.6
Other financial liabilities	18	**8.2**	43.7
Borrowings (principal)		**404.9**	492.4

1. Trade and other receivables in the table excludes prepayments which are not classified as financial instruments.

The carrying value of the assets and liabilities disclosed in the table above closely approximates or equals their fair value.

Borrowings are issued at variable interest rates (for details of the maturity of borrowings, refer to note 17) and cash and cash equivalents (refer to note 8) attract interest at variable interest rates. All other financial assets and liabilities are non-interest bearing.

(a) Market risk

(i) Derivatives

Derivatives are only used for economic hedging purposes and not as trading or speculative instruments. The Group has the following derivative financial instruments:

	2014 $m	2013 $m
Current assets		
Forward foreign exchange contracts - held for trading	0.3	-
Cross currency swap contracts - net investment hedge	0.5	-
Forward foreign exchange options - cash flow hedge	1.3	2.3
Total current derivative financial assets	2.1	2.3
Current liabilities		
Interest rate swap contracts - cash flow hedges	1.0	0.4
Forward foreign exchange contracts - cash flow hedges	0.1	0.2
Cross currency swap contracts - net investment hedge	3.2	4.8
Forward foreign exchange contracts - held for trading	2.5	-
Total current derivative financial liabilities	6.8	5.4

(ii) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, predominantly the US dollar (USD), Singapore dollar (SGD), Hong Kong dollar (HKD), New Zealand dollar (NZD), Brazilian Real (BRL), Mexican Peso (MXN) and Chinese Yuan (RMB). The Group's exposure to these and other currencies is detailed on page 80.

Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. Forward contracts are sometimes used to manage foreign currency exchange risk. Group Treasury is responsible for managing exposures by using external forward currency contracts, for example for one-off significant transactions.

During the year, SEEK has maintained borrowings in USD. The US$100.0m borrowings held by SEEK Limited has been designated as a hedge against its overseas investments, thereby protecting this portion of assets against depreciation of the USD over the life of the loan. The Group has also entered into cross-currency swap contracts to create synthetic borrowings in the currency of foreign subsidiaries to protect the Group balance sheet against volatility due to movements in foreign exchange rates.

The Group's foreign exchange risk management policy is to hedge up to 100% of anticipated significant cash flows in foreign currencies for up to a six month period. The forward foreign currency exchange contracts taken up by the Group are regularly reassessed. The derivative instruments used for hedging foreign exchange exposures are forward exchange contracts and purchased net forward exchange options contracts.

10. Financial risk management continued

(a) Market risk continued

The Group's exposure to foreign currency exchange risk at the reporting date, expressed in each currency, was as follows:

Denominated in:	AUD				HKD							MXN	RMB
2014	NZD $m	GBP $m	MYR $m	USD $m	PHP $m	IDR $m	MYR $m	SGD $m	RMB $m	USD $m	AUD $m	USD $m	USD $m
Cash and cash equivalents	-	0.4	0.1	9.7	-	-	-	-	-	0.3	0.1	0.4	0.3
Trade and other receivables	0.4	0.4	-	0.4	0.5	9.4	7.5	-	-	8.3	-	-	-
Financial assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Trade and other payables	0.8	-	-	0.3	-	-	-	0.2	16.5	-	-	-	7.3
Borrowings (principal)[1]	-	-	-	100.0	-	-	-	-	-	-	-	-	-

1. During the year the Group drew down on its USD loan facility. This loan has been designated as a net investment hedge for accounting purposes. For further details refer to note 17.

Denominated in:	AUD				HKD							MXN	RMB
2013	NZD $m	GBP $m	MYR $m	USD $m	PHP $m	IDR $m	MYR $m	SGD $m	RMB $m	USD $m	AUD $m	USD $m	USD $m
Cash and cash equivalents	-	0.3	4.6	0.3	-	-	-	-	0.8	-	0.1	0.3	-
Trade and other receivables	0.4	0.3	-	0.2	-	-	-	2.1	-	-	-	-	-
Financial assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Trade and other payables	1.6	-	-	0.2	7.7	1,465.5	1.6	-	9.2	0.1	-	-	7.3
Borrowings (principal)	-	-	-	100.0	-	-	-	-	-	-	-	-	-

The analysis below reflects management's view of possible movements in relevant foreign currencies against the Australian dollar in the short term subsequent to 30 June 2014. The table summarises the range of possible outcomes that would affect the Group's net profit and equity as a result of foreign currency movements.

The impact of potential movements in exchange rates is as follows:

		Profit or Loss			
		2014 $m		2013 $m	
		High	Low	High	Low
AUD to NZD	(Range +5% to -5%)	-	-	-	0.1
AUD to GBP	(Range +5% to -5%)	0.1	(0.1)	-	(0.1)
AUD to MYR	(Range +5% to -5%)	-	-	0.1	(0.1)
AUD to USD	(Range +5% to -5%)	0.5	(0.5)	-	-
HKD to PHP	(Range +5% to -5%)	-	-	-	-
HKD to IDR	(Range +5% to -5%)	-	-	-	-
HKD to MYR	(Range +5% to -5%)	0.1	(0.1)	-	-
HKD to SGD	(Range +5% to -5%)	-	-	0.1	(0.1)
HKD to RMB	(Range +5% to -5%)	(0.1)	0.2	(0.1)	0.1
HKD to USD	(Range +5% to -5%)	0.4	(0.5)	-	-
HKD to AUD	(Range +5% to -5%)	-	-	-	-
MXN to USD	(Range +5% to -5%)	0.2	(0.2)	-	-
RMB to USD	(Range +5% to -5%)	(0.4)	0.4	(0.4)	0.4
Net movement		0.8	(0.8)	(0.3)	0.3

(iii) Price risk

The Group is not exposed to significant equities price risk.

(iv) Cash flow interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk.

As part of its capital risk management policy the Group protects part of its borrowings from exposure to fluctuations in interest rates. The Group has entered into interest rate swap contracts under which it receives interest at variable rates and pays interest at fixed rates.

Syndicated loan facility

Swaps currently in place cover approximately 84% (2013: 66%) of the variable loan principal outstanding on the Group's loan facility and are timed to expire as each loan repayment falls due. Refer to note 17 for further details.

10. Financial risk management continued

(b) Credit risk

At the end of the reporting period, the Group had the following variable rate borrowings and interest rate swap contracts outstanding:

	2014 $m		2013 $m	
	Weighted average interest rate %	$m	Weighted average interest rate %	$m
AUD denominated borrowings				
Bank loans - principal	**4.8%**	**226.0**	5.5%	280.0
Less amounts covered by interest rate swaps	**3.1%**	**(200.0)**	3.2%	(170.0)
		26.0		110.0
USD denominated borrowings				
Bank loan - principal	**2.4%**	**106.0**	2.6%	109.4
Entrusted loan facilities	**2.3%**	**58.3**	1.8%	74.4
Less amounts covered by interest rate swaps	**0.8%**	**(121.0)**	0.8%	(131.3)
		43.3		52.5
RMB denominated borrowings				
Entrusted loan facilities	**3.2%**	**14.6**	n/a	-
Less amounts covered by interest rate swaps	**n/a**	**-**	n/a	-
		14.6		-
HKD denominated borrowings				
Loan facility	**4.6%**	**-**	4.3%	28.2
Less amount covered by interest rate swaps	**0.9%**	**(20.5)**	0.9%	(24.7)
		(20.5)		3.5
Total Group borrowings				
Total borrowings	**3.9%**	**404.9**	4.4%	492.0
Less amounts covered by interest rate swaps	**2.2%**	**(341.5)**	2.1%	(326.0)
		63.4		166.0

The interest rate and term for bank borrowings is determined at the date of each drawdown. The weighted average interest rate for the year ended 30 June 2014 was 3.9% (2013: 4.4%). At 30 June 2014 if the weighted average interest rate of the facility had been 10% higher or 10% lower, interest expense would increase/decrease by $1.9m.

Cash balances

As at 30 June 2014, the Group has $34.2m (2013: $56.4m) held in bank deposits, debentures and fixed income funds held by the subsidiaries of SEEK's controlled entities Brasil Online, Zhaopin and OCC, which attract a higher rate of interest.

The Group's bank accounts are predominantly interest bearing accounts. Funds that are excess to short-term liquidity requirements are generally invested in short-term deposits. Where excess funds are significantly in excess of short-term requirements, they are then applied to reduce the syndicated loan facility balance, thus reducing interest payable.

At 30 June 2014, if the interest rates on interest bearing cash balances were to move 10% higher or 10% lower than the weighted average rate of 4.7%, annual interest income would increase/decrease by $1.0m respectively.

The Group's exposure to credit risk arises from the potential default of the Group's trade and other receivables as well as the institutions in which the Group's cash and cash equivalents are deposited, and with whom derivative instruments are traded, with a maximum exposure equal to the carrying amounts of these assets. Further details of the Group's trade receivables are included in note 11, and cash and cash equivalents are detailed in note 8.

For trade and other receivables, the Group does not hold any credit derivatives or collateral to offset its credit exposure. Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

Group trade receivables at 30 June 2014 were $49.2m (note 11).

The domestic Employment and Learning business accounts for 57% of gross trade receivables with a customer base comprising of agencies, national/major accounts and small and medium enterprises (SMEs). Credit risk assessments are conducted on new and renegotiated contracts to evaluate each customer's creditworthiness.

The International business represents 43% of gross trade receivables and the exposure to credit risk is relatively low due to the credit terms provided and the large and diverse customer base.

Credit risk is managed in the following ways:

- The provision of credit is covered by a risk assessment process for all customers (e.g. appropriate credit history, credit limits, past experience);
- Concentrations of credit risk are minimised by undertaking transactions with a large number of customers.

The Group's treasury policy only authorises dealings with financial institutions that have an investment grade rating.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and ensuring that all term deposits can be converted to funds at call. Due to the dynamic nature of the underlying businesses, Group Treasury aims to maintain flexibility in funding by keeping accessible the cash reserves of the business. The Group's syndicated loan facility was refinanced during FY2014, with limits and maturities extended to enable the Group to borrow funds when necessary (refer to note 17).

The Group also refinanced its entrusted loan facilities in Zhaopin during the year. For further information refer to note 17.

In FY2013 the Group recognised a financial liability of $36.7m which represented the net present value of the expected cash consideration to be paid for additional ownership interests in Zhaopin, which was settled in October 2013. For further information refer to note 18.

All other financial liabilities are current and anticipated to be repaid over the normal payment terms, usually 30 days.

(i) Financial arrangements

The Group had access to the following borrowing facilities at end of the reporting period:

	Drawn		Undrawn		Total	
	2014 $m	2013 $m	**2014 $m**	2013 $m	**2014 $m**	2013 $m
Floating rate						
Expiring within one year	**22.2**	51.9	**-**	-	**22.2**	51.9
Expiring beyond one year	**382.7**	440.1	**426.7**	70.0	**809.4**	510.1
	404.9	492.0	**426.7**	70.0	**831.6**	562.0

SEEK Asia has signed commitment documents with CIMB Bank and HSBC for a credit-approved multi-currency amortising debt facility to assist with funding of the JobStreet acquisition. This debt is expected to be equivalent to at least US$110.0m and will be supported by guarantees, cross guarantees and security provided by agreed SEEK Asia subsidiaries.

Subject to the continuance of meeting certain financial covenants, the bank loan facilities may be drawn down at any time. Refer to note 17 for further details of the Group's borrowing arrangements.

10. Financial risk management continued

(c) Liquidity risk

(ii) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

a. all non-derivative financial liabilities, and

b. net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

Contractual maturities of financial liabilities	Less than 6 months $m	6 to 12 months $m	Between 1 and 2 years $m	Between 2 and 5 years $m	Over 5 years $m	Total contractual cash flows $m	Carrying amount (assets)/ liabilities $m
At 30 June 2014							
Non-derivatives							
Trade payables	84.9	-	-	-	-	84.9	84.9
Borrowings	6.0	28.0	242.0	153.0	-	429.0	404.9
Finance lease liabilities	-	-	-	-	-	-	-
Total non-derivatives	90.9	28.0	242.0	153.0	-	513.9	489.8
Derivatives							
Net settled (interest rate swaps)	0.8	0.7	-	-	-	1.5	1.0
Gross settled (forward foreign exchange contracts - net investment hedges)							
- (inflow)	(1.4)	(51.4)	(1.2)	(36.5)	-	(90.5)	(0.5)
- outflow	0.4	53.6	0.4	35.7	-	90.1	3.2
	(0.2)	2.9	(0.8)	(0.8)	-	1.1	3.7

Contractual maturities of financial liabilities	Less than 6 months $m	6 to 12 months $m	Between 1 and 2 years $m	Between 2 and 5 years $m	Over 5 years $m	Total contractual cash flows $m	Carrying amount (assets)/ liabilities $m
At 30 June 2013							
Non-derivatives							
Trade payables	76.6	-	-	-	-	76.6	76.6
Borrowings	13.5	57.9	54.8	415.7	-	541.9	491.9
Finance lease liabilities	0.1	0.1	0.2	0.1	-	0.5	0.5
Total non-derivatives	90.2	58.0	55.0	415.8	-	619.0	569.0
Derivatives							
Net settled (interest rate swaps)	0.4	0.4	(0.4)	-	-	0.4	0.7
Gross settled (forward foreign exchange contracts - net investment hedges)							
- (inflow)	(0.8)	(0.8)	(51.6)	-	-	(53.2)	-
- outflow	0.2	0.2	55.2	-	-	55.6	4.8
	(0.2)	(0.2)	3.2	-	-	2.8	5.5

10. Financial risk management continued

(d) Fair value measurements

SEEK Limited discloses 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).

At 30 June 2014 the Group held at fair value the following level 2 derivative instruments (refer to note 12 and note 18):

- Derivative financial assets $2.1m;
- Derivative financial liabilities $6.8m.

During the year ended 30 June 2013 the Group held at fair value a put option, classified as a level 3 financial liability. The fair value of the put option was determined based on the net present value of anticipated future cash outflows. These cash outflows were dependent on a multiple of future earnings, capped at HK$640.0m. The fair value was determined using the maximum cash outflow and was not discounted as the option was current. This put option was settled in March 2013.

The following table shows the movement in the put option during the prior year:

	2014 $m	2013 $m
Carrying amount at start of year	-	81.2
Exchange differences	-	(1.4)
Settled during the period	-	(79.8)
Interest unwound and charged to the consolidated income statement	-	-
Carrying amount at end of year	-	-

(e) Capital risk management

The Group's policy is to maintain a capital structure for the business which ensures sufficient liquidity and support for business operations, maintains shareholder and market confidence, provides strong stakeholder returns, and positions the business for future growth. In assessing capital management the Group considers both equity and debt instruments.

The ongoing maintenance of this policy is characterised by:

- Ongoing cash flow forecast analysis and detailed budgeting processes which, combined with continual development of banking relationships, is directed at providing a sound financial positioning for the Group's operations and financial management activities;
- A capital structure that provides adequate funding for the Group's potential acquisition and investment strategies, building future growth in shareholder value. The syndicated loan facility can be partly used to fund significant investments as part of the Group's growth strategy;
- Investment criteria that consider earnings accretion and risk adjusted rate of return requirements based on the Group's weighted average cost of capital, and overall strategic goals;
- The Group is not subject to externally imposed capital requirements, other than contractual banking covenants and obligations. The Company has complied with all bank lending requirements during the year and at the date of this report.

11. Trade and other receivables

	2014 $m	2013 $m
Trade receivables	**49.2**	58.1
Less: provisions for impairment of receivables (note a)	**(3.7)**	(6.6)
	45.5	51.5
Other receivables (note c)	**33.3**	19.8
Prepayments	**17.7**	11.3
Trade and other receivables	**96.5**	82.6

(a) Provisions for impaired trade receivables

As at 30 June 2014 the amount of the provision for current trade receivables was $3.7m (2013: $6.6m) with:

- Provision for doubtful debts $3.1m (2013: $3.8m);
- Credit note provisions $0.6m (2013: $2.8m).

The Group had recognised a loss of $4.2m (2013: $6.1m) in respect of impaired trade receivables during the year ended 30 June 2014.

Movements in the provision for impairment of receivables are as follows:

	Notes	2014 $m	2013 $m
Opening balances		**6.6**	6.0
Provision for impairment recognised during the year		**4.2**	6.1
Utilisation of provision for credit notes and receivables written off		**(4.4)**	(5.5)
Unused amount reversed		**(0.2)**	(0.5)
Acquisition of subsidiaries	23	**-**	0.3
Disposal of subsidiaries		**(2.4)**	-
Exchange differences		**(0.1)**	0.2
Closing balance		**3.7**	6.6

The creation or release of the doubtful debts provision has been included in "operations and administration" expense in the consolidated income statement and the creation or the release of the credit note provision has been included within revenue. Amounts charged to the provision are generally written off when there is no expectation of recovering additional cash.

(b) Ageing of net trade receivables from due date

	2014 $m	2013 $m
Current - 30 days	**38.0**	44.0
30 - 60 days[1]	**4.1**	4.9
60 - 90 days[1]	**1.3**	1.6
90 - 120 days[1]	**0.6**	0.6
120+ days[1]	**1.5**	0.4
Closing balance	**45.5**	51.5

1. Past due and not considered impaired. Trade receivables are considered past due when they are not collected within credit terms.

The Group does not hold any collateral in relation to these receivables.

11. Trade and other receivables continued

(c) Other receivables

The other receivables balance mainly represents accrued revenue in the Learning business.

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.

(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 10 for more information on the risk management policy of the Group and the credit quality of the entity's trade receivables.

12. Other financial assets

(a) Current financial assets

	2014 $m	2013 $m
Hedge assets (i)	**2.1**	2.3
Short-term bonds	**0.2**	0.2
Funds on deposit for entrusted loan facilities (ii)	**24.3**	50.9
Total other current financial assets	**26.6**	53.4

(b) Non-current financial assets

	2014 $m	2013 $m
Funds on deposit for entrusted loan facilities (ii)	**62.0**	33.8
Non-current prepayments	**0.7**	-
Total other non-current financial assets	**62.7**	33.8

(i) Hedge assets

The Group is party to derivative financial instruments in the normal course of business in order to hedge exposure to fluctuations in interest and foreign exchange rates in accordance with the Group's financial risk management policies (refer to note 10).

Forward foreign exchange options - cash flow hedge

During FY2014 and at balance sheet date, the Group maintained borrowings denominated in USD. The Group has taken out forward foreign exchange contracts and foreign exchange option contracts to purchase USD in order to protect against unfavourable exchange rate movements.

The portion of the gain or loss on the hedging instrument that is deemed to be an effective hedge is recognised in other comprehensive income. Net changes to the fair value of these options are recognised in profit and loss as "finance costs".

USD Cross Currency Swap - net investment hedge

On settlement of the additional ownership interests in Zhaopin (refer to note 18(iii)), SEEK entered into a net investment hedge for US$33.6m (A$36.1m), to continue hedging its net investment on expiry of the previous instrument. A gain of $1.0m has been recognised in the consolidated statement of comprehensive income reflecting the fair value of the net investment hedge at 30 June 2014.

Refer to note 10(a)(i) for further information regarding the Group's hedge assets.

(ii) Funds on deposit for entrusted loan facilities

Zhaopin entrusted loan facilities are supported by funds on deposit of RMB 501.3m (A$86.3m). Refer to note 17(b)(ii) for further information.

13. Plant and equipment

	Notes	2014 $m	2013 $m
Opening at 1 July			
Cost		**92.9**	65.2
Accumulated depreciation		**(61.4)**	(40.5)
Net book amount at 1 July		**31.5**	24.7
Additions		**12.4**	11.8
Disposals		**(0.2)**	(0.1)
Acquisition of subsidiaries	23	**-**	5.3
Disposal of subsidiaries	24	**(12.3)**	-
Exchange differences		**(0.1)**	0.8
Depreciation expense		**(10.6)**	(11.0)
Carrying amount at 30 June		**20.7**	31.5
Closing at 30 June			
Cost		**68.8**	92.9
Accumulated depreciation		**(48.1)**	(61.4)
Net book amount at 30 June		**20.7**	31.5

(a) Leased assets

	2014 $m	2013 $m
Computer equipment under lease		
Cost	**-**	0.5
Accumulated depreciation	**-**	(0.1)
Net book amount	**-**	0.4

14. Intangible assets

Consolidated	Notes	Goodwill $m	Brands and licences $m	Course development and accreditation $m	Customer relationships $m	Computer software and website development $m	Work in progress $m	Total $m
At 1 July 2012								
Cost		796.5	146.3	9.0	34.0	24.2	4.1	1,014.1
Accumulated amortisation		-	-	(3.5)	(9.6)	(13.9)	-	(27.0)
Net book amount		796.5	146.3	5.5	24.4	10.3	4.1	987.1
Year ended 30 June 2013 Restated*								
Opening net book amount		796.5	146.3	5.5	24.4	10.3	4.1	987.1
Exchange differences		118.8	26.3	-	2.9	2.1	-	150.1
Additions		-	-	1.4	-	2.1	10.9	14.4
Transfers		-	-	0.9	-	11.5	(12.4)	-
Acquisition of subsidiaries[2]	23	377.4	110.2	-	8.3	9.3	-	505.2
Amortisation charge[1]	5	-	-	(1.7)	(10.2)	(8.0)	-	(19.9)
Impairment charge	5	(1.3)	-	-	-	-	-	(1.3)
Closing net book amount		1,291.4	282.8	6.1	25.4	27.3	2.6	1,635.6
At 30 June 2013 Restated*								
Cost		1,291.4	282.8	11.3	47.8	54.0	2.6	1,689.9
Accumulated amortisation		-	-	(5.2)	(22.4)	(26.7)	-	(54.3)
Net book amount		1,291.4	282.8	6.1	25.4	27.3	2.6	1,635.6
Opening net book amount		**1,291.4**	**282.8**	**6.1**	**25.4**	**27.3**	**2.6**	**1,635.6**
Exchange differences		**(35.7)**	**(7.5)**	**-**	**(0.6)**	**(0.2)**	**-**	**(44.0)**
Additions		**-**	**-**	**0.9**	**-**	**2.6**	**28.3**	**31.8**
Transfers		**-**	**-**	**-**	**-**	**23.7**	**(23.7)**	**-**
Acquisition of subsidiaries[2]		**1.1**	**1.0**	**-**	**0.3**	**3.0**	**-**	**5.4**
Disposal of subsidiaries[3]		**(60.6)**	**(19.3)**	**(6.4)**	**(0.3)**	**(1.8)**	**(0.3)**	**(88.7)**
Amortisation charge[1]	5	**-**	**-**	**(0.6)**	**(11.8)**	**(13.8)**	**-**	**(26.2)**
Closing net book amount		**1,196.2**	**257.0**	**-**	**13.0**	**40.8**	**6.9**	**1,513.9**
At 30 June 2014								
Cost		**1,196.2**	**257.0**	**-**	**42.9**	**77.5**	**6.9**	**1,580.5**
Accumulated amortisation		**-**	**-**	**-**	**(29.9)**	**(36.7)**	**-**	**(66.6)**
Net book amount		**1,196.2**	**257.0**	**-**	**13.0**	**40.8**	**6.9**	**1,513.9**

1. Amortisation charges have been included within 'operations and administration' expenses in the consolidated income statement.
2. Includes identifiable intangible assets acquired through the purchase of JobSeeker (2013: Zhaopin).
3. Includes THINK and DWT.

* Refer to note 23 for details of restatement on preliminary adjustments to the acquisition accounting for Zhaopin.

Intangible assets are amortised over their estimated useful life (as listed below) on a straight line basis:

- Goodwill, brands and licences – indefinite life and not amortised;
- Course development and accreditation – five years;
- Customer relationships – one to five years;
- Computer software and website development – three to five years.

(a) Cash-generating-units (CGUs)

For the purpose of undertaking impairment testing, the Group has determined its CGUs as the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. This assessment is usually determined by considering business and operating segments and areas of operation.

A segment level summary of the carrying amount of goodwill and intangible assets with indefinite useful lives is detailed below:

		2014		2013	
Business segment	CGU	Goodwill $m	Intangible assets with indefinite useful lives $m	Goodwill Restated* $m	Intangible assets with indefinite useful lives Restated* $m
Domestic	SEEK New Zealand	**5.6**	**-**	5.2	-
Domestic	DWT[1]	**-**	**-**	0.8	-
Domestic	SEEK Learning	**3.7**	**-**	3.7	-
Domestic	JobSeeker	**1.1**	**1.0**	-	-
International	JobsDB	**295.4**	**41.8**	320.4	46.7
International	Brasil Online	**319.2**	**66.8**	325.4	68.1
International	OCC	**138.6**	**21.6**	143.4	22.4
International	Zhaopin	**432.6**	**125.8**	432.7	126.3
Discontinued	THINK	**-**	**-**	59.8	19.3
Total		**1,196.2**	**257.0**	1,291.4	282.8

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

1. In 2013 an impairment charge of $1.3m was recognised for DWT.

(b) Impairment testing and key assumptions

The Group tests whether goodwill and other intangible assets have suffered any impairment in accordance with the accounting policy stated in note 34. The recoverable amounts of assets and CGUs have been determined based on the higher of value-in-use and fair value less costs to sell. These calculations require the use of key assumptions on which management has based its cash flow projections, as well as pre-tax discount rates.

(i) Domestic CGUs (SEEK New Zealand and SEEK Learning)

The goodwill balances for SEEK New Zealand and SEEK Learning are relatively small amounts in the consolidated balance sheet and have been held for several years.

Key assumptions used for value in use calculations

Cash flow projections

The recoverable amounts have been determined based on cash flow projections using a value in use methodology. The cash flow projections were derived from five years of management forecasts based on next year's budgeted result, with the remaining years based on management forecasts.

Management's cash flow forecasts have been compiled based on past experience, current performance and market position as well as structural changes and economic factors which have been derived based on external data and internal analysis.

14. Intangible assets continued

(b) Impairment testing and key assumptions continued

Structural and market factors impacting SEEK New Zealand and SEEK Learning include:

- SEEK New Zealand: Labour market growth, GDP growth and continued structural migration of advertising expenditure from print to online mediums;
- SEEK Learning: Regulatory environment and funding, as well as economic trends which have an impact on the types of courses students require.

Management also anticipate growth from increased market penetration in Employment and Learning markets and continued evolution of products and services.

A real growth rate of 0% has been applied beyond five years.

Pre-tax discount rates

The table below show the pre-tax discount rates for each CGU where value in use has been used:

		Pre-tax discount rate	
		2014 %	2013 %
Domestic	SEEK New Zealand	**18.4**	17.8
Domestic	SEEK Learning	**14.9**	13.5

Future net cash flows of these CGUs are based on the key assumptions noted above, each of which are subject to some uncertainty. Any reasonable change in the key assumptions would not result in the carrying amounts exceeding their recoverable amounts.

(ii) Domestic CGU (JobSeeker)

On 26 November 2013, the Group acquired 100% controlling interest in Job Seeker Pty Ltd (JobSeeker), an Australian-based search engine for jobs.

The carrying value of the assets and liabilities has been determined based on purchase price allocation, with reference to the best estimate of the business's cash flow forecast and an applicable discount rate.

At 30 June 2014, the recoverable amounts of its assets have been determined based on fair value less cost to sell, with reference to the recent purchase price of the acquired interest. There are no indicators to suggest that the fair value of JobSeeker has significantly changed since acquisition.

(iii) International CGUs (JobsDB, Brasil Online and OCC)

The goodwill and intangible assets with indefinite useful lives relating to JobsDB, Brasil Online and OCC are a significant component of the consolidated balance sheet. The goodwill for each business is attributable to the strong market position they hold and the high growth potential in these emerging markets.

JobsDB is a leading provider of online employment marketplaces operating across six countries throughout Asia. Each key region has been determined as a CGU. Brasil Online operates the two leading online employment marketplaces in Brazil, Catho Online and Manager Online, and considers them as two CGUs. OCC is the leading employment marketplace in Mexico, and has been determined as a CGU in its entirety. For the purpose of impairment testing, goodwill and intangible asset balances are assessed on the following basis:

- Goodwill is tested across the group of CGUs for both JobsDB and Brasil Online as the goodwill balance contributes to the generation of cash flows across the whole of these businesses;
- Goodwill is tested on OCC as a CGU in its entirety;
- The JobsDB brand is tested across the JobsDB group of CGUs;
- Other intangible assets with indefinite useful lives are tested at the applicable CGU level.

Key assumptions used for fair value less cost to sell calculations

Cash flow projections

The recoverable amounts have been determined based on ten-year cash flow projections using a fair value less cost to sell methodology to reflect the long-term growth potential for each group of CGUs. The cash flow projections have been derived from ten years of management forecasts based on next year's budgeted result, with the remaining years based on management forecasts. Management's growth rate forecasts have been compiled based on past experience, external current and forecast data (including economic and structural trends), and internal analysis.

External market factors considered in determining the ten-year cash flow projections include: labour market growth, rising internet penetration, continued structural migration of advertising expenditure from print to online mediums and GDP growth. Management also anticipate growth from increased market penetration and continued evolution of products and services.

A real growth rate of 0% has been applied beyond ten years.

Pre-tax discount rates

The table below shows the pre-tax discount rates for each group of CGUs where fair value less cost to sell has been used:

		Pre-tax discount rate	
		2014 %	2013 %
International	JobsDB	**15.7**	16.3
International	Brasil Online	**21.1**	n/a
International	OCC	**17.6**	n/a

Future net cash flows of these CGUs are based on the key assumptions noted above, each of which are subject to some uncertainty. Any reasonable change in the key assumptions would not result in the carrying amounts exceeding their recoverable amounts.

All recoverable amounts have been assessed based on recent market transactions and other external supplementary analysis.

(iv) International CGU (Zhaopin)

Zhaopin is the leading career platform in China focusing on connecting candidates with relevant job opportunities throughout their career lifecycle.

On 12 June 2014, Zhaopin successfully listed on the New York Stock Exchange. The recoverable amounts of Zhaopin's assets as at 30 June 2014 have been assessed with reference to its listed share price and other supplementary internal analysis.

15. Net tangible asset backing

	2014 cents per share	2013 Restated* cents per share
Net tangible asset backing per share	**(13.32)**	(100.39)

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

A large proportion of the Group's assets are intangible in nature, consisting of goodwill and identifiable intangible assets relating to businesses acquired. These assets are excluded from the calculation of net tangible assets per security, which results in the negative outcome.

Net assets per share at 30 June 2014 was $4.31 (30 June 2013: $3.84).

16. Trade and other payables

	2014 $m	2013 $m
Trade and other payables	**79.5**	71.9
GST and other value added taxes payable	**5.4**	4.7
Total trade and other payables	**84.9**	76.6

17. Borrowings

(a) Current borrowings

	2014 $m	2013 $m
Entrusted loan facilities (ii)	**22.2**	44.9
Short-term loan	**-**	7.0
Current lease liability	**-**	0.2
Total current borrowings	**22.2**	52.1

(b) Non-current borrowings

	2014 $m	2013 $m
Bank borrowings - principal (i)	**332.0**	389.4
Entrusted loan facilities (ii)	**50.7**	29.5
Long-term loan (iii)	**-**	21.2
Non-current lease liability	**-**	0.3
Less: transaction costs capitalised	**(2.9)**	(3.6)
Total non-current borrowings	**379.8**	436.8

(i) Syndicated facility (unsecured)

On 5 March 2014, the Group re-financed its syndicated debt facility and the pre-existing facility comprising A$350m and US$100.0m, was extinguished. A new syndicated facility was established, and as per the previous facility, the structure is a revolving, unsecured, syndicated senior debt facility. Key features of the facility include:

- Tranche A: A$183.0m (2 years);
- Tranche B: A$282.0m (3 years);
- Tranche C: US$273.0m (4 years).

Reflecting SEEK's business model strength and improving funding conditions there has been an improvement in the pricing from the previous debt facility. Other terms and conditions are broadly consistent.

The new facility is provided by a syndicate comprising the existing syndicate members National Australia Bank, Westpac Banking Corporation, ANZ, Commonwealth Bank and HSBC, and new members United Overseas Bank, Sumitomo Mitsui Banking Corporation and Bank of Tokyo-Mitsubishi UFJ.

As at 30 June 2014, A$332.0m principal had been drawn down against the new facility, comprising A$226.0m and US$100.0m. Transaction costs of A$2.4m which were incurred to establish the facility have been capitalised on the consolidated balance sheet, of which A$2.1m has not yet been amortised through the consolidated income statement. Unamortised transaction costs associated with the previous facility of A$1.5m were charged to 'finance costs' in the consolidated income statement.

As at the date of this report, total drawn on the syndicated debt facility is A$290.3m, comprising A$183.0m and US$100.0m.

(ii) USD entrusted loan facilities - Zhaopin Limited

During the previous financial year, the Group acquired a controlling interest in Zhaopin Ltd. The transaction was partially funded by Zhaopin establishing entrusted loan facilities of US$68.0m with CMB, HSBC and ANZ banks. The entrusted loan facilities had maturities between February 2014 and August 2014.

During the year these entrusted loan facilities have been re-financed, increasing the facility limits to comprise US$59.0m and RMB85.0m. As at 30 June 2014, the entrusted facilities balance was US$55.0m and RMB85.0m with maturities between April 2015 and July 2016.

The facilities are supported by funds on deposit of RMB501.3m (A$86.3m) within the Zhaopin Group and are non-recourse to the SEEK Limited wholly-owned group.

(iii) HKD Loan Facility – SEEK Asia

In March 2013, SEEK Asia acquired the remaining 20% of JobsDB following the vendor's decision to exercise his option to sell. The transaction was partially funded by establishing an amortising loan facility of HK$250m in SEEK Asia. The facility was fully drawn in March 2013. It was supported by guarantees, cross guarantees and security provided by agreed SEEK Asia subsidiaries.

In March 2014, the loan was paid out in full and the facility was extinguished.

SEEK Asia has signed commitment documents with CIMB Bank and HSBC for a credit-approved multi-currency amortising debt facility to assist with funding of the JobStreet acquisition. This debt is expected to be equivalent to at least US$110.0m and will be supported by guarantees, cross guarantees and security provided by agreed SEEK Asia subsidiaries.

18. Other financial liabilities

	2014 $m	2013 $m
Hedge liabilities (i)	**6.8**	5.5
Deferred consideration (ii)	**1.4**	1.4
Put option (iii)	**-**	36.8
Total other financial liabilities	**8.2**	43.7

(i) Hedge liabilities

HKD Cross currency swap contract – net investment hedge

During 2012, SEEK entered into a net investment hedge for HK$388.7m (A$50.0m). This is designated as a hedge against the Hong Kong assets, thereby protecting this portion of assets against depreciation of the HKD over the three year life of the swap.

A loss of A$3.2m (2013: A$4.8m) has been recognised in the consolidated statement of comprehensive income reflecting the fair value of the net investment hedge at 30 June 2014.

Interest rate swap contracts – cash flow hedge

The Group has entered into interest rate swap contracts under which it is obliged to receive interest at variable rates and to pay interest at fixed rates. The contracts require settlement of net interest receivable or payable each 90 days. The settlement dates coincide with the dates on which interest is payable on the underlying debt. The contracts are settled on a net basis.

A loss of $1.0m (2013: $0.7m) has been recognised in the consolidated statement of comprehensive income reflecting the change in fair value of the interest rate swap contracts in the financial year.

Refer to note 10(a)(i) for further information regarding the Group's hedge liabilities.

(ii) Deferred consideration

This balance represents amounts which may be required to be paid to the vendor of JobsDB at a future date to be agreed with the vendor and are translated at 30 June exchange rates.

(iii) Put option

Zhaopin acquisition

During the previous financial year ended 30 June 2013, the Group acquired a controlling interest in Zhaopin Ltd. Related to this transaction was a separate arrangement whereby SEEK may have been required to acquire additional ownership interest in Zhaopin.

At 30 June 2013, SEEK recognised a liability of A$36.8m for this arrangement. The arrangement was exercised and on 1 November 2013, the Group settled the financial liability for A$35.5m (US$33.7m), excluding the impact of hedging arrangements.

19. Provisions

(a) Current provisions

	Notes	2014 $m	2013 Restated* $m
Employee benefits provision[1]		**8.1**	10.3
Lease incentives		**0.8**	1.0
Make-good provisions		**-**	0.7
Other provisions (b)	19(b)	**14.2**	22.8
Total current provisions		**23.1**	34.8

1. Includes long service leave, all of which is expected to be used in the next 12 months.
* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

Movement in provisions

The movement in lease incentives, make-good provisions and other provisions during the financial year is set out below:

	Notes	2014 $m	2013 Restated* $m
Lease incentives			
Carrying amount at the start of the year		**1.0**	0.8
Additional provision recognised in the year		**-**	0.5
Transferred from non-current provisions		**0.1**	1.0
Credited to the consolidated income statement		**(0.3)**	(1.3)
Carrying amount at 30 June		**0.8**	1.0
Make-good provisions			
Carrying amount at the start of the year		**0.7**	-
Transferred (to)/from non-current provisions		**(0.7)**	0.7
Carrying amount at 30 June		**-**	0.7
Other provisions			
Carrying amount at the start of the year		**22.8**	-
Assumed in a business combination	23	**-**	19.9
Credited to the consolidated income statement		**(8.2)**	-
Exchange differences		**(0.4)**	2.9
Carrying amount at 30 June		**14.2**	22.8

(b) Other current provisions

During the prior financial year, the Group acquired a controlling interest in Zhaopin Ltd. Refer to note 23 for further details of this transaction and ownership interests.

Other current provisions predominantly relate to dividend withholding tax liabilities and contingent liabilities acquired as part of the above transaction.

	Notes	2014 $m	2013 Restated* $m
Dividend withholding tax		-	4.4
Acquired contingent liabilities (i)		**14.2**	18.4
Total	19(a)	**14.2**	22.8

(i) Acquired contingent liabilities

As disclosed in note 23 and in accordance with the Group's accounting policy as described in note 34, in 2013 the Group recognised the fair value of contingent liabilities acquired as part of the Zhaopin business combination.

(c) Non-current provisions

	Notes	2014 $m	2013 Restated* $m
Employee benefits provision[1]		**4.1**	2.7
Lease incentives		**0.8**	3.4
Make-good provisions		-	2.1
Other non-current provisions (d)	19(d)	**18.5**	19.3
Total non-current provisions		**23.4**	27.5

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

1. Includes long service leave and cash long-term incentive.

19. Provisions continued

(c) Non-current provisions continued

Movements in provisions

The movement in lease incentives, make-good provisions and other provisions during the financial year is set out below:

	2014 $m	2013 Restated* $m
Lease incentives		
Carrying amount at the start of the year	3.4	2.7
Additional provision recognised in the year	-	1.7
Credited to the consolidated income statement	(0.6)	-
Disposal of subsidiary[1]	(1.9)	-
Transferred to current provisions	(0.1)	(1.0)
Carrying amount at 30 June	0.8	3.4
Make-good provisions		
Carrying amount at the start of the year	2.1	2.6
Additional provision recognised in the year	0.1	0.3
Transferred (to)/from current provisions	0.7	(0.7)
Disposal of subsidiary[1]	(2.9)	-
Credited to the consolidated income statement	-	(0.1)
Carrying amount at 30 June	-	2.1
Other non-current provisions		
Carrying amount at the start of the year	19.3	32.2
Additional provision recognised in the year	1.7	0.1
Credited to the consolidated income statement	(2.1)	-
Utilised during the period	-	(13.7)
Exchange differences	(0.4)	0.7
Carrying amount at 30 June	18.5	19.3

* Refer to note 23 for details of restatement on the completion of acquisition accounting for Zhaopin.

1. Relates to disposal of THINK - refer to note 24.

(d) Other non-current provisions

Other provisions relate to a number of outstanding legal, tax and social security provisions in Brasil Online and its subsidiaries, most of which were recognised on acquisition.

The decrease in other provisions recognised during the year is mainly due to a subsidiary of Brasil Online, Catho Online Ltda, settling civil lawsuits which were fully provided for in the acquired balance sheet. The remaining cases may take a number of years to come to conclusion and the difference between the settlement amounts and the amounts provided for may be material.

	Notes	2014 $m	2013 $m
Legal		**0.3**	0.2
Tax (i)		**6.9**	5.3
Other provision		**1.6**	2.8
Acquired contingent liabilities (ii)		**9.7**	11.0
Total	19(c)	**18.5**	19.3

As noted above, there are a number of outstanding legal, tax and social security cases and details of the significant and material cases for which a provision has been made have been provided below. The remaining cases are considered to be immaterial individually and in aggregate.

(i) Tax cases provision

Catho Online (a subsidiary of Brasil Online) is subject to a number of tax infraction notices from the tax authority in Brazil. These tax infractions are either open, subject to legal proceedings, or under appeal after legal proceedings. Based on advice from local legal counsel, Catho has estimated the most likely amounts payable including penalties and interest and have recognised this amount as a provision.

(ii) Acquired contingent liabilities

As disclosed in note 28 and in accordance with the Group's accounting policy as described in note 34(g), in 2012 the Group recognised the fair value of contingent liabilities acquired as part of the Brasil Online business combination.

(e) Unrecognised contingent liabilities

The Group has $4.0m of unrecognised contingent liabilities at 30 June 2014 (2013: $10.0m) which relate to tax, labour and social security cases in Brasil Online and its subsidiaries.

Unrecognised contingent liabilities represent the possible (but not probable) cash outflow in excess of any provision. They do not represent management's expectation of likely outflow and are not recognised on the balance sheet. They are disclosed unless the possibility of outflow is remote.

20. Contributed equity

(a) Share capital

	Consolidated and parent entity			
	2014 Shares	2013 Shares	**2014 $m**	2013 $m
Ordinary shares				
Issued and fully paid	**340,459,756**	337,833,019	**203.7**	189.5

(b) Movements in ordinary share capital

Date	Details	Number of Shares	Average issue price $	$m
1 July 2012	Balance	**337,101,307**		**186.5**
18 March 2013	Exercise of options	731,712	4.10	3.0
30 June 2013	**Balance (including treasury shares)**	**337,833,019**		**189.5**
Less:	Treasury shares	(138,232)	7.14	(1.0)
30 June 2013	**Balance (excluding treasury shares)**	**337,694,787**		**188.5**
1 July 2013	Balance	337,833,019		189.5
23 August 2013	Exercise of options	75,460	7.39	0.5
26 August 2013	Exercise of options	21,326	7.39	0.2
27 August 2013	Exercise of options	11,378	7.39	0.1
27 August 2013	Exercise of options	471,011	5.29	2.5
27 August 2013	Exercise of performance rights	429,167	-	-
5 September 2013	Exercise of options	61,141	7.39	0.5
5 September 2013	Exercise of options	5,000	4.10	-
6 September 2013	Exercise of options	49,800	7.39	0.4
12 September 2013	Exercise of options	50,000	7.39	0.4
13 September 2013	Exercise of options	7,014	7.39	0.1
1 October 2013	Exercise of options	57,434	7.39	0.4
8 October 2013	Exercise of options	61,030	7.39	0.4
30 December 2013	Exercise of options	17,590	4.10	0.1
30 December 2013	Exercise of options	1,694	7.39	-
9 January 2014	Exercise of options	15,462	7.39	0.1
21 February 2014	Exercise of options	33,432	7.39	0.2
25 February 2014	Exercise of options	1,156,069	6.80	7.9
12 March 2014	Exercise of options	27,848	4.10	0.1
14 May 2014	Exercise of options	19,620	4.10	0.1
28 May 2014	Exercise of options	25,838	4.10	0.1
11 June 2014	Exercise of options	21,468	4.10	0.1
13 June 2014	Exercise of options	7,955	4.10	-
30 June 2014	**Balance (including treasury shares)**	**340,459,756**		**203.7**
Less:	Treasury shares	(407,286)	-	-
30 June 2014	**Balance (excluding treasury shares)**	**340,052,470**		**203.7**

(c) Treasury shares

On 1 July 2013, 138,232 treasury shares were transferred to employees under the Performance Rights and Options Plan. These shares therefore ceased to be held as treasury shares after this date.

In August 2013, the Group issued 429,167 shares to be held in the Employee share trust for the participants of certain equity-based compensation schemes. 21,881 shares were released to employees during the year, resulting in 407,286 shares remaining as Treasury shares at 30 June 2014. These plans vested 1 July 2014, and as such these shares are no longer restricted by the trust and have been returned to ordinary share capital in July 2014. For further information see note 31.

(d) Ordinary shares

Ordinary shares have no par value and entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(e) Exercise of staff options

During the current year, 2,197,570 (2013: 731,712) shares were issued to fulfil employee options exercised in the year. No shares (2013: 417,224) were acquired on market in relation to other exercised employee options.

21. Equity

Nature and purpose of reserves

Share-based payments reserve

The reserve is comprised of two components:

- Unexercised: is used to recognise the fair value of options and performance rights issued but not exercised;
- Exercised: is used to hold the fair value of options that have been exercised, and options that have lapsed but are not required to be adjusted through the consolidated income statement.

Foreign currency translation reserve

Exchange differences arising on the translation of foreign controlled entities and associates are recognised in the foreign currency translation reserve, as described in note 34(d).

Cash flow hedge reserve

The cash flow hedge reserve is used to record gains or losses on a hedging instrument in a cash flow hedge that are recognised directly in equity, as described in note 34(l). Amounts are recognised in the consolidated income statement when the associated hedged transaction affects the profit or loss or when it is impaired or sold or if the forecast transaction is no longer expected to take place.

Net investment hedge reserve

The net investment hedge reserve is used to record gains or losses on a hedging instrument in a net investment hedge that are recognised directly in equity, as described in note 34(l). Amounts are recognised in the consolidated income statement when the associated hedged transaction affects the profit or loss or when it is impaired or sold. Gains and losses accumulated in equity are reclassified to profit or loss when the foreign operation is partially disposed of or sold.

Redemption reserve

The redemption reserve is used to recognise further contractual purchases of non-controlling interests where the risks and rewards of ownership have not yet passed to the Group, which arose due to the put option in place whereby SEEK Asia was potentially required to purchase the remaining 20% stake in JobsDB. On 20 December 2012 the vendor exercised this right. The ownership risks and rewards of the remaining 20% interest are considered to have transferred to SEEK Asia when the option was exercised, extinguishing the reserve. For further information on the transaction refer to note 18.

Transfers under common control reserve

The transfers under common control reserve is used to record the net impact on the equity attributable to the shareholders of the Group in the event of a transfer of an entity under common control. Upon disposal of all interests in that entity by the Group this reserve would be transferred to retained earnings. On 22 May 2014, Zhaopin Limited entered into a Share Purchase Agreement to acquire 100% equity interest in Jobs DB China Investments Limited from Jobs DB Inc. This transaction was accounted for as a common control transaction. As neither JobsDB Inc. nor Zhaopin Limited are wholly owned by the Group, the net impact on the equity attributable to the shareholders of the Group was reflected in the transfers under common control reserve.

Transactions with non-controlling interests

This reserve is used to record differences arising as a result of transactions with a non-controlling interest that do not result in a loss of control.

21. Equity continued

Reconciliation of movement in equity

For the year ended 30 June 2014	Notes	Contributed equity $m	Share-based payments reserve $m	Foreign currency translation reserve $m	Cash flow hedge reserve $m
Balance at 1 July 2013		**188.5**	22.1	85.0	0.7
Profit for the year		-	-	-	-
Exchange differences on translation of foreign controlled operations		-	-	(34.8)	-
Exchange differences on translation of foreign associates		-	-	(4.6)	-
Gains on hedge contracts of controlled entities		-	-	-	-
Losses on hedge contracts of associates (net of tax)		-	-	-	(1.0)
Income tax recognised in other comprehensive income	7(c)	-	15.3	-	-
Total comprehensive income for the year		-	15.3	(39.4)	(1.0)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs and tax	20(b)	**14.2**	-	-	-
Dividends provided for or paid	22	-	-	-	-
Employee share options scheme of parent		-	8.1	-	-
Employee share options scheme of subsidiary		-	5.8	-	-
Exercise of share options in subsidiary		-	-	-	-
Tax associated with employee share schemes	7(c)	-	(4.2)	-	-
Transfer of non wholly-owned subsidiary under common control		-	-	-	-
Initial public offering of Zhaopin		-	-	-	-
Disposal of THINK	24(c)	-	-	-	-
Transfer of reserves		**1.0**	(1.0)	-	-
Share of reserve movement of associates		-	-	-	-
Balance at 30 June 2014		**203.7**	**46.1**	**45.6**	**(0.3)**

Reserves					Retained profits	Non-controlling interests	Total equity
Net investment hedge reserve $m	Redemption reserve $m	Transfers under common control reserve $m	Transactions with non-controlling interests $m	Total reserves $m	$m	$m	$m
(21.6)	-	-	(11.2)	**75.0**	513.5	519.6	**1,296.6**
-	-	-	-	**-**	195.6	27.8	**223.4**
-	-	-	-	**(34.8)**	-	(9.0)	**(43.8)**
-	-	-	-	**(4.6)**	-	-	**(4.6)**
6.8	-	-	-	**6.8**	-	-	**6.8**
-	-	-	-	**(1.0)**	-	-	**(1.0)**
-	-	-	-	**15.3**	-	-	**15.3**
6.8	-	-	-	**(18.3)**	195.6	18.8	**196.1**
-	-	-	-	**-**	-	-	**14.2**
-	-	-	-	**-**	(88.4)	(29.7)	**(118.1)**
-	-	-	-	**8.1**	-	-	**8.1**
-	-	-	-	**5.8**	-	-	**5.8**
-	-	-	1.1	**1.1**	-	0.3	**1.4**
-	-	-	-	**(4.2)**	4.2	-	**-**
-	-	(1.1)	0.1	**(1.0)**	-	-	**(1.0)**
-	-	-	9.6	**9.6**	-	75.6	**85.2**
-	-	-	-	**-**	-	(18.2)	**(18.2)**
-	-	-	0.2	**(0.8)**	-	(0.2)	**-**
-	-	-	(1.5)	**(1.5)**	-	-	**(1.5)**
(14.8)	**-**	**(1.1)**	**(1.7)**	**73.8**	**624.9**	**566.2**	**1,468.6**

21. Equity continued

Reconciliation of movement in equity continued

For the year ended 30 June 2013 Restated*	Notes	Contributed equity $m	Share-based payments reserve $m	Foreign currency translation reserve $m	Cash flow hedge reserve $m
Balance at 1 July 2012 Restated*		186.5	12.3	(23.1)	(1.3)
Profit for the year		-	-	-	-
Exchange differences on translation of foreign controlled operations		-	-	100.5	-
Exchange differences on translation of foreign associates		-	-	5.7	-
Losses on hedge contracts of controlled entities		-	-	-	-
Gains on hedge contracts of associates (net of tax)		-	-	-	1.2
Income tax recognised in other comprehensive income	7(c)	-	3.4	-	(0.3)
Reserve balances recycled on step acquisition		-	-	0.4	1.1
Total comprehensive income for the year		-	3.4	106.6	2.0
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs and tax	20(b)	3.0	-	-	-
Dividends provided for or paid	22	-	-	-	-
Employee share option schemes					
- of parent entity		-	5.5	-	-
- of subsidiaries		-	2.8	-	-
Tax associated with employee share options schemes	7(c)	-	(1.3)	-	-
Purchase of shares on-market:					
- employee share options scheme		-	(0.6)	-	-
- treasury shares		(1.0)	-	-	-
Exercise of share options in subsidiary		-	-	-	-
Partial disposal of THINK to non-controlling interest		-	-	-	-
Exercise of JobsDB Put Option		-	-	1.5	-
Conversion of preference shares to ordinary shares		-	-	-	-
Non-controlling interests recognised on acquisition		-	-	-	-
Transfer of reserves		-	-	-	-
Balance at 30 June 2013		188.5	22.1	85.0	0.7

	Reserves					Retained profits	Non-controlling interests	Total equity
	Net investment hedge reserve $m	Redemption reserve $m	Transfers under common control reserve $m	Transactions with non-controlling interests $m	Total reserves $m	$m	$m	$m
	0.7	(52.3)	-	-	(63.7)	276.9	371.5	771.2
	-	-	-	-	-	300.1	13.6	313.7
	-	-	-	-	100.5	-	41.9	142.4
	-	-	-	-	5.7	-	-	5.7
	(22.3)	-	-	-	(22.3)	-	-	(22.3)
	-	-	-	-	1.2	-	-	1.2
	-	-	-	-	3.1	-	-	3.1
	-	-	-	-	1.5	-	-	1.5
	(22.3)	-	-	-	89.7	300.1	55.5	445.3
	-	-	-	-	-	-	-	3.0
	-	-	-	-	-	(64.1)	(0.9)	(65.0)
	-	-	-	-	5.5	-	-	5.5
	-	-	-	-	2.8	-	-	2.8
	-	-	-	-	(1.3)	1.3	-	-
	-	-	-	-	(0.6)	(0.7)	-	(1.3)
	-	-	-	-	-	-	-	(1.0)
	-	-	-	0.1	0.1	-	0.1	0.2
	-	-	-	(3.6)	(3.6)	-	17.5	13.9
	-	50.6	-	(6.0)	46.1	-	(31.0)	15.1
	-	-	-	-	-	-	74.3	74.3
	-	-	-	-	-	-	32.6	32.6
	-	1.7	-	(1.7)	-	-	-	-
	(21.6)	-	-	(11.2)	75.0	513.5	519.6	1,296.6

22. Dividends

	Payment date	Amount per share	Franked amount per share	Total dividend $m
Financial Year 2013				
2012 final dividend	16 October 2012	9.0 cents	9.0 cents	$30.3
2013 interim dividend	17 April 2013	10.0 cents	10.0 cents	$33.8
Total dividends paid for the year ended 30 June 2013				$64.1
Financial Year 2014				
2013 final dividend	**16 October 2013**	**12.0 cents**	**12.0 cents**	**$40.7**
2014 interim dividend	**30 April 2014**	**14.0 cents**	**14.0 cents**	**$47.7**
				$88.4

Dividends paid or declared by the Company after the year end (to be paid out of retained profits at 30 June 2014):

2014 final dividend	**17 October 2014**	**16.0 cents**	**16.0 cents**	**$54.5**

The franked portion of final dividends for the financial year paid after 30 June 2014 will be franked out of franking credits arising from the balance of the franking account as at the year end and the payment of income tax subsequent to the year ending 30 June 2014. The dividend payment on 17 October 2014 will reduce the franking credits available by $23.3m for the consolidated Group. At 30 June 2014 all Australian controlled entities are included in the consolidated income tax group and therefore their franking credits are fully available for distribution to shareholders of the Group.

	2014 $m	2013 $m
Franking credits available for subsequent financial years based on a tax rate of 30%	**120.2**	104.6

The above amount represents the balance of the franking account as at the end of the financial year, adjusted for franking credits that will arise from the payment of the current tax liability.

23. Business combinations

(a) Finalisation of Zhaopin step acquisitions

During the previous financial year ended 30 June 2013, SEEK Limited, through its wholly-owned subsidiary SEEK International Investments Pty Ltd acquired a controlling interest in Zhaopin Ltd (Zhaopin). Zhaopin operates a leading online employment marketplace in China and this transaction was a continuation of SEEK's strategy to increase its exposure to leading international businesses.

- On 19 February 2013, a transaction was completed with the Group acquiring an additional 18.7% interest in Zhaopin, taking its ownership to 74.2% for total consideration of US$118.8m (A$114.8m);
- On 28 February 2013, the Group acquired a further 4.2% interest in Zhaopin at a cost of US$14.6m (A$14.2m), taking its interest in Zhaopin from 74.2% to 78.4%.

Details of assets and liabilities acquired

Given that the acquisition occurred close to the previous financial year end, the final net asset valuation and allocation of the purchase price to acquired assets and fair values assigned to intangible assets was preliminary.

In accordance with the Group's accounting policy, the accounting for the acquisition of Zhaopin was finalised during the current year and the preliminary step acquisition balances have been updated accordingly. There have been reallocations of the purchase price as outlined in the table. These reallocations were between customer relationships, current provisions and deferred tax liabilities.

Revised goodwill is $377.4m (preliminary goodwill $374.0m).

The final fair value of the assets and liabilities arising from the Zhaopin step acquisitions are as follows:

	Notes	Final fair value $m	Preliminary fair value $m
Cash and cash equivalents		**46.5**	46.5
Current and non-current financial assets		**73.9**	73.9
Trade and other receivables		**11.7**	11.7
Plant and equipment	13	**5.3**	5.3
Intangible assets			
Brands and licences	14	**110.2**	110.2
Customer relationships	14	**8.3**	11.2
Computer software and website development		**8.6**	8.6
Applicant database		**0.7**	0.7
Deferred tax assets	7(d)	**2.6**	2.6
Trade and other payables		**(18.2)**	(18.2)
Unearned income		**(50.8)**	(50.8)
Current tax liabilities		**(4.8)**	(4.8)
Borrowings		**(65.9)**	(65.9)
Preference share debts		**(74.3)**	(74.3)
Current provisions		**(19.9)**	(18.7)
Deferred tax liabilities	7(e)	**(32.0)**	(32.7)
Net identifiable assets acquired		**1.9**	5.3
Add: goodwill	14	**377.4**	374.0
Net assets acquired		**379.3**	379.3

24. Discontinued operation

On 7 November 2013, SEEK Limited and Laureate Education, Inc. entered into a share sale agreement for Laureate to acquire the remaining 80% of THINK Education Group. SEEK ceased to have control of THINK after 30 November 2013, on the basis that SEEK no longer had the power to direct activities that affected returns from that date. Cash settlement was received on 20 December 2013. The sale of THINK represents a strategic decision which will allow management to focus on its key online employment and online education businesses.

The THINK segment was not a discontinued operation or classified as held for sale at 30 June 2013. The comparative consolidated statement of profit or loss and other comprehensive income has been re-presented to show the discontinued operation separately from continuing operations.

(a) Financial performance

The FY2014 financial performance presented is for the five months ended 30 November 2013 and the 12 months ended 30 June 2013.

	2014 $m	2013 $m
Revenue		
Education - classroom based training	**45.2**	103.2
Intercompany sales elimination[1]	**(2.1)**	(3.9)
Total revenue	**43.1**	99.3
Interest income	**0.1**	0.2
Expenses	**(41.5)**	(91.3)
Finance costs	**(0.1)**	(0.1)
Results from operating activities	**1.6**	8.1
Tax expense	**(0.5)**	(2.4)
Results from operating activities, net of tax	**1.1**	5.7
Gain on sale from discontinued operation	**28.3**	-
Transaction costs	**(2.6)**	-
Gain on sale from discontinued operation before tax	**25.7**	-
Tax on gain on sale from discontinued operation[2]	**(1.8)**	-
Gain on sale of discontinued operation after tax	**23.9**	-
Profit for the year from a discontinued operation	**25.0**	5.7
Attributable to:		
Members of SEEK Limited	**24.7**	5.2
Profit attributable to non-controlling interest	**0.3**	0.5
	25.0	5.7
Basic earnings per share (cents per share)	**7.3**	1.5
Diluted earnings per share (cents per share)	**7.2**	1.5

1. This includes intercompany sales elimination of $2.1m (2013: $3.9m) for sales made by SEEK Learning to THINK Education Group.
2. The tax expense in relation to the disposal has been partially offset by the utilisation of available capital losses, and also reflects the fact that the shares had a higher tax base than the carrying amount.

(b) Cash flow information

The FY2014 cash flow information presented is for the five months ended 30 November 2013 and the 12 months ended 30 June 2013.

	2014 $m	2013 $m
Net cash inflow from operating activities	**4.5**	16.1
Net cash inflow/(outflow) from investing activities:		
- net cash flows incurred in the ordinary course of business	**(3.3)**	(8.4)
- proceeds from sale of THINK, net of cash disposed	**92.4**	-
Net cash outflow from financing activities	**-**	-
Net increase in cash generated by discontinued operations	**93.6**	7.7

(c) Carrying amounts of assets and liabilities

The carrying amounts of assets and liabilities as at the date of deconsolidation (30 November 2013) were:

	2014 $m
Cash and cash equivalents	**8.0**
Trade and other receivables	**9.6**
Plant and equipment	**12.3**
Intangibles	**87.6**
Deferred tax asset	**4.7**
Trade and other payables	**(6.3)**
Unearned income	**(10.2)**
Lease liabilities	**(0.4)**
Current tax liability	**(0.2)**
Provisions	**(9.1)**
Deferred tax liability	**(5.4)**
Net assets and liabilities	**90.6**
Less: non-controlling interest	**(18.2)**
Carrying amount of net assets sold	**72.4**

(d) Details of consideration

	2014 $m
Consideration received or receivable:	
Cash	**100.4**
Present value of amounts due in the future	**0.3**
Total disposal consideration	**100.7**
Carrying amount of net assets sold	**(72.4)**
Transaction costs	**(2.6)**
Gain on sale before income tax	**25.7**
Income tax expense	**(1.8)**
Gain on sale after income tax	**23.9**

In addition to the consideration above, $8.0m has been held in escrow and will be paid dependent on future enrolments made by SEEK Learning. In accordance with AASB 118: *Revenue Recognition* $8.0m revenue has been recognised at 30 June 2014 based on the proportion of SEEK Learning enrolments in THINK courses to date.

25. Interests in other entities

(a) Material subsidiaries

The Group's principal subsidiaries at 30 June 2014 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights of the Group except for Zhaopin with voting rights of 76%. The consolidated financial statements incorporate the assets, liabilities and results of the following consolidated entities in accordance with the accounting policy described in note 34(b):

Name of entity	Country of incorporation
SEEK NZ Limited	New Zealand
SEEK Learning Pty Ltd[1]	Australia
Think: Education Group Pty Limited (together with its consolidated subsidiaries, "THINK")	Australia
SEEK International Investments II Cooperatie U.A.[2]	Netherlands
Online Career Centre Mexico, S.A.P.I de CV (together with its consolidated subsidiaries, "OCC")	Mexico
Brasil Online Holdings Cooperatief U.A.[2] (together with its consolidated subsidiaries, "Brasil Online")	Netherlands
Catho Online, Ltda.	Brazil
Manager Online Servicos de Internet, Ltda.	Brazil
SEEK International Investments Pty Ltd[1]	Australia
SEEKAsia Ltd	Cayman Islands
Jobs DB Inc	British Virgin Islands
Jobs DB Hong Kong Limited	Hong Kong
Jobs DB Singapore Pte Limited	Singapore
Jobs DB Recruitment (Thailand) Limited	Thailand
Jobs DB Malaysia Sdn. Bhd.	Malaysia
PT Jobs DB Indonesia	Indonesia
Jobs DB Philippines Inc.	Philippines
深圳市希捷尔人力资源有限公司 (Shenzhen Xijier Human Resources Co., Ltd) (CJOL)	P.R. China
Zhaopin Limited[3][6]	Cayman Islands
Beijing Wangpin Consulting Co., Ltd	P.R. China
深圳市希捷尔人力资源有限公司 (Shenzhen Xijier Human Resources Co., Ltd) (CJOL)	P.R. China

1. All wholly-owned Australian subsidiaries have been granted relief from the necessity to prepare financial reports in accordance with Class Order 98/1418 issued by the Australian Securities and Investments Commission. For further details refer to note 26.
2. These are Cooperative entities in the Netherlands; SEEK's investment is in the form of a Member Contribution, rather than shares.
3. Zhaopin Limited was listed on the New York Stock Exchange on 12th June 2014. 5.61m American Depository Shares (ADSs) each representing two Class A ordinary shares were issued in the IPO, together with 1.1m ADSs to PCV Belge SCS. Immediately following the IPO, SEEK remained the majority shareholder in Zhaopin with an undiluted equity interest of 68.3%.
4. Since 30 June 2011 the Group has fully consolidated this entity, along with Jobs DB Assets (Thailand) Limited, Jobs DB Prestige Inc. and PT Prestige Indonesia, because Jobs DB Inc has the ability to control their financial and operating policies despite not holding a majority of equity as required by local regulations.
5. On May 22, 2014, Zhaopin Limited entered into a Share Purchase Agreement with Jobs DB Inc. to acquire 100% equity interest in Jobs DB China Investments Limited from Jobs DB. Through its 100% consolidated affiliate in P.R. China, Jobs DB China Investments Limited indirectly controls 75.6% of Shenzhen Xijier Human Resources Co., Ltd (CJOL) and a variable interest entity of Jobs DB China Investments Limited. The acquisition was completed in June 2014 and Zhaopin started consolidating JobsDB China Investments Limited group from June 2014.
6. Special purpose entities (SPE): Since February 2013 the Group has fully consolidated the following entities because Zhaopin Limited has the ability to control their financial and operating policies despite not holding a direct ownership: Beijing Zhilian Sanke Human Resources Service Co. Ltd, Fuzhou Zhilian Advertising Co. Ltd., Harbin Zhilian Wangcai Advertising Co. Ltd., Xiamen Zhilian Wangpin Business Service Co. Ltd., Wuhan Zhilian Rencai Advertising Co. Ltd., Shanxi Zhilian Advertising Co. Ltd., Jinan Zhilian Wangpin Advertising Co. Ltd., Sichuan Zhilian Advertising Co. Ltd., Changchun Zhilian Advertising Co. Ltd., Changchun Zhilian Human Resources Service Co. Ltd., Shenyang Zhilian Wangpin Advertising Co. Ltd., Shenyang Zhilian Recruitment Service Co. Ltd., Qingdao Zhilian Advertising Co. Ltd., Dalian Zhilian Advertising Co. Ltd., Tianjin Zhilian Advertising Co. Ltd., and Hangzhou Wangpin Advertising Co. Ltd. Through existing contractual agreements, the Group is able to exercise effective control over the SPEs and receive substantially all of the economic benefits and residual returns as if it were the sole shareholder.

Principal activities	Equity holding 2014 %	Equity holding 2013 %
Provider of online employment websites in New Zealand	100	100
Provider of training courses for students in Australia	100	100
Provides vocational and higher education courses, including classroom based and distance learning courses	-	80
Holding company	100	100
Leading provider of employment websites in Mexico	56.4	56.4
Holding company	51	51
Leading employment website in the Brazilian market	100	100
Leading employment website in the Brazilian market	100	100
Holding company	100	100
Holding company	69	69
Holding company	100	100
Leading employment website in Hong Kong	100	100
Provides online employment advertising services in Singapore	100	100
Provides online employment advertising services in Thailand	100	100
Provides online employment advertising services in Malaysia	49[4]	49[4]
Provides online employment advertising services in Indonesia	90	90
Provides online employment advertising services in the Philippines	100	100
Provides online employment advertising services in China	–[5]	75.6
Holding company	68.3	78.4
Provides online employment advertising services in China	90	90
Provides online employment advertising services in China	75.6	–[5]

25. Interests in other entities continued

(b) Summarised financial information for subsidiaries with non-controlling interests

For the year ended 30 June 2014	Brasil Online $m	OCC $m	SEEK Asia $m	Zhaopin $m	Discontinued operation - THINK $m	Other individually immaterial subsidiaries $m	Total $m
Non-controlling interests percentage	49%	43.6%	31%	31.7%	0%		
Non-current assets	399.7	171.2	340.7	644.5	-		
Current assets	33.0	16.8	47.2	218.7	-		
Non-current liabilities	(41.6)	(8.4)	(9.5)	(84.8)	-		
Current liabilities	(24.0)	(9.9)	(26.9)	(162.7)	-		
Net assets	367.1	169.7	351.5	615.7	-		
Net assets attributable to non-controlling interests	179.9	73.4	109.1	164.7	-		
Net assets attributable to vested share options[1]	-	1.8	-	37.5	-		
Carrying amount of non-controlling interests	179.9	75.2	109.1	202.2	-	(0.2)	566.2
Revenue	118.8	22.3	59.4	183.9	43.1		
Profit	28.6	4.6	15.6	31.4	25.0		
Other comprehensive income	6.9	6.0	16.8	15.0	-		
Total comprehensive income	35.5	10.6	32.4	46.4	25.0		
Profit allocated to non-controlling interests	14.0	2.0	4.8	6.7	0.3	-	27.8
Other comprehensive income allocated to non-controlling interests	3.4	2.6	5.2	(2.2)	-	-	9.0
Cashflows from operating activities	32.4	5.6	22.0	70.8	4.5		
Cashflows from investing activities	(3.1)	(0.7)	11.9	(24.9)	(3.3)		
Cashflows from financing activities	(43.0)	(5.0)	(29.3)	62.3	-		
Net increase / (decrease) in cash and cash equivalents	(13.7)	(0.1)	4.6	108.2	1.2		
Dividends paid to non-controlling interests	21.3	2.1	-	5.2	-	1.1	29.7

1. The non-controlling interest reserve includes the fair value of unexercised share options of the subsidiary that were vested at the date the Group obtained a controlling interest.

For the year ended 30 June 2013	Brasil Online $m	OCC $m	SEEK Asia $m	Zhaopin $m	Discontinued operations - THINK $m	Other individually immaterial subsidiaries $m	Total $m
Non-controlling interests percentage	49%	43.6%	31%	21.6%	20%		
Non-current assets	404.7	179.0	378.7	618.7	104.9		
Current assets	46.3	16.6	42.8	138.0	23.1		
Non-current liabilities	(44.2)	(8.6)	(32.5)	(64.3)	(10.1)		
Current liabilities	(18.0)	(11.6)	(35.4)	(163.2)	(28.4)		
Net assets	388.8	175.4	353.6	529.2	89.5		
Net assets attributable to non-controlling interests	190.5	76.2	109.8	90.2	17.9		
Net assets attributable to vested share options [1]	-	1.8	-	32.6	-		
Carrying amount of non-controlling interests	190.5	78.0	109.8	122.8	17.9	0.6	519.6
Revenue	109.7	13.8	51.3	49.9	99.3		
Profit	18.2	0.2	7.2	178.1	39.2		
Other comprehensive income	13.6	23.8	37.1	68.3	-		
Total comprehensive income	31.8	24.0	44.3	246.4	39.2		
Profit allocated to non-controlling interests	8.9	0.1	2.0	1.2	0.5	0.9	13.6
Other comprehensive income allocated to non-controlling interests	6.1	10.5	11.5	14.8	-	(1.0)	41.9
Cashflows from operating activities	18.9	1.4	7.9	20.7	16.1		
Cashflows from investing activities	(1.4)	(0.3)	(0.9)	(1.4)	(8.4)		
Cashflows from financing activities	-	-	(8.2)	-	-		
Net increase / (decrease) in cash and cash equivalents	17.5	1.1	(1.2)	19.3	7.7		
Dividends paid to non-controlling interests	-	-	-	-	-	0.9	0.9

25. Interests in other entities continued

(c) Material interests in associates and joint arrangements

Set out below are the associates and joint arrangements of the Group as at 30 June 2014 which, in the opinion of the directors, are material to the Group.

Associates	Country of Incorporation	Ownership interest % 2014	Ownership interest % 2013	Principal activities
IDP Education Pty Ltd (IDP)	Australia	**50.0**	50.0	Provides services for international students wishing to study in Australian educational institutions and also provides International English Language Testing (IELTS)
JobStreet Corporation Berhad (JobStreet)(i)	Malaysia	**20.0**	22.4	Provider of online employment websites in Asia (listed in Malaysia)
Private Property Holdings Pty Ltd (One Africa Media or OAM)(ii)	South Africa	**24.4**	27.0	Owns, operates and invests in a portfolio of African market leading online marketplaces in the segments of jobs, cars, real estate and travel
Joint ventures				
Online Education Services Ltd (Swinburne Online)	Australia	**50.0**	50.0	A joint venture entity between SEEK and Swinburne University of Technology to deliver online learning to students

(i) JobStreet

On 19 February 2014, the Group announced that SEEK Asia, a majority owned subsidiary, executed a share purchase agreement (SPA) to acquire 100% of the online employment business of JobStreet. As agreed in the SPA, JobStreet issued 71,646,000 new shares during the period from 20 February 2014 to 30 June 2014 as part of their pre transaction restructuring and the exercise of certain JobStreet Employees' Share Option Schemes.

As at 30 June 2014, the Group owns 20.0% (30 June 2013: 22.4%) of the voting rights in JobStreet and management has determined that this ownership provides it with significant influence over JobStreet.

On 20 August 2014, SEEK and JobStreet have reached an agreement on a revised purchase consideration for the JobStreet transaction of MYR 1,890.0m (equivalent to approximately A$636.0m based on AUD:MYR exchange rate of 2.97). The deal is targeted to be completed by end of September 2014 (subject to CCS outcomes).

Refer to note 30 Events occurring after the balance sheet date for further information.

(ii) One Africa Media

On 20 June 2013, SEEK acquired a 27.0% interest in One Africa Media, however several contracted transactions relating to the share ownership were in the process of completion that diluted SEEK's ownership to 24.4%.

SEEK made a cash payment of US$20.0m (A$21.4m including acquisition costs at the exchange rate on the date of the transaction) in settlement of the acquisition. The investment was financed through SEEK's cash reserves, and comprised of a share subscription in OAM of US$18.3m and a share purchase of US$1.7m to minority shareholders.

To reduce the impact of foreign exchange risk, SEEK entered into forward foreign exchange contracts. These reduced the net cash payment for the acquisition to A$20.5m. The pre-tax foreign exchange gain of A$1.0m has been recognised in the cash flow hedge reserve.

(d) Summarised financial information

(i) Summarised financial information recognised by SEEK

For the year ended 30 June 2014	Share of net profits/(losses) $m	Dilution of investment $m	Total recognised in profit and loss $m	Dividends received $m	Carrying amount $m
Associates					
IDP	**14.0**	**-**	**14.0**	**16.5**	**71.0**
JobStreet[1]	**4.5**	**(4.9)**	**(0.4)**	**2.5**	**46.1**
OAM	**(0.7)**	**(0.5)**	**(1.2)**	**-**	**17.5**
Other immaterial associates	**(0.1)**	**-**	**(0.1)**	**-**	**9.1**
Joint ventures	**-**	**-**	**-**	**-**	**-**
Swinburne Online	**6.4**	**-**	**6.4**	**1.1**	**9.4**
Total associates and joint ventures	**24.1**	**(5.4)**	**18.7**	**20.1**	**153.1**

For the year ended 30 June 2013	Share of net profits/(losses) $m	Dilution of investment $m	Total recognised in profit and loss $m	Dividends received $m	Carrying amount $m
Associates					
IDP	10.6	-	10.6	11.0	74.4
JobStreet	4.0	-	4.0	2.6	51.4
OAM	-	-	-	-	22.5
Zhaopin[2]	11.3	-	11.3	-	-
Other immaterial associates	-	-	-	-	-
Joint ventures					
Swinburne Online	1.2	-	1.2	-	4.1
Total associates and joint ventures	27.1	-	27.1	13.6	152.4

1. Includes $4.1m relating to the dilution impact of share issurances by JobStreet to acquire 100% ownership interests in certain joint ventures prior to their divestment in the proposed transaction with SEEKAsia Limited.
2. Results included in prior financial year as Zhaopin was equity acounted to 18 February 2013.

Quoted fair value

JobStreet is listed in Malaysia. At 30 June 2014, the market value of the Group's investment in JobStreet was $110.8m (2013: $95.2m), based on the published share price as at that date.

The remaining associates and joint ventures are privately owned and do not have a published share price.

25. Interests in other entities continued

(ii) Summarised financial information in respect of associates

	IDP		OAM		Jobstreet [1]	
Summarised balance sheet	**2014 $m**	2013 $m	**2014 $m**	2013 $m	**2014 $m**	2013 $m
Total current assets	**86.9**	85.3	**11.3**	22.8	**53.7**	50.2
Total non-current assets	**60.1**	64.3	**13.5**	4.0	**51.9**	47.5
Total current liabilities	**(47.8)**	(42.3)	**(2.6)**	(2.5)	**(22.1)**	(21.3)
Total non-current liabilities	**(2.5)**	(3.3)	**-**	-	**-**	(0.1)
Net assets	**96.7**	104.0	**22.2**	24.3	**83.5**	76.3
Group interest						
Group's share in %	**50.0%**	50.0%	**24.4%**	27.0%	**20.0%**	22.4%
Group's share in $	**48.3**	52.0	**5.4**	6.6	**16.7**	17.1
Goodwill	**16.8**	16.8	**12.6**	14.3	**18.7**	22.1
Other intangibles	**6.5**	6.5	**-**	-	**7.8**	9.7
Adjustment to update Group's share of net assets to estimated amount for 30 June 2014 [1]	**-**	-	**-**	-	**1.0**	-
Provision for future dilution	**-**	-	**-**	1.7	**-**	-
Other adjustments	**(0.6)**	(0.9)	**(0.5)**	(0.1)	**1.9**	2.5
Carrying amount	**71.0**	74.4	**17.5**	22.5	**46.1**	51.4

	IDP		OAM [2]		Jobstreet [1]	
Summarised statement of comprehensive income	**2014 $m**	2013 $m	**2014 $m**	2013 $m	**2014 $m**	2013 $m
Revenue	**256.8**	217.4	**7.7**	-	**45.4**	54.4
Profit/(loss) for the period	**28.0**	21.4	**(2.5)**	-	**15.4**	20.0
Other comprehensive income	**1.8**	(2.4)	**3.5**	-	**(7.1)**	(2.3)
Total comprehensive income	**29.8**	19.0	**1.0**	-	**8.3**	17.7

1. JobStreet is listed in Malaysia and releases its results quarterly. SEEK does not have any access to any JobStreet financial information that is not otherwise publicly available. SEEK developed an internal estimate for JobStreet, using publicly available information, and did not receive any guidance from JobStreet in its development. As JobStreet is due to release its April to June 2014 quarter results after the date of publication of the SEEK financial statements, the JobStreet net assets for 30 June 2014 represented in the SEEK financial statements comprises the actual released net assets for 31 March 2014 and SEEK's internal estimate for the result for the April 2014 to June 2014 quarter. The JobStreet result for 2014 represented in the SEEK financial statements comprises the actual released results for July 2013 to March 2014.
2. SEEK invested in OAM on 20 June 2013. Amounts presented for the previous financial year represent the period since SEEK's investment.

Individually immaterial associates

In addition to the interests in associates disclosed above, the Group also has interests in a number of individually immaterial associates that are accounted for using the equity method.

	2014 $m	2013 $m
Aggregate carrying amount of individually immaterial associates	**9.1**	-
Aggregate amounts of the Group's share of:	**-**	-
Losses from continuing operations	**(0.1)**	-
Post-tax profit or loss from discontinued operations	**-**	-
Other comprehensive income	**-**	-
Total comprehensive income	**(0.1)**	-

(iii) Summarised financial information in respect of joint ventures

Summarised balance sheet	Swinburne Online 2014 $m	Swinburne Online 2013 $m
Current assets	**32.3**	14.3
Non-current assets	**1.9**	1.1
Current liabilities	**(15.2)**	(7.0)
Non-current liabilities	**(0.1)**	(0.1)
Net assets	**18.9**	8.3
Assets and liabilities above include:		
Cash and cash equivalents	**31.7**	14.2
Current financial liabilities (excluding trade and other payables and provisions)	**(9.1)**	(4.2)
Non-current financial liabilities (excluding trade and other payables and provisions)	**-**	-
Group interest		
Group's share in %	**50.0%**	50.0%
Group's share in $	**9.4**	4.1
Carrying amount	**9.4**	4.1

Summarised statement of comprehensive income	Swinburne Online 2014 $m	Swinburne Online 2013 $m
Revenue	**53.5**	23.3
Interest income	**0.6**	0.3
Other operating costs	**(33.9)**	(18.1)
Depreciation and amortisation	**(0.5)**	(0.2)
Interest expense	**-**	-
Income tax expense	**(5.9)**	(0.7)
Profit for the period	**13.8**	4.6
Other comprehensive income	**-**	-
Total comprehensive income	**13.8**	4.6

(iv) Contingent liabilities of associates and joint venture

The Group's share of contingent liabilities in associates and joint ventures are as follows:

JobStreet

In 2008, JobStreet provided a corporate guarantee for SGD5.5m to a financial institution for a treasury/foreign exchange facility granted to the Company's wholly-owned subsidiary, JobStreet.com Pte. Ltd. SEEK's share of this guarantee is $1.1m.

26. Deed of cross guarantee

The following controlled entities have entered into a Deed of Cross Guarantee:

Company	Financial year entered into agreement
SEEK Limited	30 June 2006
SEEK Learning Pty Ltd	30 June 2006
SEEK Campus Pty Ltd	30 June 2006
SEEK Commercial Pty Ltd	30 June 2007
SEEK Investments Pty Ltd	30 June 2007
SEEK International Investments Pty Ltd	30 June 2007
Job Seeker Pty Ltd	30 June 2014
Dynamic Web Training Pty Ltd[1]	30 June 2006

1. DWT was sold during the year. Its exit from the deed of cross guarantee will be formalised subsequent to year end.

The companies that are party to this deed guarantee the debts of the others and represent the "Closed Group" from the date of entering into the agreement.

These wholly-owned entities have been relieved from the requirement to prepare a financial report and directors' report under Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission.

Entities removed from the Deed of Cross Guarantee Group during FY2013

On 31 August 2012 Laureate Education, Inc. acquired a 20% interest in Think: Education Group Pty Limited. As such, Think: Education Group Pty Limited and its wholly-owned Australian entities have exited the SEEK Limited "Closed Group".

(a) Income statement, other comprehensive income and a summary of movements in consolidated retained profits

Since there are no other parties to the Deed of Cross Guarantee that are controlled by SEEK Limited the companies detailed on page 118 also represent the "Extended Closed Group".

Statement of comprehensive income	2014 $m	2013 $m
Income statement		
Revenue from continuing operations	**353.6**	279.5
Other income	**-**	-
Operating expenses		
Direct cost of services	**(4.8)**	(3.6)
Sales and marketing	**(66.5)**	(61.8)
Business development	**(30.5)**	(28.1)
Operations and administration	**(49.6)**	(72.8)
Finance costs	**(23.2)**	(22.0)
Total operating expenses	**(174.6)**	(188.3)
Share of results of equity accounted investments	**18.6**	27.1
Profit before income tax expense from continuing operations	**197.6**	118.3
Income tax expense	**(36.6)**	(37.0)
Profit from continuing operations	**161.0**	81.3
Profit from discontinued operation[1]	**59.1**	-
Profit for the year	**220.1**	81.3
Other comprehensive income		
Exchange differences on translation of foreign associates	**(4.7)**	5.7
(Losses)/gains on hedge contracts of controlled entities	**6.5**	(0.1)
Gains on hedge contracts of associates (net of tax)	**(1.0)**	1.2
Income tax relating to other comprehensive income	**15.3**	0.3
Other comprehensive income for the year	**16.1**	7.1
Total comprehensive income for the year	**236.2**	88.4
Summary of movements in consolidated retained profits		
Retained profits at 1 July	**274.1**	242.6
Profit for the year	**220.1**	81.3
Tax credited directly to retained profits - share-based payments	**4.2**	1.3
Purchase of shares on-market on exercise of employee share options	**-**	(0.7)
Dividends paid	**(88.4)**	(64.1)
Impact of THINK exiting group	**-**	13.7
Retained profits at 30 June	**410.0**	274.1

1. This represents the parent company's gain on sale of THINK which forms part of the Group's gain on sale (refer to note 24(a)).

26. Deed of cross guarantee continued

(b) Consolidated balance sheet

Set out below is a consolidated balance sheet as at 30 June 2014 of the Closed Group.

Consolidated balance sheet	2014 $m	2013 $m
Current assets		
Cash and cash equivalents	**65.8**	11.6
Trade and other receivables	**56.6**	36.8
Other financial assets	**1.8**	2.3
Total current assets	124.2	50.7
Non-current assets		
Investments in controlled entities	**678.9**	706.8
Investments accounted for using the equity method	**147.4**	152.4
Plant and equipment	**6.1**	6.0
Intangible assets	**39.8**	19.8
Deferred tax assets	**22.6**	14.4
Loans with controlled entities	**1.9**	-
Total non-current assets	896.7	899.4
Total assets	1,020.9	950.1
Current liabilities		
Trade and other payables	**22.6**	19.5
Unearned income	**15.7**	14.1
Other financial liabilities	**6.8**	42.2
Current tax liabilities	**6.6**	16.0
Current provisions	**8.2**	6.6
Loans with controlled entities	**-**	1.3
Total current liabilities	59.9	99.7
Non-current liabilities		
Non-current borrowings	**329.9**	387.5
Deferred tax liabilities	**0.4**	-
Non-current provisions	**1.6**	2.5
Total non-current liabilities	331.9	390.0
Total liabilities	391.8	489.7
Net assets	629.1	460.4
Equity		
Contributed equity	**203.7**	188.5
Reserves	**15.4**	(2.3)
Retained profits	**410.0**	274.2
Total equity	629.1	460.4

27. Parent entity financial information

(a) Summary financial information

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

	2014 $m	2013 $m
Balance sheet		
Current assets	**99.7**	33.6
Total assets	**807.8**	770.0
Current liabilities	**32.6**	48.4
Total liabilities	**370.2**	437.2
Net assets	**437.6**	332.8
Equity		
Issued capital	**203.7**	188.5
Reserves		
Cash flow hedge reserve	**(0.4)**	0.1
Net investment hedge reserve	**(12.5)**	(17.5)
Foreign currency translation reserve	**-**	(0.1)
Share-based payments reserve	**37.5**	19.2
Transactions with non-controlling interests	**(3.6)**	(3.6)
Retained earnings	**212.9**	146.2
	437.6	332.8
Profit or loss for the year	**150.9**	53.2
Total comprehensive income	**155.3**	36.2

(b) Guarantees entered into by the parent entity

The parent entity has given unsecured guarantees along with its Australian subsidiaries in respect of the syndicated loan facility of A$465.0m and US$273.0m of which A$332.0m has been drawn. Refer to note 17.

In addition, there are cross guarantees given by SEEK Limited, as described in note 26. No deficiencies of assets exist in any of these entities. The parent entity has further provided a guarantee in respect of obligations for rental commitments, as described in note 29.

SEEK Limited has provided a guarantee of MYR1.4b (A$465.0m) in relation to the expected settlement of the JobStreet transaction. Once the purchase consideration has been paid to the vendor (following contributions by SEEK and the co-investors), the guarantee by SEEK will lapse.

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2014 (30 June 2013: nil).

(d) Contractual commitments

As at 30 June 2014, the parent entity had contractual commitments for minimum lease payments in relation to non-cancellable operating leases totalling $10.7m (2013: $16.5m). Other commitments for the payment of IT services, advertising and promotions under long-term contracts in existence totalled $1.3m (2013: $2.1m).

28. Contingent liabilities

At 30 June 2014, the Group has unrecognised contingent liabilities relating to Brasil Online of $4.0m (2013: $10.0m). Refer to note 19(e) for further details.

There are no other contingent liabilities.

29. Commitments for expenditure

Capital commitments

At 30 June 2014, the Group had no capital commitments (2013: nil).

Other commitments

Commitments for the payment of IT services, advertising and promotions under long-term contracts in existence at the reporting date but not recognised as liabilities payable are as follows:

	2014 $m	2013 $m
Within one year	**8.6**	8.0
Later than one year but not later than five years	**7.6**	2.0
Total	**16.2**	10.0

Lease commitments

Operating leases

Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:

	2014 $m	2013 $m
Within one year	**14.6**	18.7
Later than one year but not later than five years	**32.6**	30.2
More than five years	**0.5**	3.1
Total	**47.7**	52.0

The Group leases various offices under non-cancellable operating leases expiring within one to six years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the lease are negotiated.

Finance leases

During FY2013 the Group entered into a lease for computer equipment. At 30 June 2014 this equipment has a carrying value of $nil (2013: $0.4m).

Commitments in relation to finance leases payable are as follows:

Finance leases	2014 $m	2013 $m
Within one year	**-**	0.2
Later than one year but not later than five years	**-**	0.3
Minimum lease payments	**-**	0.5
Less: Future finance charges	**-**	-
Recognised as a liability	**-**	0.5

30. Events occurring after the balance sheet date

Zhaopin underwriter's option purchase

On 3 July 2014, the Group announced that Zhaopin Limited ("Zhaopin") had announced that the underwriters of its initial public offering ("IPO") exercised their option to purchase 841,500 additional American depository shares ("ADSs") on 2 July 2014, each representing two Class A ordinary shares, in line with the terms of the underwriting agreement.

Subsequent to the underwriters exercising their option to purchase the 841,500 ADSs, SEEK remained the majority shareholder in Zhaopin with an undiluted equity interest of 67.2%.

Appointment of new board member

SEEK appointed Julie Fahey to the Board as a non-executive director on 23 July 2014. Julie has over 30 years of experience in technology, including in major organisations such as Western Mining, Exxon, Roy Morgan, General Motors and SAP, covering consulting, software vendor and Chief Information Officer roles.

In her addition to her industry experience, Julie spent ten years at KPMG as a partner with the firm, during which time she held roles as National Lead Partner Telecommunications, Media and Technology, and National Managing Partner - Markets. She was also a member of the KPMG National Executive Committee.

Update on JobStreet transaction

On 19 February 2014, the Group announced that SEEK Asia, a majority owned subsidiary, executed a share purchase agreement to acquire 100% of the online employment business of JobStreet for total consideration of MYR 1,730m (excluding transaction costs).

On 20 August 2014, the Group provided key updates in regards to the JobStreet transaction, as follows:

- SEEK and JobStreet have reached agreement on a revised purchase consideration for the JobStreet transaction of MYR 1,890.0m (equivalent to approximately A$636.0m based on AUD:MYR exchange rate of 2.97). The revised consideration is based on applying a similar EV/EBITDA as the original transaction (Feb 14) with the increase in price in line with increased earnings attributable to the deferred settlement.
- The final consideration to be payable by SEEK and its co-investors is to be determined and dependent on working capital adjustments at completion. It is expected that the additional consideration will be largely funded from a combination of increased debt and cash in SEEK Asia.
- SEEK is discussing certain commitments with the Competition Commission of Singapore (CCS) for the CCS to arrive at a view that the transaction does not substantially lessen competition in Singapore. Such commitments involve, among other things, undertakings on price maintenance and non-exclusivity. Assuming that the CCS accepts the commitments offered (following market testing), the CCS will issue a favourable decision in relation to the transaction.
- The transaction is targeted to be completed by end of September 2014 (subject to CCS outcomes).

On completion of the transaction, subject to final consideration and funding mix, SEEK Asia ownership structure is expected to be approximately as follows:

Investor	Ownership in SEEK Asia
SEEK International Investments Pty Ltd	**75%**
Non-controlling interest	
Windfyr Pty Ltd (Newscorp)	12%
Tiger Global	9%
Macquarie Capital	4%
Total non-controlling interest	25%

Post completion of the transaction, SEEK will continue to consolidate the financial results of SEEK Asia into SEEK's group financial statements.

Preliminary accounting impacts

Based on preliminary estimates, the Group expects to recognise a fair value gain on its pre-existing ownership in JobStreet. In view of the very recent timing of updates of the JobStreet transaction, the Group are currently working on the initial accounting impacts and it is currently impractical to fully comply with the disclosure requirements of AASB 3: *Business Combinations* as a result of the following outstanding matters:

- The transaction is subject to CCS approval;
- Ongoing movements in the carrying value of SEEK's equity accounted investment in JobStreet as a consequence of recognising SEEK's share of JobStreet's profit and loss in the period to transaction completion;
- Working capital adjustments;
- Exchange rate movements.

The Group expect to finalise the acquisition accounting within 12 months of the acquisition date and further information will be provided in the 31 December 2014 SEEK Group Interim Financial Report.

31. Share-based payments

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefits expense were $18.1m (2013: $9.7m) relating to:

- Equity settled share-based payment plans:
  - Performance Rights and Options Plans $7.6m
  - Options plans held within International subsidiaries $10.5m

Performance Rights and Options Plans - SEEK Limited

For details of Performance Rights and Options Plans refer to the Remuneration Report contained in the Directors' Report. The table below summarises the movement in the number of options in these plans during the year:

2014 Grant date	Expiry date (years)	Exercise price	Number of options or rights: Opening balance	Granted during the year	Exercised during the year	Forfeited during the year	Closing balance	Options/ rights vested and exercisable at the end of the year
Executive Director Options								
6 November 2008	5	$5.29	471,011	-	(471,011)	-	-	-
21 November 2011[1]	4	$6.80	1,156,069	-	(1,156,069)	-	-	-
21 November 2011[1]	5	$5.36	964,065	-	-	-	964,065	-
3 December 2012[1]	5	$7.43	1,085,526	-	-	-	1,085,526	-
4 December 2013[1]	5	$10.38	-	672,348	-	-	672,348	-
Total Executive Director Options			3,676,671	672,348	(1,627,080)	-	2,721,939	-
Options Plans								
30 July 2009	5	$4.10	125,319	-	(125,319)	-	-	-
1 July 2010	5	$7.39	1,308,860	-	(445,171)	(222,509)	641,180	641,180
1 September 2011	5	$5.36	1,843,625	-	-	(113,821)	1,729,804	-
7 September 2012	5	$7.43	2,320,066	-	-	(190,789)	2,129,277	-
6 September 2013	5	$10.38	-	1,489,248	-	-	1,489,248	-
Total Options			5,597,870	1,489,248	(570,490)	(527,119)	5,989,509	641,180
Performance Right Plans								
3 December 2012	2	$0.00	10	-	(10)	-	-	-
21 December 2012	2	$0.00	22	-	(20)	(2)	-	-
6 September 2013	2	$0.00	-	37	-	(2)	35	-
6 September 2013	2.5	$0.00	-	8	-	-	8	-
4 December 2013[1]	2.5	$0.00	-	1	-	-	1	-
Total Performance Rights			32	46	(30)	(4)	44	-
Total All Plans			9,274,573	2,161,642	(2,197,600)	(527,123)	8,711,492	641,180
Weighted average exercise price			$6.57	$10.38	$6.44	$6.97	$7.52	$7.39

2013 Grant date	Expiry date (years)	Exercise price	Opening balance	Granted during the year	Exercised during the year	Forfeited during the year	Closing balance	Options vested and exercisable at the end of the year
			Number of options or rights					
Executive Director Options								
6 November 2008	5	$5.29	471,011	-	-	-	471,011	471,011
30 November 2009	5	$4.10	559,212	-	(559,212)	-	-	-
21 November 2011[1]	4	$6.80	1,156,069	-	-	-	1,156,069	1,156,069
21 November 2011[1]	5	$5.36	964,065	-	-	-	964,065	-
3 December 2012[1]	5	$7.43	-	1,085,526	-	-	1,085,526	-
Total Executive Director Options			3,150,357	1,085,526	(559,212)	-	3,676,671	1,627,080
Options Plans								
30 July 2009	5	$4.10	702,385	-	(577,066)	-	125,319	125,319
1 July 2010	5	$7.39	1,321,755	83,000	-	(95,895)	1,308,860	-
1 September 2011	5	$5.36	1,998,178	-	-	(154,553)	1,843,625	-
7 September 2012	5	$7.43	-	2,415,099	-	(95,033)	2,320,066	-
Total Options			4,022,318	2,498,099	(577,066)	(345,481)	5,597,870	125,319
Performance Right Plans								
3 December 2012	2	$0.00	-	10	-	-	10	-
21 December 2012	2	$0.00	-	25	-	(3)	22	-
Total Performance Rights			-	35	-	(3)	32	-
Total Plans			7,172,675	3,583,660	(1,136,278)	(345,484)	9,274,573	1,752,399
Weighted average exercise price			$5.74	$7.43	$4.10	$6.49	$6.57	$6.20

1. Approved and granted at AGM

The weighted average share price at the date of exercise of options exercised during the year ended 30 June 2014 was $14.42 (2013: $8.98).

The weighted average remaining contractual life of share options outstanding at the end of the year was 2.85 years (2013: 2.90 years).

Performance right plan

Under the Performance right plan, participants are issued one performance right, valued at a maximum of 20% base salary (for senior management) or 22.5% of Total Remuneration (for executives). Expense for the FY2014 performance rights is included within the expense for the Performance Rights and Options Plans. Details of the grant of performance rights can be found in the Performance Rights and Options table above, and in the Remuneration Report.

31. Share-based payments continued

Fair value of Options and Performance Rights

The fair value of Options and Performance Rights at grant date is independently determined in accordance with AASB2: *Share-based payments*, using a Black-Scholes or similar option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The expected price volatility is based onthe historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Refer to page 31 of the Remuneration Report contained within the Directors' Report, for details on the fair value of options issued during the financial year.

Share option plans in International subsidiaries

Expenses arising from share-based payments transactions – International subsidiaries

Total expenses arising from share-based payments transactions recognised in the Group consolidated financial statements during the year relating to International subsidiaries were $10.5m (2013: $5.0m).

Option Plans - Zhaopin Ltd (Zhaopin)

The table below summarises the movements in option plans held in SEEK's subsidiary Zhaopin in FY2014. Options are held over class A ordinary shares in Zhaopin Ltd. During the IPO process in June 2014, American Depositary Shares (ADSs) in Zhaopin Ltd were listed on the New York Stock Exchange and each ADS represents 2 class A ordinary shares.

2014 - Zhaopin			Number of options						
Grant date	Expiry date (years)	Exercise price (US$)	Opening balance	Granted during the year	Exercised during the year	Cancelled / Forfeited during the year	Expired during the year	Closing balance	Options vested and exercisable at the end of the year
Schemes issued prior to FY2014			23,475,594	-	(7,663,409)	(440,870)	(60,000)	**15,311,315**	**12,136,489**
Granted during the year									
31 March 2014	6	$5.00	-	228,000	-	(6,000)	-	**222,000**	**-**
31 March 2014	6	$4.00	-	1,374,820	-	(60,000)	-	**1,314,820**	**-**
31 March 2014	6	$4.50	-	115,200	-	-	-	**115,200**	**-**
17 April 2014	6	$6.75	-	80,000	-	-	-	**80,000**	**-**
12 June 2014	5	$6.75	-	750,000	-	-	-	**750,000**	**-**
Balance at 30 June 2014			**23,475,594**	**2,548,020**	**(7,663,409)**	**(506,870)**	**(60,000)**	**17,793,335**	**12,136,489**
Weighted average exercise price			**$1.88**	**$5.01**	**$0.85**	**$3.52**	**$1.80**	**$2.72**	**$1.96**

The weighted average remaining contractual life of share options outstanding at the end of the year was 2.03 years.

Option Plans - Online Career Mexico S.A.P.I de CV (OCC)

The table below summarises the movements in option plans held in SEEK's subsidiary OCC in FY2014.

2014 - OCC			Number of options						
Grant date	Expiry date (years)	Exercise price (US$)	Opening balance	Granted during the year	Exercised during the year	Cancelled / Forfeited during the year	Expired during the year	Closing balance	Options vested and exercisable at the end of the year
Schemes issued prior to FY2014			65,103	-	-	(5,201)	-	**59,902**	**49,851**
Granted during the year									
12 May 2014	10	$145.00		4,758	-	-	-	**4,758**	**799**
Balance at 30 June 2014			65,103	4,758	-	(5,201)	-	**64,660**	**50,650**
Weighted average exercise price			**$97.03**	**$145.00**	**$0.00**	**$101.56**	**$0.00**	**$100.19**	**$93.04**

The weighted average remaining contractual life of share options outstanding at the end of the year was 6.86 years.

Option Plans FY2013 - Zhaopin Ltd (Zhaopin) and Online Career Mexico S.A.P.I de CV (OCC)

The table below summarises the movements in option plans held in SEEK's subsidiaries Zhaopin and OCC in FY2013.

		Number of options or rights					
2013	Expiry date (years)	Opening balance	Granted during the year	Exercised during the year	Forfeited during the year	Closing balance	Options vested and exercisable at the end of the year
OCC	7.5	62,344	8,009	(5,250)	-	65,103	41,920
Zhaopin	3.12	24,150,555	-	(500,000)	(174,961)	23,475,594	17,852,306
Total		24,212,899	8,009	(505,250)	(174,961)	23,540,697	17,894,226

32. Related party transactions

(a) Interests in controlled entities

Interests in controlled entities are set out in note 25.

(b) Transactions with associates

The following transactions occurred with associates:

	2014 $	2013 $
Dividends and distributions received from associates	**20,145,630**	13,591,134
Directors' fees and other personnel costs charged to associates	**232,563**	195,000
Sales to jointly controlled entity	**7,045,004**	7,563,672

(c) Transactions with key management personnel

	2014 $	2013 $
Short-term employee benefits	**6,699,919**	7,372,535
Post-employment benefits	**245,509**	273,379
Share-based employee benefits	**6,318,771**	5,088,401
Fixed remuneration options	**-**	107,514
Other long-term benefits	**102,208**	349,938
Cash LTI	**-**	(244,832)
	13,366,407	12,946,935

(d) Transactions with other related parties

No other related parties have been identified other than those disclosed above.

Some of the Group's independent non-executive directors are also non-executive directors for other companies. SEEK Limited, from time to time, may provide or receive services from these companies on an arm's-length basis.

33. Remuneration of auditors

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

	2014 $	2013 $
(a) PricewaterhouseCoopers Australia		
Audit and other assurance services		
Audit and review of financial reports	**1,052,750**	1,030,669
Other assurance services:		
Due diligence services	**773,500**	403,200
Total remuneration for audit and other assurance services	**1,826,250**	1,433,869
Taxation services		
Tax consulting - international	**459,740**	194,853
Tax consulting - domestic	**295,482**	273,179
Tax compliance	**62,226**	57,680
Total remuneration for taxation services	**817,448**	525,712
Total remuneration of PricewaterhouseCoopers Australia	**2,643,698**	1,959,581
(b) Network firms of PricewaterhouseCoopers Australia		
Audit and other assurance services		
Audit and review of financial reports[1]	**3,138,129**	744,000
Other assurance services:		
Other non audit services	**765,870**	629,851
Total remuneration for audit and other assurance services	**3,903,999**	1,373,851
Taxation services		
Tax compliance services, including review of company income tax returns	**101,834**	93,259
Total remuneration for taxation services	**101,834**	93,259
Total remuneration of related practices of PricewaterhouseCoopers Australia	**4,005,833**	1,467,110
(c) Non PricewaterhouseCoopers Australia[2]		
Audit and other assurance services		
Audit and review of financial reports	**-**	83,839
Other assurance services:		
Other	**-**	-
Total remuneration for audit and other assurance services	**-**	83,839
Taxation services		
Tax compliance services, including review of company income tax returns	**-**	39,364
Total remuneration for taxation services	**-**	39,364
Other services		
Executive share options valuation	**-**	55,982
Purchase price adjustment valuation services	**-**	189,950
Other	**-**	66,937
Total remuneration for other services	**-**	312,869
Total remuneration of Non PricewaterhouseCoopers Australia	**-**	436,072

1. Audit and review of financial reports include one-off fees of $2.2m relating to Zhaopin US GAAP review (IPO requirements).
2. In FY2014 the parent entity and its subsidiaries were audited by PricewaterhouseCoopers Australia and network firms of PricewaterhouseCoopers Australia. In FY2013 OCC was not audited by PricewaterhouseCoopers Australia.

34. 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 SEEK Limited and its subsidiaries.

(a) Basis of preparation

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

(i) Compliance with IFRS

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

(ii) Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, and certain classes of property, plant and equipment.

(iii) Critical accounting estimates

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

(b) Principles of consolidation

(i) Subsidiaries

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 (refer to note 34(g)).

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.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from associates are recognised as reduction in the carrying amount of the investment.

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

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

(iii) Joint venture entities

The interest in a joint venture partnership is accounted for using the equity method after initially being recognised at cost. Under the equity method, the share of the profits or losses of the partnership is recognised in profit or loss, and the share of the post-acquisition movement in other comprehensive income is recognised in other comprehensive income. Any cash contributions made to the jointly controlled entity are recognised in the Group's financial statements as an investment in the jointly controlled entity. Details relating to the partnership are set out in note 25(d)(iii).

(iv) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of SEEK Limited.

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

If the ownership interest in a jointly-controlled entity or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Segment reporting

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

(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 SEEK 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, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Where foreign currency denominated borrowings have been designated as a hedge for accounting purposes and the hedge remains effective, exchange gains and losses are recorded in the net investment hedge reserve. Otherwise exchange gains and losses are presented in the consolidated income statement, within "finance costs". All other foreign exchange gains and losses are presented in the income statement on a net basis within other income or other expenses.

(iii) Group companies

The results and financial position of all 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 income statement and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);
- all resulting exchange differences are recognised in other comprehensive income.

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

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

34. Summary of significant accounting policies continued

(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, rebates, taxes and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised for the major business activities as follows:

(i) Job advertisements

Revenues from the provision of job advertisements are recognised in the period over which the advertisements are placed.

(ii) Banner advertising

Revenues from banner advertising on the Group's websites are generated based on a fixed price which is based on the impressions each banner receives. These revenues are recognised in the period that the impressions occur.

(iii) CV online revenue

Revenue from services provided to jobseekers through CV online is recognised over the service period.

(iv) Offline employment services

Revenue from offline employment services (such as campus recruitment services, assessment services and other human resources related services) is recognised upon delivery of the completion report or when the service performance is complete.

(v) Education: classroom-based training

Revenues from classroom-based training are recognised from course commencement and brought to account on a pro-rata basis over the duration of the relevant teaching period.

(vi) Education: distance learning

Revenues from distance learning are apportioned between an amount recognised on receiving the course materials and an amount over the period to completion. This has been determined with reference to the proportion of costs incurred upfront to the total estimated cost of providing the services.

(vii) Education: commission revenue

Commission revenue is recognised when the customer obtains unconditional access to the course material or when revenue can be reliably estimated. Revenue that relates to agency relationships is recognised on a net basis.

(viii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(ix) Dividends

Dividends are recognised as revenue when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits. However, the investment may need to be tested for impairment as a consequence, refer note 34(k).

(x) Royalty income

Royalty income relates to intercompany charges for the use of intellectual property. It is recognised on an accruals basis and is reviewed annually.

(f) 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 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 Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the 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.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or in profit or loss.

(g) 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 recognises 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 over the fair value 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 recognised 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 re-measured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Acquired deferred tax assets recognised after the initial acquisition accounting will increase the Group's net profit after tax.

34. Summary of significant accounting policies continued

(h) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting period.

(i) Cash and cash equivalents

For the purposes of presentation in the statement of consolidated cash flows, 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 within borrowings in current liabilities in the balance sheet.

(j) 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. This provision includes amounts that are not considered to be recoverable from debtors and amounts that are expected to be credited to debtors. Trade receivables are generally due for settlement within 30 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. A 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. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. 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. In addition, the trade receivables balances are considered for credit notes that are expected to be raised against individual and collective balances.

The amount of the provision relating to non-collectible items is recognised in the consolidated income statement in "operations and administration" expense. The amount of the provision for amounts that are expected to be credited is recognised in the consolidated income statement in "revenue from continuing operations". Trade receivables which are known to be uncollectible are written off against the provision for impairment. Subsequent recoveries of amounts previously written off to the provision for impairment are credited against "operations and administration" expense in the consolidated income statement.

(k) Investments and other financial assets

Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at each reporting date.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months; otherwise they are classified as non-current. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as "finance costs" in the consolidated income statement.

(ii) 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 arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. 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 (note 11) in the consolidated balance sheet. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets quoted in the active market with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period, which would be classified as current assets. After initial measurement, held-to-maturity investments are measured at amortised cost using the EIR, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

(iv) Available-for-sale financial assets

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term.

Recognition and derecognition

Regular purchases and sales of investments are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as gains and losses from investment securities.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Loans and receivables and held-to-maturity investments are subsequently carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in profit or loss within other income or other expenses in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in profit or loss as part of revenue from continuing operations when the Group's right to receive payments is established. Interest income from these financial assets is included in the net gains/(losses).

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income. Details on how the fair value of financial instruments is determined are disclosed in note 10.

Fair value

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using commonly used valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity specific inputs.

Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred

only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. In the case of equity investments classified as available-for-

34. Summary of significant accounting policies continued

(k) Investments and other financial assets continued

sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired.

(l) 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 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. The Group designates certain derivatives as either:

i. hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge),

ii. hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges), or

iii. hedges of a net investment in a foreign operation (net investment hedges).

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

Movements in the hedging reserve in shareholders' equity are shown in note 21. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognised in profit or loss within "finance costs", together with the changes in the fair value of the hedge fixed rate borrowings attributable to interest rate risk. The gain or loss relating to the ineffective portion is recognised in profit or loss within "other income" or "operating and administration expenses".

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity using a recalculated effective interest rate.

(ii) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within "other income" or "operating and administration expenses".

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss. The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in profit or loss within "finance costs".

The gain or loss relating to the effective portion of other derivative instruments, where the underlying exposure is not related to funding the Company, is recognised within profit or loss within other income or "operations and administration expenses".

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss.

(iii) Net investment hedges

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within "other income" or "operating and administration expenses".

Gains and losses accumulated in equity are reclassified to profit or loss when the foreign operation is partially disposed of or sold.

(iv) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in "other income" or "operating and administration expenses".

(m) 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. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of plant and equipment.

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

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

- Plant and equipment: three to ten years.

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 34(h)).

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

(n) Intangible assets

(i) Goodwill

Goodwill is measured as described in note 34(g). 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 but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segments (note 14).

(ii) Brands and licences

Brands and licences are carried at cost less any impairment losses and are not amortised. Instead, they are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired, and are carried at cost or fair value less accumulated impairment losses.

(iii) Course development and accreditation

Costs incurred on developing and designing courses are recognised as an expense unless it is probable that the course will generate future economic benefits and its cost can be measured reliably. Course development expenditure is recognised as an asset at cost less any impairment losses. Once delivery of the course to which the development costs relate has commenced the associated costs are amortised over the life of the accreditation, which is five years.

(iv) Customer relationships

Acquired customer relationships have a finite useful life and are carried at fair value at acquisition date less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the asset over its estimated useful life, which is between one and five years.

(v) Computer software and website development

Costs incurred in acquiring, developing and implementing new websites or software are recognised as intangible assets only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, licences and direct labour. Software has a finite useful life and is carried at cost less accumulated amortisation and impairment losses.

Amortisation is calculated using the straight-line method to allocate the cost of software over their estimated useful lives, which is between three and five years.

34. Summary of significant accounting policies continued

(n) Intangible assets continued

Website developments have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of website development over their estimated useful lives, which is three years.

(vi) Work in progress

Work in progress (WIP) represents intangible assets of other classes not yet put into use. These assets are amortised from the date of completion over their estimated useful life according to the amortisation policies above.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of 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.

(p) Leases

(i) Finance leases

Leases of plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease 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 cost. The finance cost is charged to the profit or 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 asset's useful life or 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.

(ii) Operating leases

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. Leases are made up of operating leases of property. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease. Benefits that are provided to the Group as an incentive to enter into a lease arrangement are recognised as a liability and amortised on a straight-line basis over the life of the lease.

(q) 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. Fees paid on the establishment of loan facilities, which are not an incremental cost relating to the actual draw-down of the facility, are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is amortised on a straight-line basis over the term of the facility.

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

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.

(r) Provisions

Provisions for legal claims and make-good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Make-good provisions are amortised through profit or loss over the life of the lease.

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 may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that 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 recognised as interest expense.

(s) Employee benefits

(i) Wages and salaries, annual leave and sick leave

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

(ii) Long service leave

The liability for long service leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period 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 on government bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows.

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 12 months after the reporting date, regardless of when the actual settlement is expected to occur.

(iii) Retirement benefit obligations

All employees of the Group in Australia and New Zealand are entitled to benefits from the Group's superannuation plan on retirement, disability or death or can direct the Group to make contributions to a defined contribution plan of their choice. All employees in Australia and New Zealand are party to a defined contribution scheme and receive fixed contributions from Group companies and the Group's legal or constructive obligation is limited to these contributions. Contributions to defined contribution section of the Group's superannuation plan and other independent defined contribution superannuation funds are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

Employees of subsidiaries of SEEK Limited who are located outside of Australia and New Zealand are entitled to benefits as outlined in local company policies.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the SEEK Performance Rights and Options Plan (PROP). Information relating to these schemes is set out in the Remuneration Report.

The fair value of rights and options granted under the SEEK PROP is recognised as an employee benefit expense over the period during which the employees become unconditionally entitled to the rights and options with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the rights and options granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest which are revised at the end of each reporting period. The impact of the revision to original estimates, if any, is recognised in the consolidated income statement, with a corresponding adjustment to equity.

The fair value is measured at grant date and the expense recognised over the life of the plan. The fair value is independently determined using a Black-Scholes or similar option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

(v) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments and an individual's personal performance. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(t) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares, performance rights 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 not included in the cost of the acquisition as part of the purchase consideration.

34. Summary of significant accounting policies continued

(t) Contributed equity continued

Where any Group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of SEEK Limited as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of SEEK Limited.

(u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(v) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners 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 and excluding treasury shares.

(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;
- the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(w) Goods and Services Tax (GST) and Valued Added Tax (VAT)

Revenues, expenses and assets are recognised net of the amount of associated GST and VAT, unless the GST and VAT 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 and VAT receivable or payable. The net amount of GST and VAT recoverable from, or payable to, the taxation authority is included within trade and other receivables or trade and other payables in the consolidated balance sheet.

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

Commitments and contingencies are disclosed net of the amount of GST and VAT recoverable from, or payable to, the taxation authority.

(x) Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest hundred thousand dollars, or in certain cases, the nearest dollar.

(y) Parent entity financial information

The financial information for the parent entity, SEEK Limited, disclosed in note 27 has been prepared on the same basis as the consolidated financial statements, except as set out below.

(i) Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of SEEK Limited. Dividends received from associates are recognised in the parent entity's profit or loss when its right to receive the dividend is established, rather than being deducted from the carrying amount of these investments.

(ii) Income tax consolidation legislation

SEEK Limited and its wholly-owned Australian entities have elected to form an income tax consolidated group.

SEEK Limited (as the head entity) and its wholly-owned Australian entities (as members of the SEEK income tax consolidated group) account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the income tax consolidated group continues to be a stand alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, SEEK Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from its wholly-owned entities in the income tax consolidated group.

The entities have also entered into a tax funding agreement under which they fully compensate SEEK Limited for any current tax payable assumed and are compensated by SEEK Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to SEEK Limited under the income tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments. Assets or liabilities arising under the tax funding agreement with the income tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) entities within the SEEK income tax consolidated group.

(iii) Financial guarantees

Where the parent entity has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for as contributions and recognised as part of the cost of the investment.

(z) Discontinued operation

A discontinued operation is a component of the consolidated entity's business that represents a separate line of business operations that has been disposed of or is held for sale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale if earlier. When an operation is classified as a discontinued operation, the comparative statement of comprehensive income is restated as if the operation had been discontinued from the start of the period.

(aa) New and amended Accounting Standards and Interpretations

(i) New and amended Accounting Standards and Interpretations issued and effective

The Group has adopted the following new and amended Accounting Standards and Interpretations which were applicable as disclosed in the table below. Adoption of these new and amended Accounting Standards and Interpretations has not had a material impact on the Company or the Group.

Summary	Application date of standard	Application date for Group
AASB 10 – *Consolidated Financial Statements* AASB 10 establishes a new control model that applies to all entities. It replaces parts of AASB 127 *Consolidated and Separate Financial Statements* dealing with the accounting for consolidated financial statements and UIG-112 *Consolidation – Special Purpose Entities*. The new control model broadens the situations when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations.	1 January 2013	1 July 2013
AASB 11 – *Joint Arrangements* AASB 11 replaces AASB 131 *Interests in Joint Ventures* and UIG-113 *Jointly-controlled Entities – Non-monetary Contributions by Ventures*. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. It removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint ventures that give the venturers a right to the net assets are accounted for using the equity method.	1 January 2013	1 July 2013
AASB 12 – *Disclosure of Interests in Other Entities* AASB 12 includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structures entities. New disclosures have been introduced about the judgements made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests.	1 January 2013	1 July 2013

34. Summary of significant accounting policies continued

(aa) New and amended Accounting Standards and Interpretations continued

Summary	Application date of standard	Application date for Group
AASB 13 – *Fair Value Measurement* and AASB 2011-8 *Amendments to Australian Accounting Standards arising from AASB 13* AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.	1 January 2013	1 July 2013
AASB 119 – *Employee Benefit*, AASB 2011-10 *Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)* and AASB 2011-11 *Amendments to AASB 119 (September 2011) arising from Reduced Disclosure Requirements* The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date.	1 January 2013	1 July 2013
AASB 2012-2 – Amendments to Australian Accounting Standards – *Disclosures – Offsetting Financial Assets and Financial Liabilities* AASB 2012-2 principally amends AASB 7 *Financial Instruments: Disclosures* to require disclosure of the effect or potential effect of netting arrangements. This includes rights of set-off associated with the entity's recognised financial assets and liabilities on the entity's financial position, when the offsetting criteria of AASB 132 are not all met.	1 January 2013	1 July 2013
AASB 2012-5 – *Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle* AASB 2012-5 makes amendments resulting from the 2009-2011 Annual Improvements Cycle. The standard addresses a range of improvements, including the following: • Repeat application of AASB 1 is permitted (AASB 1); • Clarification of the comparative information requirements when an entity provides a third balance sheet (AASB 101 *Presentation of Financial Statements*).	1 January 2013	1 July 2013
AASB 2011-4 – *Amendments to Australian Accounting Standards* to *Remove Individual Key Management Personnel Disclosure Requirements* removes the individual KMP disclosure requirements for all disclosing entities in relation to equity holdings, loans and other related party transactions.	1 July 2013	1 July 2013
AASB 2013-3 – Amendments to AASB 136 *Recoverable Amount Disclosures for Non-Financial Assets* The AASB has made small changes to some of the disclosures that are required under AASB 136 *Impairment of Assets*. These may result in additional disclosures if the Group recognises an impairment loss or the reversal of an impairment loss during the period. They will not affect any of the amounts recognised in the financial statements.	1 January 2014	1 July 2013

(ii) Accounting standards issued but not yet effective

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2014 reporting periods and have not been early adopted by the Group. Initial application of the following Standards and Interpretations will not affect any of the amounts recognised in the financial report, but may change the disclosures presently made in relation to the Group.

The Group's interpretation of the impact of these new standards is set out below:

Summary	Application date of standard	Application date for Group
AASB 2012-3 – *Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities* AASB 2012-3 adds application guidance to AASB 132 *Financial Instruments: Presentation* to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	1 January 2014	1 July 2014
AASB 9 – *Financial Instruments* AASB 9 includes requirements for the classification and measurement of financial assets. It was further amended by AASB 2010-7 to reflect amendments to the accounting for financial liabilities and by AASB 2012-6 to delay the mandatory effective date to 1 January 2015. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139.	1 January 2015	1 July 2014
Annual Improvements 2010-2012 Cycle This standard sets out amendments to International Financial Reporting Standards (IFRSs) and the related bases for conclusions and guidance made during the International Accounting Standards Board's Annual Improvements process. These amendments have not yet been adopted by the AASB.	1 July 2014	1 July 2014
AASB 1031 – *Materiality* The revised AASB 1031 is an interim standard that cross-references to other Standards and the Framework (issued December 2013) that contain guidance on materiality. AASB 1031 will be withdrawn when references to AASB 1031 in all Standards and Interpretations have been removed.	1 January 2014	1 July 2014
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 – so the notion of control replaces the existing notion of risks and rewards.	1 January 2017	1 July 2017

Directors' Declaration

In the directors' opinion:

a. the financial statements and notes set out on pages 55 to 143 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 SEEK Limited will be able to pay its debts as and when they become due and payable; and

c. at the date of this declaration, there are reasonable grounds to believe that the members of the extended closed Group identified in note 26 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 26.

Note 34(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 Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

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

Neil Chatfield
Chairman

Melbourne
20 August 2014

Independent auditor's report to the members of SEEK Limited

Report on the financial report

We have audited the accompanying financial report of SEEK Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated 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 the SEEK Limited Group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at 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 34, 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 opinion.

Independence

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

PricewaterhouseCoopers, ABN 52 780 433 757
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Auditor's opinion

In our opinion:

(a) the financial report of SEEK 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*.

(b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 34.

Report on the Remuneration Report

We have audited the remuneration report included in pages 22 to 43 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 SEEK Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

John Yeoman
Partner

Melbourne
20 August 2014

Shareholder Information

The shareholder information set out below was applicable as at 1 October 2014.

A. Distribution of shareholders

Analysis of numbers of ordinary shareholders by size of holding:

Range	Total holders	Shares	% of Issued Capital
1 – 1,000	9,760	4,926,644	1.44
1,001 – 5,000	7,993	18,681,473	5.46
5,001 – 10,000	1,264	9,160,166	2.68
10,001 – 100,000	694	15,797,907	4.61
100,001 +	77	293,768,932	85.81
Total	**19,788**	**342,335,122**	**100.00**

There were 366 holders of less than a marketable parcel of ordinary shares.

B. Twenty largest quoted equity security holders

The names of the twenty largest registered holders of quoted equity securities are listed below:

	Ordinary Shares	
Name	Number Held	% of Issued Capital
JP Morgan Nominees Australia Limited	79,660,760	23.27
National Nominees Limited	58,900,997	17.21
HSBC Custody Nominees (Australia) Limited	55,053,584	16.08
Citicorp Nominees Pty Limited	20,794,987	6.07
BNP Paribas Noms Pty Ltd <DRP>	13,088,238	3.82
Kiteford Pty Ltd (Andrew Bassat Family Trust)	11,250,113	3.29
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	7,658,878	2.24
Netherlane Pty Ltd (Paul Bassat Family Trust)	7,352,747	2.15
HSBC Custody Nominees (Australia) Limited <Nt-Comnwlth Super Corp A/C>	4,047,950	1.18
Daleford Way Pty Ltd	3,400,000	0.99
RBC Investor Services Australia Nominees Pty Limited <BKCUST A/C>	3,104,703	0.91
UBS Wealth Management Australia Nominees Pty Ltd	2,884,624	0.84
BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	2,705,803	0.79
Mr Andrew Reuven Bassat	2,586,292	0.76
AMP Life Limited	1,513,994	0.44
Mutual Trust Pty Ltd	1,314,798	0.38
Mr Roger William Allen	1,145,820	0.33
Australian Foundation Investment Company Limited	1,105,000	0.32
RBC Investor Services Australia Nominees Pty Limited <GSAM A/C>	1,083,964	0.32
SmallCo Investment Manager Ltd <The Cut A/C>	870,200	0.25
Top 20 holders of Ordinary Fully Paid Shares (total)	279,523,452	81.64
Other shareholders	62,811,670	18.36
Total	**342,335,122**	**100.00**

Unquoted equity securities

Options issued to take up ordinary shares under the:

	Number held	Number of holders
Performance Rights and Options Plans	8,172,961[1]	53

1. The following persons hold 20% or more of these securities: Andrew Bassat 38.4%.

C. Substantial Holders

Substantial holders in the company are set out below:

	Number held[1]	% issued capital
Fidelity International Group	34,670,996	10.13
Hyperion Asset Management	24,174,643	7.06

1. Number of shares held by substantial shareholders is based on the most recent notifications lodged by substantial shareholders with the ASX.

D. Voting Rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No voting rights.

Five Year Financial Summary

Operating Results	2010 $m	2011 $m	2012 $m	2013 $m	**2014 $m**
Sales revenue					
Employment - job and banner advertising	172.7	224.0	247.8	234.9	**241.2**
International - job, banner advertising and CV online	-	8.7	62.1	224.7	**384.4**
Learning - commission revenue	43.6	44.5	45.7	57.8	**84.7**
Learning - classroom-based training	-	-	3.8	3.5	**3.0**
Eliminations - intercompany transactions	(5.1)	(3.2)	(4.0)	(3.9)	**(2.1)**
Discontinued operation - THINK - classroom-based training[4]	69.5	69.1	86.9	103.2	**45.2**
Total sales revenue[1]	280.7	343.1	442.3	620.2	**756.4**
Segment EBITDA[2]	117.4	135.6	193.6	239.6	**308.5**
Segment EBITDA to sales (%)	41.8%	39.5%	43.8%	38.6%	**40.8%**
Share of results of equity accounted investments[3]	11.4	24.7	30.9	27.1	**18.7**
Net profit after tax (NPAT)	89.5	96.7	137.5	313.7	**223.4**
Non-controlling interests	-	1.0	(5.8)	(13.6)	**(27.8)**
Profit for the year attributable to owners of SEEK Limited	89.5	97.7	131.7	300.1	**195.6**
SEEK's share of results of equity accounted investments[3]					
IDP	9.8	7.7	8.2	10.6	**14.0**
Zhaopin	(3.8)	8.7	16.5	11.3	**-**
Brasil Online	4.4	4.1	4.6	-	**-**
JobStreet	1.0	2.7	2.8	4.0	**(0.4)**
OCC	-	0.8	0.8	-	**-**
JobsDB	-	0.7	-	-	**-**
Swinburne Online	-	(0.0)	(2.0)	1.2	**6.4**
OAM	-	-	-	-	**(1.2)**
Bdjobs	-	-	-	-	**0.1**
JobAdder	-	-	-	-	**(0.2)**
Total SEEK's share of results of equity accounted investments[3]	11.4	24.7	30.9	27.1	**18.7**
Balance Sheet					
Current assets	76.5	160.5	167.5	320.9	**446.1**
Non-current assets	437.2	810.1	1,232.2	1,883.7	**1,786.1**
Total assets	513.7	970.6	1,399.7	2,204.6	**2,232.2**
Current Liabilities	50.4	237.2	223.4	358.2	**284.8**
Non-current liabilities	110.3	298.6	405.2	549.8	**478.8**
Total liabilities	160.7	535.8	628.6	908.0	**763.6**
Net assets	353.0	434.8	771.1	1,296.6	**1,468.6**
Equity	353.0	434.8	771.1	1,296.6	**1,468.6**
Gearing (debt/debt+equity)	22.1%	38.8%	29.2%	27.4%	**21.5%**
Per ordinary share ($) (from continuing operations)					
Dividends - interim	5.2	6.8	8.3	10.0	**14.0**
Dividends - final	6.7	7.5	9.0	12.0	**16.0**
Dividends - total	11.9	14.3	17.3	22.0	**30.0**
Basic earnings per share	26.6	29.0	39.1	89.0	**57.7**
Diluted earnings per share	26.5	28.9	38.9	88.3	**56.8**

1. Sales revenue is revenue excluding interest, dividend, other revenue and other income from fair value gains on aquisitions.
2. Segment EBITDA is earnings before interest, tax, depreciation and amortisation and excludes share of results of equity accounted investments, amortisation of share-based payments and long-term incentives, gains/losses on investing activities, and other non-operating gains/losses.
3. Includes dilution of investments in associates.
4. THINK business was sold in November 2013 and treated as a discontinued operation from this time.

“Life is like a blank canvas - it’s up to you how you want to paint it” Unknown.

Directors
Neil G Chatfield
Chairman

Andrew R Bassat
Managing Director and Chief Executive Officer

Colin B Carter

Denise I Bradley

Graham B Goldsmith

Julie Fahey

Moana Weir
Secretary

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Ph: +61 3 9415 4000

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PricewaterhouseCoopers
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SOUTHBANK VIC 3006

Stock exchange listing
SEEK Limited shares are listed on the Australian Stock Exchange (Listing code: SEK)

Zhaopin Limited American Depositary Shares are listed on the New York Stock Exchange (Listing code: ZPIN)

Website
www.seek.com.au

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