

# TASSAL GROUP LIMITED

ABN 15 106 067 270

## APPENDIX 4E

### PRELIMINARY FINAL REPORT

for the Year ended 30 June 2015

(previous corresponding period: Year ended 30 June 2014)

#### RESULTS FOR ANNOUNCEMENT TO MARKET

	Year ended 30 June 2015 \$'000	Year ended 30 June 2014 \$'000	Period Movement up / (down) \$'000	Period Movement up / (down) %
Revenue (from all sources)	309,790	266,331	43,459	16.32
Profit after income tax expense	49,992	41,061	8,931	21.75
Net profit after income tax expense attributable to members	49,992	41,061	8,931	21.75

Dividends	Amount per security	Franked amount per security
Final dividend:		
- Current reporting period*	7.00¢	3.50¢
- Previous corresponding period	6.00¢	3.00¢
Interim dividend:		
- Current reporting period	7.00¢	3.50¢
- Previous corresponding period	5.50¢	2.75¢
Record date for determining entitlements to the Final Dividend	11 September 2015	
Date of payment of Final Dividend	30 September 2015	
* The financial effect of the Final Dividend in respect of the current reporting period will be recognised in the next reporting period because it has been declared subsequent to 30 June 2015.		

NTA Backing	Current Period	Previous Corresponding Period
Net tangible asset backing per ordinary security	\$2.28	\$2.07

This report is based on accounts which have been audited. This report, and the accounts upon which it is based, use the same accounting policies.

#### Annual General Meeting

Place: Executive Room II, The Westin, 205 Collins Street, Melbourne, Victoria

Date: Wednesday 28 October 2015

Time: 2:00pm



# TASSAL GROUP LIMITED

ACN 106 067 270

Annual Financial Report  
for the year ended  
30 June 2015

# CONTENTS

Tassal Group Limited and Controlled Entities

<b>COMPANY DIRECTORY</b>	<b>3</b>
<b>CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT</b>	<b>4 - 15</b>
<b>DIRECTORS' REPORT</b>	<b>16 - 33</b>
<b>AUDITOR'S INDEPENDENCE DECLARATION</b>	<b>34</b>
<b>TABLE OF CONTENTS</b>	<b>35</b>
<b>INCOME STATEMENT</b>	<b>36</b>
<b>STATEMENT OF COMPREHENSIVE INCOME</b>	<b>37</b>
<b>STATEMENT OF FINANCIAL POSITION</b>	<b>38</b>
<b>STATEMENT OF CHANGES IN EQUITY</b>	<b>39</b>
<b>STATEMENT OF CASHFLOWS</b>	<b>40</b>
<b>NOTES TO THE FINANCIAL STATEMENTS</b>	<b>41 - 83</b>
<b>DIRECTORS' DECLARATION</b>	<b>84</b>
<b>INDEPENDENT AUDITOR'S REPORT</b>	<b>85 - 86</b>
<b>ADDITIONAL SECURITIES EXCHANGE INFORMATION</b>	<b>87</b>

# COMPANY DIRECTORY

## Tassal Group Limited and Controlled Entities

### DIRECTORS

Allan McCallum, Dip.Ag Science, FAICD (Chairman)

Trevor Gerber, B.Acc CA (SA)

John Watson, AM, MAICD

Christopher Leon, BScEng, MEngSci, FAICD

Mark Ryan, B.Com, CA, MAICD, FAIM (Managing Director)

Michael Carroll, BAgSc, MBA, FAICD

### CHIEF EXECUTIVE OFFICER

Mark Ryan, B.Com, CA, MAICD, FAIM

### COMPANY SECRETARY

Monika Maedler, BEc, LLB, FCIS

### REGISTERED OFFICE\*

Level 9  
1 Franklin Wharf  
Hobart  
Tasmania 7000  
Telephone (03) 6244 9099  
Facsimile (03) 6244 9002  
E-mail [tassal@tassal.com.au](mailto:tassal@tassal.com.au)  
Website [www.tassal.com.au](http://www.tassal.com.au)  
ABN 15 106 067 270

(\*Also principal administration office)

### AUDITORS

Deloitte Touche Tohmatsu  
Level 8  
22 Elizabeth Street  
Hobart  
Tasmania 7000

### BANKERS

Westpac Banking Corporation  
Level 7  
150 Collins Street  
Melbourne  
Victoria 3000

BankWest  
Level 6  
600 Bourke Street  
Melbourne  
Victoria 3000

### STOCK EXCHANGE LISTING

Tassal Group Limited is listed on the Australian Securities Exchange.

The Home Exchange is Melbourne, Victoria.

ASX Code: TGR

### SHARE REGISTRY

Register of Securities is held at the following address:

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

Enquiries (within Australia)	1300 850 505
Enquiries (outside Australia)	61 3 9415 4000
Investor Enquiries Facsimile	61 3 9473 2555
Website	<a href="http://www.computershare.com">www.computershare.com</a>

### EXECUTIVE DIRECTORY

Mark Ryan	Managing Director and Chief Executive Officer
Andrew Creswell	Chief Financial Officer
Ben Daley	Head of Supply Chain and Commercial Services
Caroline Hounsell	Senior Manager Marketing
David Kiemele	Head of Farming
Kaylene Little	Head of People, Culture and QA
Monika Maedler	General Counsel and Company Secretary
Ian Miles	Head of Safety
Justin O'Connor	Head of Engineering and Risk
Linda Sams	Head of Sustainability
Dale Williams	Head of Sales and Marketing

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

### Results and Performance Overview

The Directors of Tassal Group Limited (**Tassal**) are pleased to present the Company's Appendix 4E: Full Year Report to 30 June 2015 (FY2015).

In providing this overview of Tassal's financial and operational results for FY2015, the Directors believe that the Company is continuing to perform in line with its Strategic Plan. Tassal's domestic market strategy has continued to deliver long term sustainable returns as salmon per capita consumption continues to grow.

The Company's balance sheet continues to strengthen to support future growth aspirations. Cashflows have been prudently utilised to ensure appropriate investment in fish growth from both a fish number and weight perspective, and a responsible capital spend has been undertaken to underpin sustainable growth in longer term returns.

During FY2015, Tassal broadened its strategy to include both Salmon and Seafood. The overarching strategic focus now for Tassal is to deliver sustainable long term returns to shareholders as the leader in salmon and seafood in Australia, selling highly recognised ethical valued brands and products to Australian consumers and retailers – while operating in a zero harm environment.

To achieve this broadened strategy, Tassal acquired the business of De Costi Seafoods (effective 1 July 2015). De Costi Seafoods will underpin additional growth for Tassal from FY2016 on, with the acquisition immediately earnings per share accretive pre-synergies. Following this acquisition, Tassal's total addressable market opportunity has grown from \$700 million to \$4.3 billion annually.

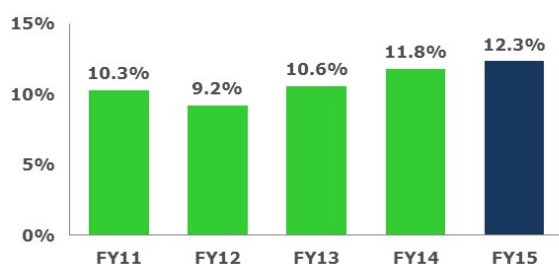
Moving forward, the core focus for Tassal is to further improve customer value and build stronger strategic relationships through:

- Optimising the supply value chain through scale and national co-ordination of procurement, processing and distribution = improved availability
- Insights led Seafood marketing, innovation and category management = increased domestic Salmon and Seafood consumption.

We believe that the outcome of Tassal's strategic focus will allow it to generate growing returns from its sales initiatives and assets, equity and capital employed. Tassal will ensure that an appropriate capital and operational investment programme is in place that allows the Company over time to maximise domestic market per capita consumption for salmon and seafood.

The FY2015 results provide clear evidence that the Company's strategy is delivering improved profitability and returns.

#### Statutory Return on Assets (Statutory EBIT / Total Assets)



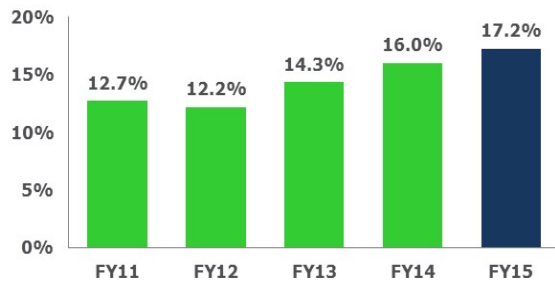
#### Statutory Return on Equity (Statutory NPAT / Net Assets)



# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

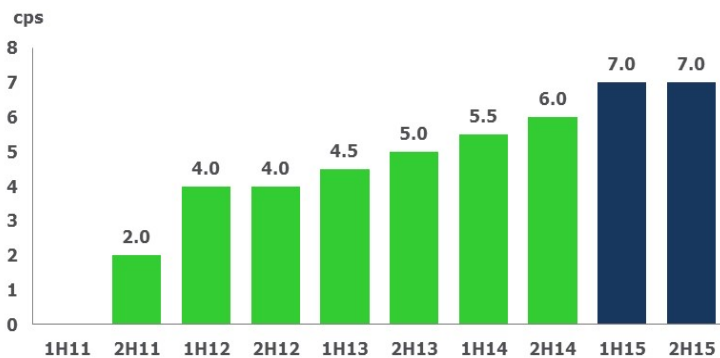
### Statutory Return on Capital Employed (Statutory EBIT / Debt + Equity)



### Dividend

Reflecting the Company's strong cashflows, strong balance sheet and attractive growth outlook, the Directors of Tassal declared a 50% franked final dividend for FY2015 of 7.00 cents per share.

Together with the interim FY2015 dividend declared of 7.00 cents per share (50% franked), the company's total FY2015 dividend was up 21.7% to 14.00 cents per share (50% franked) from FY2014's total dividend of 11.50 cents per share (50% franked).



The record and payment dates for the FY2015 final dividend will be 11 September 2015 and 30 September 2015 respectively.

Tassal's Directors currently expect that dividend payments for FY2016 will continue to be 50% franked.

### Key financial performance indicators

The table below outlines key consolidated financial performance indicators for FY2015 and the growth achieved by the company over the past 12 months.

	Financial Year Ended 30-Jun-15 \$'000	Financial Year Ended 30-Jun-14 \$'000	Period Movement up / (down) \$'000	Period Movement up / (down) %
<b>Statutory result</b>				
Revenue (from all sources)	\$ 309,790	\$ 266,331	\$ 43,459	16.32%
EBITDA	\$ 93,965	\$ 78,597	\$ 15,368	19.55%
EBIT	\$ 75,597	\$ 63,128	\$ 12,469	19.75%
Profit before income tax expense	\$ 70,875	\$ 58,061	\$ 12,814	22.07%
Income tax expense	\$ (20,883)	\$ (17,000)	\$ 3,883	22.84%
Net profit after income tax expense	\$ 49,992	\$ 41,061	\$ 8,931	21.75%
Basic earnings per share	\$ 0.3405	\$ 0.2803	\$ 0.0601	21.45%
Diluted earnings per share	\$ 0.3383	\$ 0.2782	\$ 0.0601	21.61%
Gearing Ratio	17.60%	15.41%	(0.022)	(14.26%)
Interest Cover (x)	16.01	12.46	3.55	28.50%
Net Assets (\$'000)	\$ 373,333	\$ 341,923	\$ 31,410	9.19%
Net Assets per Share	\$ 2.54	\$ 2.33	\$ 0.21	8.90%
NTA (\$'000)	\$ 334,298	\$ 302,887	\$ 31,410	10.37%
NTA per Share	\$ 2.28	\$ 2.07	\$ 0.21	10.08%
ROE (NPAT / Equity)	13.39%	12.01%	0.014	11.51%
ROCE (EBIT / Debt + Equity)	17.22%	16.00%	0.012	7.63%
ROA (EBIT / Total Assets)	12.33%	11.77%	0.006	4.83%

#### 1. Definitions:

Interest Cover (x): EBIT / finance costs (Note: exclusive of borrowing costs capitalised to biological assets pursuant to AASB 123 'Borrowing Costs')

NTA (\$'000): Total equity less goodwill and other intangible assets

NTA per Share (\$): (Total equity less goodwill and other intangible assets) / shares on issue

ROE: Net profit after tax / total equity

ROCE: EBIT / debt plus total equity

ROA: EBIT / total assets

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

### Overview

Over FY2015, Tassal performed in line with its Strategic Plan, with the following overarching comments highlighting this position.

### Financial results

Tassal has followed the guidance for underlying profit as issued by the Australian Institute of Company Directors and Financial Services Institute of Australasia in March 2009 and ASIC Regulator Guide RG 230 '*Disclosing non-IFRS financial information*'.

The table below reconciles the reported and operational results for FY2015 and FY2014.

Full Year ended 30 June 2015	Statutory Profit \$'000	Non Recurring Items \$'000	Underlying Profit \$'000	AASB 141 Impact \$'000	Operational Result \$'000
Revenue (from all sources)	\$ 309,790	\$ -	\$ 309,790	\$ -	\$ 309,790
EBITDA	\$ 93,965	\$ -	\$ 93,965	\$ (21,378)	\$ 72,587
EBIT	\$ 75,597	\$ -	\$ 75,597	\$ (21,378)	\$ 54,219
Profit before income tax expense	\$ 70,875	\$ -	\$ 70,875	\$ (21,378)	\$ 49,497
Income tax expense	\$ (20,883)	\$ -	\$ (20,883)	\$ 6,413	\$ (14,470)
Net profit after income tax expense	\$ 49,992	\$ -	\$ 49,992	\$ (14,965)	\$ 35,027

Full Year ended 30 June 2014	Statutory Profit \$'000	Non Recurring Items \$'000	Underlying Profit \$'000	AASB 141 Impact \$'000	Operational Result \$'000
Revenue (from all sources)	\$ 266,331	\$ -	\$ 266,331	\$ -	\$ 266,331
EBITDA	\$ 78,597	\$ -	\$ 78,597	\$ (15,052)	\$ 63,545
EBIT	\$ 63,128	\$ -	\$ 63,128	\$ (15,052)	\$ 48,076
Profit before income tax expense	\$ 58,061	\$ -	\$ 58,061	\$ (15,052)	\$ 43,009
Income tax expense	\$ (17,000)	\$ -	\$ (17,000)	\$ 4,516	\$ (12,484)
Net profit after income tax expense	\$ 41,061	\$ -	\$ 41,061	\$ (10,536)	\$ 30,525

### Statutory results

The key FY2015 statutory financial results highlights were:

- accounting standard AASB 141 '*Agriculture*' increment up 42.0% to \$21.378 million before tax (FY2014: \$15.052 million);
- earnings before interest, tax, depreciation and amortisation (EBITDA) up 19.5% to \$93.965 million (FY2014: \$78.597 million);
- earnings before interest and tax (EBIT) up 19.7% to \$75.597 million (FY2014: \$63.128 million); and
- net profit after tax (NPAT) up 21.7% to \$49.992 million (FY2014: \$41.061 million).

### Underlying results

There were no non-recurring items reported.

### Operational results

The key FY2015 operating results highlights were:

- EBITDA up 14.2% to \$72.587 million (FY2014: \$63.545 million);
- EBIT up 12.8% to \$54.219 million (FY2014: \$48.076 million); and
- NPAT up 14.7% to \$35.027 million (FY2014: \$30.525 million).

Tassal's operational and financial performance has been assessed against the company's four **strategic priorities**.

#### 1. Zero Harm

Tassal's Board has endorsed a health and safety strategy that has as its core value **Zero Harm For Everyone, Everywhere**. Tassal's commitment to safety is consistent with the company's focus on maximising shareholder value.

Ultimately, no job is so important that it cannot be done safely.

With respect to key developments over FY2015 from a Zero Harm perspective:

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

- Satisfactory results achieved on all previously established lead & lag indicators from a safety perspective. All indicators are trending in the right direction
- The cultural program progress is supported via external survey which confirms the company's journey to "interdependence" is on track - but not yet complete. Interdependence is about engendering an "I take care" and "I care for" approach
- AS 18001 & 4801 accreditation was maintained
- 14 of Tassal's 15 operational sites (93.3%) achieved Zero Harm targets.

While Tassal's safety performance improved over FY2015, until the company delivers its core value of Zero Harm Tassal will rank itself at an **unacceptable level**.

The company has charted a path that is expected to see all of its sites achieving the "zero harm" goal by FY2016.

	FY 2014 Actual	FY 2015 Target	FY 2015 Actual	FY 2016 Target
<b>LTIFR</b>	1.4	<1.4	0.6	0.0
<b>Incident rate</b>	0.2	<0.2	0.1	0.0
<b>ATLR</b>	3.5	<3.0	1.0	0.0
<b>MTIFR</b>	38.2	35.0	29.6	20.0
<b>Safety Scorecard</b>	93%	93%	95%	95%

### 1. Definitions:

LTIFR – Lost Time Injury Frequency Rate: (Number of Lost Time Injuries/Total Number of Hours Worked) X 1,000,000 hours

Incident Rate: (Number of Lost Time Injuries/Number of Employees) X 100

ATLR – Average Time Lost Rate: Number of Working Days Lost/Number of Lost Time Injuries)

MTIFR – Medical Treated Injury Frequency Rate: (Number of Medically Treated Injuries/Total Number of Hours Worked) X 1,000,000 hours

### 2. Optimise the business

From an operating results perspective, Tassal's performance reflected the company's continued focus on delivering its overall Strategic Plan priorities and targets.

Sales revenue was up 16.3% to \$309.79 million as Tassal benefited from increasing per capita consumption and strong growth in domestic wholesale market sales, up 33.6%. Domestic retail market revenue grew 7.7%.

Further, EBITDA was up 14.2% to \$72.59 million, reflecting operational efficiencies and sustainable contribution margins generated from domestic market sales.

Tassal is sustainably generating more revenue from its sales initiatives through growing salmon per capita consumption. Management's relentless focus on growing domestic per capita consumption has clearly been shown to be the right strategy. It is important that Tassal continues to drive domestic per capita consumption for both salmon and seafood to maximise the opportunities in the domestic market.

Tassal's marketing campaign continued to build brand and drive sales in the core domestic wholesale and retail markets. Tassal's sustainability platform – which was certified against the Aquaculture Stewardship Council Certification – has delivered on a quality differentiation from both a product and operational perspective.

The focus for FY2015 was on more efficient operational performance right across our supply value chain – from growing and processing to logistics and distribution – which enabled the Company to mitigate the negative impact of lower pricing in the wholesale and export markets. Tassal has been effective in streamlining processes right across its supply value chain.

In particular, the company's Selective Breeding Program (SBP) is delivering significant operational benefits. The results of the SBP are clearly evident when considering the performance of the primary harvest year class of fish from the commencement of the SBP until now. From the 2008 year class (i.e. primary harvest for FY2010) until the forecast performance of the 2014 year class (i.e. primary harvest for FY2016), Tassal is experiencing:

- an 18% increase in average harvest HOG weight, from 3.640 HOG kg to 4.480 HOG kg; at the same time as
- a 16% decrease in average days at sea (i.e. 85 days less growing time).



# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

### 3. Maximise cashflow

Tassal continued to generate strong operating cashflows of \$42.696 million over FY2015. While this amount was lower than the previous year (FY2014: \$50.626 million) supportive fish growing conditions saw the company utilise its strong cashflow on growing fish to support future earnings growth.

As a result of this investment in fish, the value of biological assets, a key forward indicator of earnings, was up \$34.122 million to \$222.906 million (FY2014: \$188.784 million). Supporting increasing fish size provides operational and financial benefits to the company and is important in terms of long term sustainable growth in shareholder value.

Tassal is an agricultural stock and accordingly, the Directors are focussed on ensuring sufficient headroom in facilities to allow Tassal to absorb / risk mitigate the agricultural risk and consider growth opportunities. The Directors believe that the Company is appropriately structured, both financially and operationally, to both absorb / risk mitigate the agriculture risk and action growth opportunities.

The key financial highlights for FY2015 were:

- Gearing ratio, as represented by net debt to equity, 17.6% (30 June 2014: 15.4%); and
- Funding ratio, as represented by net debt + receivable purchase facility to equity, at 34.9% (30 June 2014: 29.1%).

The Directors believe that it is important to reinvest cashflow to make Tassal's business more sustainable, scalable and move closer to global best practice from an operational, financial and strategic perspective.

The Company's cashflow was utilised to set up an improved operating and financial performance for FY2015 and beyond:

- Operating cashflow was down 15.7% to \$42.696 million (FY2014: \$50.626 million). Overall, sustainable contribution margins continue to be generated from domestic market sales, allowing for increased investment in live fish and inventory to support future sales growth initiatives. Optimising fish performance gives financial and operational benefits to Tassal through increasing fish numbers and size for its operational platform
- Investing cashflow increased by \$6.797 million to \$36.639 million (FY2014: \$29.842 million) to support the Company's hatchery expansion and biomass growth
- Financing activities at \$(0.389) million reflecting the net impact of new debt offset against dividends paid.

### 4. Deliver acceptable returns

The overarching strategic focus for Tassal is to deliver sustainable long term shareholder returns. This focus ensures the efficient use of Tassal's underlying asset base for earnings growth.

The Board believes that the Company has been successful in mitigating (where possible) the risk of Tassal at both the sales/marketing and fish growing ends of its business, albeit Tassal is still an agricultural stock and further risk mitigation in the hatching and growing ends of the business is warranted.

Tassal has made significant progress towards achieving more acceptable return levels, as outlined in the charts earlier.

## Business fundamentals

The Directors believe that it is important to acknowledge the following fundamentals as they apply to Tassal:

- Tassal's strategy has evolved to include both salmon and seafood with the aim of delivering sustainable long term returns to shareholders as the leader in salmon and seafood in Australia, selling highly recognised, ethical, valued brands and products to Australian consumers and retailers – while operating in a zero harm environment.

In light of the Company's new growth strategy, the acquisition of the De Costi Seafoods business was compelling. De Costi Seafoods is one of the largest in Australia's seafood industry. It has access to the best seafood range, a strong capability to process a wide variety of seafood, market leading seafood expertise, and a central location that enables it to service retailers, wholesalers and foodservice providers in Australia's \$4.3 billion annual seafood market.

- Tassal's strategic focus is to maximise shareholder value by growing Australian per capita seafood consumption to ensure the optimal balance between sales and marketing and production and processing. This balancing of Tassal's fish supply is considered critical to ensure that short and long term strategic, operational and financial growth is maximised to enable sustainable earnings growth;

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

- Like other aquaculture and agriculture businesses, salmon farming is a capital intensive industry. Salmon farming is a rolling process and in a steady state of production there will be at least three concurrent Year Class generations at different points in their lifecycle, together with a minimum level of capital expenditure required. With Tassal in a growth mode executing its Strategic Plan, funding has been required not only for the growth of the current production of fish and replacement capital expenditure, but also to fund expansionary fish production and capital expenditure on infrastructure assets;
- Given the production lifecycle of fish, there is a fundamental gap in the capital expenditure, working capital and profit cycles. Accordingly, it is important to apply Accounting Standard AASB 141 'Agriculture' in understanding Tassal's financial results and to ensure consistency in financial comparison and measurement with global aquaculture companies; and
- The Board considers Tassal to be a sustainable aquaculture company from an environmental, operational and financial perspective. Tassal believes that part of its role is as a custodian of the environment – particularly the marine environment. Tassal has achieved ASC certification for all of its farm sites – a global first. Tassal has maintained its industry leading position in implementing a sustainability focus throughout the Company. Key to this focus is meaningful communication with all stakeholders, including customers. Tassal's goal is to develop significant environmental and social initiatives led by stakeholder input.
- It is not enough for Tassal to be profitable. Investors, customers, consumers and the public expect Tassal to be socially and environmentally responsible. Tassal understands that community and environmental values are important. Tassal clearly understands that we can and do make a difference. Overall, Tassal is mitigating risk via a focus on sustainability by:
  - implementing best practice infrastructure and fish health capacity;
  - focusing on impact mitigation and stakeholder engagement;
  - forming collaborative, forward focussed research partnerships; and
  - implementing and resourcing compliance, communication, stakeholder, and seal management plans – together with transparency in reporting.
- Tassal has robust **risk mitigation strategies** in place to manage risks in an operational and financial context, however it is still faced with agricultural risk. Risk mitigation, particularly around operational risk in the marine environment is a continuous focus at Tassal, with mitigation planning focussed on both the consequence and likelihood of risks. The key risks are as follows:
  - Summer remains a challenging period in terms of fish growth and survival, particularly with Tassal's South East Tasmanian sea sites. To further risk mitigate summer water temperatures, the focus has been to implement a harvest strategy in South East Tasmania that allows us to harvest fish at a quicker rate and therefore maximise survival of fish and accordingly, maximise fish biomass;
  - Amoebic Gill Disease (**AGD**) remains a significant issue. The introduction of the harvest strategy, together with additional fish now grown in Macquarie Harbour (where there is no AGD) and with 100% of the fish now from the Selective Breeding Program (**SBP**) – all these measures will greatly assist in mitigating this risk. Specifically the SBP is designed to breed a more robust Salmon and remove the requirement of one bath per fish growing cycle; and
  - Seals remain a significant challenge, and are an extremely important environmental and social issue for Tassal and our stakeholders. Seal interactions are increasing year on year. Australian and New Zealand fur seals are protected wildlife and are the natural and rightful inhabitants of the marine environment. Seals are attracted to salmon farms because of food availability and commonly directly interact with our farms by chewing through nets, jumping over handrails and entering the sea pens. Managing seal interactions is a complex, costly and ever changing challenge with no easy answer. We continue to monitor seals and seal interactions extremely closely as effective management of this issue is a matter of critical importance to Tassal, as seal interactions have the potential to impact on employee safety, environmental management practices and fish welfare.

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

### Financial review

#### Statutory, underlying and operational financial performance

Tassal has followed the guidance for underlying profit as issued by the Australian Institute of Company Directors and Financial Services Institute of Australasia in March 2009 and ASIC Regulator Guide RG 230 'Disclosing non-IFRS financial information'.

Full Year ended 30 June 2015	Statutory Profit \$'000	Non Recurring Items \$'000	Underlying Profit \$'000	AASB 141 Impact \$'000	Operational Result \$'000
Revenue (from all sources)	\$ 309,790	\$ -	\$ 309,790	\$ -	\$ 309,790
EBITDA	\$ 93,965	\$ -	\$ 93,965	\$ (21,378)	\$ 72,587
EBIT	\$ 75,597	\$ -	\$ 75,597	\$ (21,378)	\$ 54,219
Profit before income tax expense	\$ 70,875	\$ -	\$ 70,875	\$ (21,378)	\$ 49,497
Income tax expense	\$ (20,883)	\$ -	\$ (20,883)	\$ 6,413	\$ (14,470)
Net profit after income tax expense	\$ 49,992	\$ -	\$ 49,992	\$ (14,965)	\$ 35,027

Full Year ended 30 June 2014	Statutory Profit \$'000	Non Recurring Items \$'000	Underlying Profit \$'000	AASB 141 Impact \$'000	Operational Result \$'000
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EBITDA	\$ 78,597	\$ -	\$ 78,597	\$ (15,052)	\$ 63,545
EBIT	\$ 63,128	\$ -	\$ 63,128	\$ (15,052)	\$ 48,076
Profit before income tax expense	\$ 58,061	\$ -	\$ 58,061	\$ (15,052)	\$ 43,009
Income tax expense	\$ (17,000)	\$ -	\$ (17,000)	\$ 4,516	\$ (12,484)
Net profit after income tax expense	\$ 41,061	\$ -	\$ 41,061	\$ (10,536)	\$ 30,525

#### Statement of financial position

Tassal has a strong financial position, with total assets up \$76.382 million and net assets up \$31.410 million over the past 12 months to \$612.927 million and \$373.333 million, respectively.

(\$'000)	30 Jun 15	30 Jun 14
Cash	13,324	7,656
Trade & other receivables	14,034	7,636
Inventories	60,151	53,407
Biological assets	222,906	188,784
Other current assets	3,188	3,499
<b>Total current assets</b>	<b>313,603</b>	<b>260,982</b>
Investments	8,670	8,280
Property, plant & equipment	247,174	224,957
Goodwill & intangibles	39,035	39,035
Other non-current assets	4,445	3,291
<b>Total non-current assets</b>	<b>299,324</b>	<b>275,563</b>
<b>Total assets</b>	<b>612,927</b>	<b>536,545</b>

Borrowings	17,765	23,186
Trade & other payables	58,257	46,099
Other current liabilities	7,560	7,973
<b>Total current liabilities</b>	<b>83,582</b>	<b>77,258</b>
Borrowings	61,273	37,144
Deferred tax liabilities	93,508	79,145
Other	1,231	1,075
<b>Total non-current liabilities</b>	<b>156,012</b>	<b>117,364</b>
<b>Total liabilities</b>	<b>239,594</b>	<b>194,622</b>
<b>Net assets</b>	<b>373,333</b>	<b>341,923</b>

- Inventories increased by \$6.744 million to \$60.151 million (30 June 2014: \$53.407 million), to ensure that stock holding levels are reflective of the sales growth anticipated for FY2016.

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

- Total stock, which includes inventories and biological assets (i.e. live fish) increased by \$40.866 million to \$283.057 million (30 June 2014: \$242.191 million).
- Property, plant and equipment increased by \$22.217 million to \$247.174 million.
- Borrowings (net of cash and cash equivalents) increased by \$13.040 million to \$65.714 million (30 June 2014: \$52.674 million):
  - Gearing ratio at 17.6%;
  - Funding ratio at 34.9%; and
  - During FY2015, Tassal had in place:
    - extended core working capital debt funding jointly from Westpac Banking Corporation (**Westpac**) and Bank of Western Australia Ltd (**BankWest**) for \$57 million – with tenor out to 31 March 2017;
    - operational working capital facilities with Westpac; and
    - asset purchase debt lines with Westpac, BankWest and National Australia Bank Limited.
  - During the financial year, Westpac continued to provide an Uncommitted Trade Finance Facility (**Receivables Purchase Facility**) under which it may purchase receivables from Tassal at a discount. This facility has been provided by Westpac to Tassal since 30 June 2006 and it is utilised by Tassal as a primary source of working capital. The maximum available at any time under this facility was \$70 million during FY2015. All receivables sold to Westpac are insured by Tassal with a 10% deductible per insurance claim in the event of debtor default, representing Tassal's maximum exposure under the facility. Westpac retains 15% of any receivable purchased as a security deposit until it has received payment for the full face value of the receivable purchased. The Receivables Purchase Facility is uncommitted and revolving. Uncommitted means that Tassal is not obliged to make offers or pay commitment fees and Westpac is not obliged to accept offers of Receivables. It should be noted that since its inception with Tassal, Westpac has accepted all offers for sale of receivables that Tassal has proposed.
  - The funded value of Tassal's Receivables Purchase Facility was \$64.527 million at 30 June 2015 (30 June 2014: \$46.832 million). The receivables sold by Tassal into this facility are not recognised as an asset as the contractual rights to cashflows from these receivables have expired on acceptance of the sale with Westpac. Further, the amount funded under this facility is also not recognised as a liability. Tassal does recognise the security deposit as cash, and at 30 June 2015 \$11.389 million was held (30 June 2014: \$5.069 million).

### Cashflow

(\$'000)	FY2015	FY2014
Operating cashflow	42,696	50,626
Investing cashflow	(36,639)	(29,842)
Financing cashflow	(389)	(28,126)
Net increase / (decrease) in cash and cash equivalents	5,668	(7,342)

- Overall, net cash provided by operating activities was strong but reduced to \$42.696 million (FY2014: \$50.626 million) reflecting sustainable contribution margins generated from domestic market sales reinvested in live fish growth and inventories to support future sales growth, with an increased investment in fish supply of \$19.5 million (as reconciled below):

	2015	2014	Change
Biological assets	222.91	188.78	34.12
Inventory	60.15	53.40	6.75
Less AASB141 Impact			(21.38)
Fish growth			19.49

# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

## Tassal Group Limited and Controlled Entities

Cashflow from operations has underpinned the increase in biological assets – up \$34.122 million to \$222.906 million

- Net cash used in investing activities increased to \$36.639 million (FY2014: \$29.842 million) to support expansion of the hatchery, marine and processing infrastructure and rendering facility.
- Net cash used for financing activities was \$(0.389) million, comprising proceeds from borrowings of \$18.708 million and dividends paid of \$19.097 million.

## Priorities for the year ahead

The overarching focus for FY2016 is to increase domestic salmon and seafood consumption whilst ensuring that we maximise salmon and seafood operational and asset returns. Specifically:

- Sales initiatives will focus on maximising the opportunities to grow Salmon and Seafood across the domestic market – retail, wholesale and foodservice:
  - improving market share within the overall Seafood market; and
  - growing the overall Seafood market in Australia.
- Operational initiatives will focus on further optimising the supply value chain:
  - maximising Salmon growth efficiencies – utilising Selective Breeding Program to deliver on fish growth, lower feed conversion ratios and reduced bathing;
  - reducing operational costs – move closer to global best practice from operational perspective – i.e. cost of growing, cost of processing, cost of supply and logistics; and
  - continuing to mitigate agricultural risk.
- Ensuring sales and operational initiatives also contribute strongly to Tassal's objectives to:
  - Deliver earnings growth
  - Optimise efficiencies in both salmon and seafood production
  - Use sustainable species
  - Strengthen the Tassal, Superior Gold, De Costi Seafoods and other proprietary brands.
- Implementing further sustainability and environmental initiatives.

## Sustainability

Tassal believes that part of its role is as a custodian of the environment – particularly the marine environment.

For its fourth Sustainability Report – the 2014 Report - Tassal was benchmarked as second in the world's top salmon farming companies in corporate, social and environmental reporting. Seafood Intelligence ([www.seafoodintelligence.com](http://www.seafoodintelligence.com)) provides the ranking and it is an independent international seafood market intelligence news and information service.

Tassal has achieved ASC certification for all of its farm sites – which is a global first by a salmon aquaculture company. The ASC certification is supported by the earlier achieved Best Aquaculture Practice (**BAP**) certification for its marine sites and wet processing.

Tassal has maintained its industry leading position in implementing a sustainability focus throughout the company – with the World Wildlife Fund (**WWF**) as its principal sustainability partner. Key to this focus is meaningful communication with all stakeholders, including customers. Tassal's goal is to develop significant environmental and social initiatives led by stakeholder input.

It is not enough for Tassal to be profitable. Investors, customers, consumers and the public expect Tassal to be socially and environmentally responsible. Tassal understands that community and environmental values are important. Tassal clearly understands that we can and do make a difference.

Through the partnership with WWF, Tassal is still aiming to be the leader in sustainable aquaculture production in Australia with all our products meeting best practice environmentally responsible standards. Tassal is a signatory to the WWF Global Seafood Charter, which sets out clear principles and objectives to safeguard valuable marine eco-systems, ensuring the long term viability of seafood supplies.

Overall, Tassal is mitigating risk via a focus on sustainability by:

- implementing best practice infrastructure and fish health capacity
- focusing on impact mitigation and stakeholder engagement
- forming collaborative, forward focussed research partnerships
- implementing and resourcing compliance, communication, stakeholder, and seal management plans – together with transparency in reporting.

## CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

### Tassal Group Limited and Controlled Entities

The Board of Directors are accountable for the development, establishment and review of appropriate policy in these areas. The Board requires a best practice approach in these areas and has implemented appropriate management objectives and structures, and a regular reporting process to ensure that this objective is achieved. The Board considers Tassal to be a sustainable aquaculture company from an environmental, operational and financial perspective. This belief is underpinned through the WWF partnership.

### Workplace Health & Safety (WHS)

Tassal is committed to providing a healthy and safe workplace. Our aspirational vision is "No Injuries".

Overall, albeit Tassal's safety performance improved during FY2015, until the company delivers its core value of Zero Harm – Tassal will rank itself at an **unacceptable level**.

The company has charted a path that is expected to see all of its sites achieving the "zero harm" goal by FY2016.

Each and every Tassal employee has a responsibility to themselves, their colleagues, their families and their community to ensure that they work safely. To this end, we have entered into a safety partnership agreement with each of our employees as set out below:



# CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

Tassal Group Limited and Controlled Entities

## Safety Partnership Agreement

We are committed to achieving our Workplace Health & Safety Zero Harm objectives and believe this outcome is dependent on the success of our Safety Partnership. A partnership between Tassal and each and everyone of our employees each and everyday.

Our primary values, thinking and actions need to be centred around "Zero Harm For Everyone, Everywhere". It is achievable and we need to be relentless in our implementation. Collectively when we "truly" share this approach our work mates will go home safe at the end of each and every days work.

Our partnership needs to value our "can do" culture and extend this to incorporate our belief that no job is so important it can not be done safely.

**For us Zero Harm applies to all employees, contractors and visitors and is defined as:**



### Tassal will:

- ✓ Continue to ensure safety is our number one priority, you can hold us to account for this. We will track our progress and share the results
- ✓ Provide a safe workplace that includes equipment that is fit for purpose & continue to invest in infrastructure that enables us to work safely and efficiently
- ✓ Provide strong safety leadership that will demonstrate we value safety
- ✓ Provide policies, systems, process and training that will ensure you can do your job safely
- ✓ Review our behaviours and ensure we always look to improve on our safety performance
- ✓ Listen to what you have to say and act on it - when we get it right but also where we can improve

Name: Mark Ryan  
Signature & Date:

### I will:

- ✓ Ensure my safety and that of my workmates is my number one priority. I will be proud that I am in a safety partnership with Tassal and take pride in my contribution and our results
- ✓ Maintain the workplace and report any issues. Ensure that equipment is safe and fit for use and our activities are also focused on safety
- ✓ Embrace safety leadership guidelines and ultimately demonstrate that I value safety
- ✓ Follow policies, systems, processes, and undertake training to ensure I can do my job safely
- ✓ Ensure my attitude and behaviour towards safety is continually improving. I will take 5 and ensure my workmates do too
- ✓ Speak up, understand that safety is everyone's responsibility. I will also proactively seek to improve safety

Name:  
Signature & Date:



## CHAIRMAN'S AND CHIEF EXECUTIVE OFFICER'S REPORT

Tassal Group Limited and Controlled Entities

### Support

On behalf of the Board, once again, we thank our employees, customers, suppliers and shareholders who have continually believed in and supported Tassal's vision and strategy.

We would also like to thank Mr. John Watson for his significant contributions to the Company since its listing. Mr. Watson has decided not to seek re-election to the Tassal Board. He was a foundation director and has chaired the Audit & Risk Committee since 29 March 2007. It is a significant legacy Mr. Watson has left and we wish him well for the future.



A. D. McCallum  
Chairman



M. A. Ryan  
Managing Director & Chief Executive Officer

Hobart, this 20th day of August 2015



# DIRECTORS' REPORT

## Tassal Group Limited and Controlled Entities

The Directors present their report together with the Annual Financial Report of Tassal Group Limited (the *Company*) and the consolidated Annual Financial Report of the consolidated entity, being the Company and its controlled entities (the *Group*), for the year ended 30 June 2015.

### 1. DIRECTORS

At the date of this report, the Directors of the Company who held office at any time during or since the end of the financial year are:

**Name:**

Mr Allan McCallum

(Director since 7 October 2003)

(Chairman since 27 June 2005)

Mr Mark Ryan – Chief Executive Officer

(Director since 21 December 2005)

Mr Trevor Gerber

(Director since 4 April 2012)

Mr John Watson

(Director since 7 October 2003)

Mr Christopher Leon

(Director since 31 October 2012)

Mr Ng Joo Thieng

(Appointed 17 February 2014 resigned 25 July 2014)

Mr Ng Joo Siang (Alternate Director for Mr Ng Joo Thieng)

(Appointed 16 April 2014 resigned 25 July 2014)

Mr Michael Carroll

(Director since 4 June 2014)

### 2. PRINCIPAL ACTIVITIES

During the year the principal activities of the consolidated entity were the hatching, farming, processing, sales and marketing of Atlantic salmon.

There were no significant changes in the nature of the activities of the consolidated entity during the year.

### 3. DIVIDENDS

Since the end of the 2014 financial year the following dividends have been paid or declared:

- On 19 August 2014, the Directors declared a final 50% franked dividend of 6.00 cents per ordinary share amounting to \$8.814 million in respect of the financial year ended 30 June 2014. The record date for determining entitlements to this dividend was 12 September 2014. The final dividend was paid on 29 September 2014.
- On 12 February 2015 the Directors declared an interim 50% franked dividend of 7.00 cents per ordinary share amounting to \$10.283 million in respect of the half year ended 31 December 2014. The record date for determining entitlements to this dividend

was 17 March 2015 with a payment date of 31 March 2015.

- On 20 August 2015, the Directors declared a final 50% franked dividend of 7.00 cents per ordinary share amounting to \$10.283 million in respect of the financial year ended 30 June 2015. The record date for determining entitlements to this dividend is 11 September 2015. The final dividend will be paid on 30 September 2015.

The final dividend for the year ended 30 June 2015 has not been recognised in this Annual Financial Report because it was declared subsequent to 30 June 2015.

### 4. REVIEW OF OPERATIONS

The consolidated net profit after tax for the financial year was \$49.992 million. (For the financial year ended 30 June 2014: \$41.061 million).

The consolidated entity's revenue was \$304.405 million compared with \$260.777 million for the financial year to 30 June 2014.

Earnings before interest and tax (**EBIT**) was \$75.597 million compared with \$63.128 million for the financial year to 30 June 2014.

Cashflow from operating activities was significantly utilised to underpin the growth of fish inventory and infrastructure investment which, in turn, will underpin future profitability.

Earnings per share (**EPS**) on a weighted average basis was 34.05 cents per share compared with 28.03 cents per share for the financial year to 30 June 2014.

Further details on review of operations and likely future developments are outlined in the Chairman's and CEO's Report on pages 4 to 15 of this Annual Report.

### 5. CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors, there were no significant changes in the state of affairs of the consolidated entity that occurred during the financial year under review not otherwise disclosed in this Directors' Report or the Annual Report.

### 6. FUTURE DEVELOPMENTS

Likely developments in the consolidated entity's operations have been commented on in a general nature in the Annual Financial Report. In particular, reference should be made to the joint Chairman's and CEO's Report. In the opinion of the Directors further information about likely developments in the operations of the consolidated entity and the expected results from those operations in future financial years has not been included because disclosure of the information would be likely to result in unreasonable prejudice to the consolidated entity.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### 7. DIRECTORS, DIRECTORS' MEETINGS AND DIRECTORS' SHAREHOLDINGS

The names of the Directors who held office during the financial year and details of current Directors' qualifications, Directors' interests in the Company, experience and special responsibilities and directorships of other listed entities are set out in sections 16 and 17 of this Directors' Report.

Details of Directors' meetings and meetings of Committees of Directors including attendances are set out in section 18 of this Directors' Report.

#### 8. EVENTS SUBSEQUENT TO BALANCE DATE

Dividend declared after year end (refer to section 3 of Directors Report and also to note 2 to the financial statements).

##### Acquisition of De Costi Seafoods

Tassal Group Limited announced on 1 July 2015 the acquisition of De Costi Seafoods ('the business') pursuant to the execution of a share sale agreement.

Tassal Group Limited will pay a consideration based on a multiple of approximately 5x maintainable EBITDA of the business and comprising 2 components:

- 1) An upfront payment of \$50 million paid in cash at completion of the proposed acquisition, based on current maintainable EBITDA of \$10 million for the business.
- 2) A growth based earn-out component (over each of the three financial years from 1 July 2015) payable in new Tassal shares where the earn-out payments will maintain the purchase consideration of approximately 5x maintainable EBITDA over that period but capped at a maximum of approximately 10 million new Tassal shares for that entire period.

The up-front cash component of the acquisition will be funded through debt and not require any capital raising. Both the up-front payment and any earn-out payment will be immediately earnings accretive pre-synergies for Tassal shareholders.

#### 9. INDEMNIFICATION OF OFFICERS AND AUDITORS

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

The Company has not otherwise, during or since the financial year, indemnified or agreed to

indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

#### 10. ENVIRONMENTAL REGULATION

The consolidated entity's operations are subject to Commonwealth and State regulations governing marine and hatchery operations, processing, land tenure and use, environmental requirements, including site specific environmental licences, permits, and statutory authorisations, workplace health and safety and trade and export.

The consolidated entity's management regularly and routinely monitor compliance with the relevant environmental regulations and compliance is regularly reported to the Board.

The consolidated entity has well established procedures to monitor and manage compliance with existing environmental regulations and new regulations as they come into force.

The consolidated entity employs a Head of Sustainability whose role is to ensure compliance with the regulatory framework and implement processes of continuous improvement with respect to environmental management.

Further details with respect to the consolidated entity's sustainability credentials and environmental management policies are outlined in the Chairman's and CEO's Report on pages 4 - 15 of the Annual Report.

The Directors believe that all regulations have been materially met during the period covered by this Annual Report and are not aware of any significant environmental incidents arising from the operations of the consolidated entity during the financial year.

#### 11. CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors support the principles of good corporate governance.

The consolidated entity's statement on the main corporate governance practices in place during the year is set out on the Company's website at <http://www.tassal.com.au/governance-policies/>

The Chief Executive Officer and Chief Financial Officer have declared, in writing to the Board, that the Company's Annual Report is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

The Company's Head of Risk has also provided a letter of assurance confirming that:

- the Company's risk management system is supported by a well-structured framework and policy, which is established based on the guidelines from AS/NZS ISO 31000:2009 Risk Management and ASX Corporate Governance Principles and Recommendations;

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

- appropriate and adequate risk management and control monitoring and reporting mechanisms are in place; and
- the Company's risk management and internal compliance and risk related control systems are operating efficiently and effectively in all material respects.

### 12. AUDITOR'S INDEPENDENCE DECLARATION

There were no former partners or directors of Deloitte Touche Tohmatsu, the Company's auditor, who are or were at any time during the financial year an officer of the Company.

The auditor's independence declaration made under section 307C of the *Corporations Act 2001* is set out on page 34 and forms part of this Directors' Report.

### 13. NON-AUDIT SERVICES

During the year Deloitte Touche Tohmatsu, the Company's auditor, has performed certain "non-audit services" for the consolidated entity in addition to their statutory duties.

The Board has considered the non-audit services provided during the year by the auditor and in accordance with written advice endorsed by unanimous resolution of the Audit and Risk Committee, is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- Non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed to ensure they do not impact the integrity and objectivity of the auditor; and
- The non-audit services provided do not undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing economic risks and rewards.

Details of the amounts paid to Deloitte Touche Tohmatsu for audit and non-audit services provided during the year are set out in note 6 to the financial statements.

### 14. PROCEEDINGS ON BEHALF OF THE COMPANY

There were no proceedings brought or intervened in on behalf of the Company with leave under section 237 of the *Corporations Act 2001*.

### 15. SHARE OPTIONS AND PERFORMANCE RIGHTS

There were no options granted to Directors or any of the Senior Executives during or since the end of the financial year.

No options were exercised during or since the end of the financial year.

During the year 256,234 (2014: 471,205) performance rights were granted to the Chief Executive Officer and other members of the Company's Executive Group pursuant to the Company's Long-term Incentive Plan.

306,417 (2014: 390,086) performance rights vested on 30 June 2015.

Refer to section 20 (g) (ii) of the Directors' Report for further details.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### 16. INFORMATION ON DIRECTORS

Director	Qualifications and experience	Special responsibilities	Particulars of Directors' interests in ordinary shares, options and performance rights over ordinary shares in the Company
<b>ALLAN McCALLUM</b> (Chairman) Dip. Ag Science, FAICD	Allan is a Non-Executive Director of Medical Developments International Limited.  Allan is a member of the Rabobank Advisory Board.  Allan is a former Chairman of Vicgrain Limited and CRF Group Ltd and Deputy Chairman of Graincorp Limited. He was also a Non-Executive Director of Incitec Pivot Limited for 16 years.  Allan has extensive experience in the agribusiness sector across production, processing, logistics and marketing.	Chairman of the Board of Directors  Independent Non-executive Director  Chairman of the Remuneration and Nominations Committee	290,809 Ordinary Shares
<b>TREVOR GERBER</b> B.Acc, CA(SA)	Trevor has extensive board experience spanning property, funds management, tourism, infrastructure and aquaculture. He currently holds directorships at CIMIC Group, Federation Centres, Regis Healthcare and is Chairman of Sydney Airport Holdings.  Prior to becoming a professional director in 2000, Trevor was an executive at Westfield Holdings Limited for 14 years during which time he held senior executive positions including Group Treasurer and Director of Funds Management responsible for the Westfield Trust and Westfield America Trust	Independent Non-executive Director  Member of the Audit and Risk Committee  Member of the Remuneration and Nominations Committee	Nil Shares
<b>JOHN WATSON</b> AM, MAICD	John has had extensive experience in the food production and processing industries as a producer and Non-executive Director. In his time as a Non-executive Director, John has been on many boards of listed and unlisted companies in Australia and New Zealand and has served on numerous advisory boards to State and Commonwealth governments.  John was a Non-executive Director and Chairman of Incitec Pivot Limited from December 1997 to 30 June 2012.	Independent Non-executive Director  Chairman of the Audit and Risk Committee  Member of the Remuneration and Nominations Committee	148,230 Ordinary Shares
<b>CHRISTOPHER (CHRIS) LEON</b> BscEng, MEngSci, FAICD	Chris is a past CEO/MD of Cement Australia and Pivot Ltd, York International Australia Pty Ltd and Thai Industrial Gases PLC.  Chris is a seasoned Director with 2 decades of experience as a Board member of private, public unlisted and public listed companies. He has a wide range of experience in Agribusiness, Logistics, Manufacturing and Mining.  He is currently a Non-Executive Director of Queensland Sugar Limited and International House Foundation Limited	Independent Non-executive Director  Member of the Audit and Risk Committee	30,000 Ordinary Shares
<b>MICHAEL CARROLL</b> BAGSc, MBA, FAICD	Michael has worked for a range of food and agricultural businesses in a board, advisory and executive capacity. He is a director of Sunny Queen Pty Ltd, Rural Funds Management Ltd, Select Harvests Limited, Paraway Pastoral Company and the Geoffrey Gardiner Dairy Foundation Ltd.  Former board positions include Warrnambool Cheese and Butter, the Australian Farm Institute and Meat & livestock Australia. Executive experience includes establishing and leading National Australia Bank's Agribusiness division, a senior role in NAB's Investments and Advisory unit and marketing roles with international animal health and crop care companies.	Independent Non-executive Director  Member of the Audit and Risk Committee	5,414 shares
<b>MARK RYAN</b> (Managing Director and Chief Executive Officer) B.Com, CA, MAICD, FAIM	Mark is the Managing Director and Chief Executive Officer of Tassal Group Limited, a position that he has held since November 2003. Mark holds a Bachelor of Commerce from the University of Tasmania, is a Chartered Accountant, a fellow of Australia Institute of Management and a Member of Australian Institute of Company Directors. Mark holds Board positions with the Tasmanian Development Board, Salmon Enterprises of Tasmania Pty Ltd (Industry hatchery), Chairman of Juicy Isle Pty Limited and Chairman of the Macquarie Point Development Corporation.  Mark has extensive experience in the finance and turnaround management sector, with experience gained through PriceWaterhouseCoopers, Arthur Andersen and KordaMentha. Mark was previously a partner with KordaMentha.	Managing Director and Chief Executive Officer	386,626 Ordinary Shares 211,469 Performance Rights
<b>NG JOO THIENG</b> (Resigned 25 July 2014)	Joo Thieng has a principal role within The Pacific Andes Group and brings to the Board extensive experience in the seafood industry.	Non-independent Non-executive Director	Nil shares
<b>NG JOO SIANG</b> (Alternate Director) (Resigned 25 July 2014)	Joo Siang is the Managing Director of The Pacific Andes Group and brings to the Board extensive experience in the seafood industry.  Joo Siang is an alternate director for Mr Ng Joo Thieng.	Non-independent Non-executive Director	Nil shares

The particulars of Directors' interests in ordinary shares, options and performance rights over ordinary shares disclosed above are as at the date of this Directors' Report and as notified by Directors to Australian Stock Exchange Limited in accordance with the S205G(1) of the *Corporations Act 2001*.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### 17. DIRECTORSHIPS OF OTHER LISTED COMPANIES

Directorships of other listed companies held by the Directors in the three years immediately before the end of the financial year are as follows:

Director	Company	Period of Directorship (last 3 years)
A. McCallum	Medical Developments International Limited Incitec Pivot Limited	Throughout Throughout until 19 December 2013
T. Gerber	Sydney Airport Holdings Limited Federation Centres CIMIC Group Regis Healthcare	Throughout As from April 2014 As from 11 June 2014 As from October 2014
M. Ryan	-	None held
J. Watson	-	None held
C. Leon	-	None Held
M. Carroll	Rural Funds Group (Director of Rural Funds Management, the responsible entity for Rural Funds Group) Select Harvests Limited Warrnambool Cheese & Butter Factory Co. Hold. Ltd	Throughout  Throughout From 6 August 2009 to 9 May 2014
Ng J. Thieng	-	None Held
Ng J. Siang	-	None Held

#### 18. DIRECTORS' MEETINGS

The following table sets out the number of Directors' meetings (including meetings of Committees of Directors) held during the financial year and the number of meetings attended by each Director (while they were a Director or Committee Member). During the financial year, 10 Board meetings, 2 Remuneration and Nominations Committee meetings and 4 Audit and Risk Committee meetings were held.

Director	Board of Directors meetings		Audit and Risk Committee meetings		Remuneration and Nominations Committee meetings	
	Number held	Number attended	Number held	Number attended	Number held	Number attended
T. Gerber	10	10	4	4	2	2
A. McCallum	10	10	*	*	2	2
M. Ryan	10	10	*	*	*	*
J. Watson	10	10	4	4	2	2
C. Leon	10	10	4	4	*	*
M. Carroll	10	10	4	4	*	*
Ng J. Thieng	-	-	*	*	*	*
Ng J. Siang (Alternate)	-	-	*	*	*	*

(\* not a committee member)

#### 19. COMPANY SECRETARY

Monika Sylvia Maedler BEc, LLB, FCIS. Ms Maedler is a senior legal executive with experience across a number of organisations including Kodak (Australasia) Pty Ltd, Philip Morris Ltd, SPC Ardmona Ltd and Adecco Group Australia and New Zealand.

#### 20. REMUNERATION REPORT - AUDITED

##### (a) Introduction

This Remuneration Report outlines the Company's overall reward strategy for the year ended 30 June 2015 and provides detailed information on the remuneration arrangements in this period for the Directors of the Company including the Managing Director and Chief Executive Officer, other Key Management Personnel and other employees. Key Management Personnel have the authority and responsibility for planning, directing and controlling the activities of the Company for the year ended 30 June 2015.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

The Remuneration Report forms part of the Directors' Report and has been prepared in accordance with the requirements of the *Corporations Act 2001* and its Regulations.

Tassal's Remuneration Policy may be amended from time to time and is reviewed at least once a year. This may result in changes being made to the Policy for the year ending 30 June 2016.

#### (b) Remuneration Philosophy

The Remuneration and Nominations Committee is responsible for making recommendations to the Board on remuneration policies and packages applicable to Directors, the Managing Director and Chief Executive Officer and the Senior Executives. The primary objectives of the Remuneration Policy are to provide a competitive, flexible and benchmarked structure that reflects market best practice, is tailored to the specific circumstances of the Company and which reflects the person's duties and responsibilities so as to attract, motivate and retain people of the appropriate quality.

Remuneration levels are competitively set to attract appropriately qualified and experienced Directors and executives. The Remuneration and Nominations Committee obtains market data on remuneration quantum. The remuneration packages of the Managing Director and Chief Executive Officer and Senior Executives may include a short-term incentive component that is linked to the overall financial and operational performance of the Company and based on the achievement of specific Company and individual / team goals. The Managing Director and Chief Executive Officer and the Senior Executives may also be invited to participate in the Company's Long-term Incentive Plan (**LTI Plan**). The long-term benefits of the LTI Plan are conditional upon the Company achieving certain performance criteria, details of which are outlined below.

#### (c) Remuneration Structure

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

#### (d) Relationship Between the Remuneration Policy and Company Performance

The Consolidated entity's key operations performance indicators in the financial year ended 30 June 2015 and the previous four financial years are summarised below.

	30-June-2015	30-June-2014	30-June-2013	30-June-2012	30-June-2011
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue (from all sources)	\$ 309,790	\$ 266,331	\$ 272,805	\$ 262,683	\$ 225,635
Net profit before tax	\$ 70,875	\$ 58,061	\$ 47,502	\$ 38,705	\$ 40,580
Net profit after tax	\$ 49,992	\$ 41,061	\$ 33,457	\$ 28,087	\$ 30,280

	30-June-2015	30-June-2014	30-June-2013	30-June-2012	30-June-2011
<b>Share price:</b>					
Share price at the start of the year	\$ 3.86	\$ 2.45	\$ 1.33	\$ 1.41	\$ 1.41
Share price at the end of the year	\$ 3.33	\$ 3.86	\$ 2.45	\$ 1.33	\$ 1.41
<b>Dividend per share:</b>					
Interim dividend	\$ 0.0700	\$ 0.0550	\$ 0.0450	\$ 0.0400	N/A
Final dividend	\$ 0.0700	\$ 0.0600	\$ 0.0500	\$ 0.0400	\$ 0.0200
	\$ 0.1400	\$ 0.1150	\$ 0.0950	\$ 0.0800	\$ 0.0200
<b>Earnings per share:</b>					
Basic	\$ 0.3405	\$ 0.2803	\$ 0.2287	\$ 0.1920	\$ 0.2078
Diluted	\$ 0.3383	\$ 0.2782	\$ 0.2270	\$ 0.1911	\$ 0.2070

The consolidated entity ultimately assesses its performance from increases in earnings and shareholder value. The performance measures for both the Company's Short-term Incentive Plan (**STI Plan**) and LTI Plan have been tailored to align at-risk remuneration and performance hurdle thresholds to the delivery of financial and operational objectives and sustained shareholder value growth.

Over the past 5 years the consolidated entity has achieved the following compound annual growth rates:

- Revenue (from all sources) - 7.40%
- Net profit after tax - 12.28%
- Basic earnings per share - 11.27%



## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### (e) Components of Compensation – Non-executive Directors

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

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive Directors shall be determined from time to time by a general meeting. Currently, the aggregate remuneration threshold is set at \$900,000 per annum as approved by shareholders at the AGM on 29 October 2014. Legislated superannuation contributions made in respect of non-executive Directors are included in determining this shareholder approved maximum aggregate annual pool limit.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board reviews its fees to ensure the Company's non-executive Directors are fairly remunerated for their services, recognising the level of skill and experience required to fulfil the role, and to have in place a fee scale which enables the Company to attract and retain talented non-executive Directors. In conducting a review, the Board may take advice from an external independent remuneration consultant. The process involves benchmarking against a group of peer companies.

Non-executive Directors receive a cash fee for service and have no entitlement to any performance-based remuneration or participation in any share-based incentive schemes. This policy reflects the differences in the role of the non-executive Directors, which is to provide oversight and guide strategy, and the role of management, which is to operate the business and execute the Company's strategy. Non-executive Directors are not subject to a minimum shareholding requirement, but are encouraged to acquire a number of shares whose value is at least equal to their annual fees as a Director of the Company.

Each non-executive Director receives a fee for being a Director of the Company. An additional fee is also paid for being a member of the Board's Remuneration and Nominations Committee and Audit and Risk Committee. The payment of an additional fee recognises the additional time commitment required by Directors who serve on those committees.

Fees payable to the non-executive Directors of the Company for the 2015 financial year (inclusive of legislated superannuation contributions) were as follows:

	Base	Remuneration and Nominations Committee	Audit and Risk Committee
Chairman of the Board	\$184,759	N/A	N/A
Each other non-executive Director	\$82,248	\$6,763	\$9,815

The Chairman of the Audit and Risk Committee received an additional \$9,815 for chairing that Committee.

#### (f) Components of Compensation – Chief Executive Officer and Other Senior Executives

##### (i) Structure

The Company aims to reward the Chief Executive Officer and Senior Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group, so as to:

- reward them for Company, business unit and individual performance against targets set by reference to appropriate benchmarks and key performance indicators;
- align their interests with those of shareholders; and
- ensure total remuneration is competitive by market standards.

Remuneration consists of both fixed and variable remuneration components. The variable remuneration component consists of the STI Plan and the LTI Plan.

The proportion of fixed remuneration and variable remuneration (potential short-term and long-term incentives) is established for the Chief Executive Officer by the Board and for each Senior Executive by the Board following recommendations from the Chief Executive Officer and the Remuneration and Nominations Committee.

The Chief Executive Officer's and Senior Executives' remuneration packages are all respectively subject to Board approval.

##### (ii) Fixed annual remuneration

Remuneration levels are reviewed annually to ensure that they are appropriate for the responsibility, qualifications and experience of the Chief Executive Officer and each Senior Executive and are competitive with the market.

The Chief Executive Officer and Senior Executives have the option to receive their fixed annual remuneration in cash and a limited range of prescribed fringe benefits such as a motor vehicle and

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

car parking. The total employment cost of any remuneration package, including fringe benefits tax, is taken into account in determining an employee's fixed annual remuneration.

(iii) Variable remuneration – STI Plan

The objective of the STI Plan is to link the achievement of the annual operational targets with the remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the executive to achieve the operational targets such that the cost to the Company is reasonable in the circumstances.

Actual STI payments granted to the Chief Executive Officer and each Senior Executive depend on the extent to which specific operational targets, set at the beginning of the year, are met. The operational targets may include a weighted combination of:

- meeting a pre-determined growth target in consolidated entity net profit after tax over the prior year;
- meeting strategic objectives; and
- assessed personal effort and contribution.

The Remuneration and Nominations Committee consider the performance against targets, and determine the amount, if any, to be allocated to the Chief Executive Officer and each Senior Executive. STI payments are delivered as a cash bonus.

The target STI % range for the Chief Executive Officer and named Senior Executives and other Key Management Personnel in respect of the financial year ended 30 June 2015 is detailed below.

Executive	STI range calculated on fixed annual remuneration*
M. Ryan	15%- 60%
A. Creswell	7.5% - 30%
M. Maedler	7.5% - 30%
D. Kiemele	7.5% - 30%
K. Little	7.5% - 30%
J. O'Connor	7.5% - 30%
L. Sams	7.5% - 30%
D. Williams	7.5% - 30%
B. Daley	7.5% - 30%
C. Hounsell	7.5% - 30%
I. Miles	7.5% - 30%

\* Fixed annual remuneration is comprised of base salary, superannuation and benefits provided through salary sacrificing arrangements.

Tassal's STI for FY2015 was directly linked to the Company's operating net profit after tax (NPAT) performance on the following basis:

30 June 2015		30 June 2014	
NPAT <sup>(i)</sup> Threshold \$'000	% of STI Triggered %	NPAT <sup>(i)</sup> Threshold \$'000	% of STI Triggered %
<\$39,800	Nil	<\$27,600	Nil
\$39,800	25%	\$27,600	25%
\$39,800 - \$45,400	25% - 100%	\$27,600 - \$33,200	25% - 100%
>\$45,400	100%	>\$33,200	100%

(i) (Derivation of NPAT for the purposes of calculating the STI payment is determined excluding the impact of applying AASB 141 'Agriculture').

The Chief Executive Officer and Senior Executives received 0.00% (2014: 74.52%) of their respective FY2015 maximum STI entitlements.

The Board considers the FY2015 NPAT thresholds represented significant and challenging targets having regard to the challenging market conditions faced by the Company in FY2015.



## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### (iv) Variable remuneration – LTI Plan

The LTI Plan has been designed to link employee reward with key performance indicators that drive sustainable growth in shareholder value over the long term. The objectives of the LTI Plan are to:

- align the Chief Executive Officer's and Senior Executives' interests with those of shareholders;
- help provide a long term focus; and
- retain high calibre senior employees by providing an attractive equity-based incentive that builds an ownership of the Company mindset.

Under the LTI Plan, the Chief Executive Officer and Senior Executives are granted performance rights which will only vest on the achievement of certain performance hurdles and service conditions. An offer may be made under the LTI Plan to the Chief Executive Officer and Senior Executives each financial year and is based on individual performance as assessed by the annual appraisal process. If a Senior Executive does not sustain a consistent level of high performance they will not be nominated for LTI Plan participation. The Remuneration and Nominations Committee reviews all nominated Senior Executives, with participation subject to final Board approval. In accordance with the ASX Listing Rules approval from shareholders is obtained before participation in the LTI Plan commences for the Chief Executive Officer.

Each grant of performance rights is subject to specific performance hurdles. The extent to which the performance hurdles have been met will be assessed by the Board at the expiry of a three year performance period.

The Board has retained the discretion to vary the performance hurdles and criteria for each offer under the LTI Plan. Once the Board has prescribed the performance hurdles for a specific offer under the LTI Plan, those performance hurdles cannot be varied in respect of that offer.

If a change of control occurs during a performance period, the pro-rated number of performance rights held by a participant (calculated according to the part of the performance period elapsed prior to the change of control) is determined and to the extent the performance hurdles have been met those pro-rated performance rights will vest.

#### Performance rights granted for the financial year ended 30 June 2015:

The performance hurdles for the grants of performance rights to the Chief Executive Officer and Senior Executives in the financial year ended 30 June 2015 are based on the Company's Earnings per Share (**EPS**) growth over the performance period of the three years from 30 June 2014 (being the Base Year) to 30 June 2017 (the Performance Period), and on the Company's Return on Assets (**ROA**) performance for the financial year ended 30 June 2017. Each performance condition is summarised as follows:

**Earnings Per Share Hurdle (EPS)** (Applies to 50% of performance rights granted in the financial year ended 30 June 2015).

"EPS" means earnings per share for a financial year which is calculated as statutory reported net profit after tax divided by the weighted average number of Shares on issue in the Company in respect of that financial year.

The EPS hurdle requires that the Company's EPS growth over the Performance Period must be greater than the target set by the Board. The EPS target growth rate is linked to the Company's Strategic Plan. The EPS hurdle was chosen as it provides evidence of the Company's growth in earnings. The hurdle is as follows:

- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is less than 10% no performance rights will vest;
- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is equal to 10% but less than 20%, the portion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the compound average annual EPS growth over the Performance Period compared to the Base Year is equal to or greater than 20%, all of the performance rights granted (and attached to this hurdle) will vest.

**Return on Assets (ROA)** (Applies to 50% of performance rights granted in the financial year ended 30 June 2015).

"ROA" means Return on Assets for a financial year which is calculated as statutory earnings before interest and tax (**EBIT**) divided by total assets in respect of that financial year.

The ROA hurdle requires that the Company's ROA for the financial year ending 30 June 2017 must be greater than the target set by the Board. The ROA target is linked to the Company's Strategic Plan. The ROA hurdle was chosen as it provides evidence of the Company's ability to deliver growth in earnings through efficient use of the available asset base. The hurdle is as follows:

- if the Company's ROA for the financial year ending 30 June 2017 is less than 15% no performance rights will vest;

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

- if the Company's ROA for the financial year ending 30 June 2017 is equal to or greater than 15% but less than 17%, the proportion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the Company's ROA for the financial year ending 30 June 2017 is equal to or greater than 17% all of the performance rights (and attached to this hurdle) will vest.

The Board considers that the selection and structuring of both EPS and ROA performance hurdles provides a suitably balanced approach to creating long term shareholder value whilst ensuring that rewards reflect sustainable performance results.

The performance hurdles have been aligned with the performance expectations underlying the delivery of the Company's Strategic Plan.

The minimum and maximum percentage of the Chief Executive Officer's, named Senior Executives' and other Key Management Personnel's fixed annual remuneration applicable to performance rights granted during the financial year ending 30 June 2015 is detailed below.

Executive	LTI range calculated on fixed annual remuneration*
M. Ryan	12.5% - 50%
A. Creswell	7.5% - 30%
M. Maedler	7.5% - 30%
D. Kiemele	7.5% - 30%
K. Little	7.5% - 30%
J. O'Connor	7.5% - 30%
L. Sams	7.5% - 30%
D. Williams	7.5% - 30%
B. Daley	7.5% - 30%
C. Hounsell	7.5% - 30%
I. Miles	7.5% - 30%

\* Fixed annual remuneration is comprised of base salary, superannuation and benefits provided through salary sacrificing arrangements.

#### Performance rights granted during the financial year ended 30 June 2014:

The performance hurdle for the grants of performance rights to the Chief Executive Officer and Senior Executives in the financial year ended 30 June 2014 is based on the Company's EPS and ROA growth over the performance period of the three years from 30 June 2013 (being the **Base Year**) to 30 June 2016 (the **Performance Period**) and are summarised as follows.

**Earnings Per Share Hurdle (EPS)** (Applies to 50% of performance rights granted in the financial year ended 30 June 2014)

"EPS" means earnings per share for a financial year which is calculated as statutory reported net profit after tax divided by the weighted average number of Shares on issue in the Company in respect of that financial year.

The EPS hurdle requires that the Company's EPS growth over the Performance Period must be greater than the target set by the Board. The EPS target growth rate is linked to the Company's Strategic Plan. The EPS hurdle was chosen as it provides evidence of the Company's growth in earnings. The hurdle is as follows:

- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is less than 10% no performance rights will vest;
- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is equal to 10% but less than 20%, the portion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the compound average annual EPS growth over the Performance Period compared to the Base Year is equal to or greater than 20%, all of the performance rights granted (and attached to this hurdle) will vest.

**Return on Assets (ROA)** (Applies to 50% of performance rights granted in the financial year ended 30 June 2014).

"ROA" means Return on Assets for a financial year which is calculated as statutory earnings before interest and tax (EBIT) divided by total assets in respect of that financial year.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

The ROA hurdle requires that the Company's ROA for the financial year ending 30 June 2016 must be greater than the target set by the Board. The ROA target is linked to the Company's Strategic Plan. The ROA hurdle was chosen as it provides evidence of the Company's ability to deliver growth in earnings through efficient use of the available asset base. The hurdle is as follows:

- if the Company's ROA for the financial year ending 30 June 2016 is less than 15% no performance rights will vest;
- if the Company's ROA for the financial year ending 30 June 2016 is equal to or greater than 15% but less than 17%, the proportion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the Company's ROA for the financial year ending 30 June 2016 is equal to or greater than 17% all of the performance rights (and attached to this hurdle) will vest.

The Board considers that the selection and structuring of both EPS and ROA performance hurdles provides a suitably balanced approach to creating long term shareholder value whilst ensuring that rewards reflect sustainable performance results.

The performance hurdles have been aligned with the performance expectations underlying the delivery of the Company's Strategic Plan.

The minimum and maximum percentage of the Chief Executive Officer's, named Senior Executives' and other Key Management Personnel's fixed annual remuneration applicable to performance rights granted during the financial year ending 30 June 2014 is detailed below.

Executive	LTI range calculated on fixed annual remuneration*
M. Ryan	12.5% - 50%
A. Creswell	7.5% - 30%
M. Maedler	7.5% - 30%
D. Kiemele	7.5% - 30%
K. Little	7.5% - 30%
J. O'Connor	7.5% - 30%
L. Sams	7.5% - 30%
D. Williams	7.5% - 30%
B. Daley	7.5% - 30%
C. Hounsell	7.5% - 30%
I. Miles	0%

\* Fixed annual remuneration is comprised of base salary, superannuation and benefits provided through salary sacrificing arrangements.

#### Performance rights to be granted for the financial year ended 30 June 2016:

Since the end of the financial year, the Board has approved the following LTI Plan dual performance hurdle structure for performance rights to be granted during the financial year ending 30 June 2016.

The performance hurdles for the grants of performance rights to the Chief Executive Officer and Senior Executives in the financial year ending 30 June 2016 will be based on the Company's EPS (Earnings per Share) growth over the performance period of the three years from 30 June 2015 (being the Base Year) to 30 June 2018 (the Performance Period), and on the Company's ROA (Return on Assets) performance for the financial year ending 30 June 2018. Each performance condition is summarised as follows:

**Earnings Per Share Hurdle (EPS)** (Applies to 50% of performance rights granted in the financial year ending 30 June 2016).

"EPS" means earnings per share for a financial year which is calculated as operating net profit after tax divided by the weighted average number of Shares on issue in the Company in respect of that financial year.

The EPS hurdle requires that the Company's EPS growth over the Performance Period must be greater than the target set by the Board. The EPS target growth rate is linked to the Company's Strategic Plan. The EPS hurdle was chosen as it provides evidence of the Company's growth in earnings. The hurdle is as follows:

- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is less than 10% no performance rights will vest;

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

- if the compound average annual EPS growth rate over the Performance Period compared to the Base Year is equal to 10% but less than 15%, the portion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the compound average annual EPS growth over the Performance Period compared to the Base Year is equal or greater than 15%, all of the performance rights granted (and attached to this hurdle) will vest.

**Return on Assets (ROA)** (Applies to 50% of performance rights granted in the financial year ending 30 June 2016).

"ROA" means Return on Assets for a financial year which is calculated as operating earnings before interest and tax (**EBIT**) divided by total assets in respect of that financial year.

The ROA hurdle requires that the Company's ROA for the financial year ending 30 June 2018 must be greater than the target set by the Board. The ROA target is linked to the Company's Strategic Plan. The ROA hurdle was chosen as it provides evidence of the Company's ability to deliver growth in earnings through efficient use of the available asset base. The hurdle is as follows:

- if the Company's ROA for the financial year ending 30 June 2018 is less than 12.5% no performance rights will vest;
- if the Company's ROA for the financial year ending 30 June 2018 is equal to 12.5% but less than 13%, the proportion of performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- if the Company's ROA for the financial year ending 30 June 2018 is equal to or greater than 13% all of the performance rights (and attached to this hurdle) will vest.

The Board considers that the selection and structuring of both EPS and ROA performance hurdles provides a suitably balanced approach to creating long term shareholder value whilst ensuring that rewards reflect sustainable performance results.

The performance hurdles have been aligned with the performance expectations underlying the delivery of the Company's Strategic Plan.

The minimum and maximum percentage of the Chief Executive Officer's, named Senior Executives' and other Key Management Personnel's fixed annual remuneration applicable to performance rights to be granted during the financial year ending 30 June 2016 is detailed below.

Executive	LTI range calculated on fixed annual remuneration*
M. Ryan	12.5% - 50%
A. Creswell	7.5% - 30%
M. Maedler	7.5% - 30%
D. Kiemele	7.5% - 30%
K. Little	7.5% - 30%
J. O'Connor	7.5% - 30%
L. Sams	7.5% - 30%
D. Williams	7.5% - 30%
B. Daley	7.5% - 30%
C. Hounsell	7.5% - 30%
I. Miles	7.5% - 30%

\* Fixed annual remuneration is comprised of base salary, superannuation and benefits provided through salary sacrificing arrangements.

(v) Contract for services – Chief Executive Officer

The structure of the Chief Executive Officer's compensation is in accordance with his employment agreement. The Chief Executive Officer's employment agreement is for an indefinite term. The Company may terminate the agreement by providing six months' notice and the Chief Executive Officer may terminate the agreement by providing six months' notice to the Company. There are no termination benefits beyond statutory leave and superannuation obligations associated with the Chief Executive Officer's termination in accordance with these notice requirements or in circumstances where notice is not required pursuant to his employment agreement.

(vi) Contract for services – Senior Executives

The terms on which the majority of Senior Executives are engaged provide for termination by either the Executive or the Company on six months' notice. There are no termination benefits beyond statutory leave and superannuation obligations associated with these notice requirements.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

**(g) Key Management Personnel Compensation**

**(i) Identity of Key Management Personnel**

The following were Key Management Personnel of the consolidated entity at any time during the financial year and unless otherwise indicated were Key Management Personnel for the entire period.

**Directors:**

Name	Title
A. McCallum	Chairman, Non-executive Director
M. Ryan	Chief Executive Officer and Managing Director
T. Gerber	Non-executive Director
J. Watson	Non-executive Director
C. Leon	Non-executive Director
M. Carroll	Non-executive Director
J. Thieng Ng <sup>1</sup>	Non-executive Director
J. Siang Ng <sup>1</sup>	Alternate Non-executive Director

Notes:

1. To 25 July 2014

**Other Key Management Personnel:**

Name	Title
P. Bennett <sup>1</sup>	Head of Processing
A. Creswell	Chief Financial Officer
D. Kiemele	Head of Farming
K. Little	Head of People, Culture and QA
M. Maedler	General Counsel and Company Secretary
J. O'Connor	Head of Risk
L. Sams	Head of Sustainability
D. Williams	Head of Sales and Marketing
B. Daley	Head of Supply Chain and Commercial Services
C. Hounsell	Senior Manager Marketing
I. Miles	Head of Safety

Notes:

1. To 25 March 2015

**(ii) Compensation of Key Management Personnel and Executive Officers**

Details of the nature and amount of each major element of the remuneration of each Key Management Personnel and each of the named Executive Officers of the Company and the consolidated entity are set out below. The remuneration tables are calculated on an accrual basis and only include remuneration relating to the portion of the relevant periods that each individual was a Key Management Personnel or Executive Officer of the Company.

# DIRECTORS' REPORT cont.

## Tassal Group Limited and Controlled Entities

		Short-term employment benefits			Post employment		Share-based Payment	Other	Total
		Salary & Fees <sup>1</sup>	Bonus <sup>2</sup>	Non-Monetary <sup>3</sup>	Super-annuation	Prescribed Benefits	Performance Rights <sup>4</sup>	Termination Benefits <sup>5</sup>	
Directors:		\$	\$	\$	\$	\$	\$	\$	\$
M. Carroll	2015	79,609	-	-	7,563	-	-	-	87,172
Appointed 04.06.14	2014	6,041	-	-	559	-	-	-	6,600
T. Gerber	2015	90,037	-	-	8,554	-	-	-	98,591
	2014	83,665	-	-	7,747	-	-	-	91,412
N. Joo Thieng	2015	5,329	-	-	506	-	-	-	5,835
Resigned 25.07.14	2014	24,456	-	-	2,275	-	-	-	26,731
N. Joo Siang Resigned as alternate director on 25.07.14	2015	-	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-	-
C. Leon	2015	79,609	-	-	7,563	-	-	-	87,172
	2014	77,652	-	-	7,191	-	-	-	84,843
A. McCallum (Chairman)	2015	166,275	-	-	15,455	-	-	-	181,730
	2014	164,536	-	-	14,940	-	-	-	179,476
M. Ryan - Chief Executive Officer	2015	578,600	-	12,660	18,210	-	61,156	-	670,625
	2014	556,450	252,203	19,088	21,239	-	183,537	-	1,032,518
R. Tsai	2015	-	-	-	-	-	-	-	-
Resigned 17.02.14	2014	45,288	-	-	4,184	-	-	-	49,472
J. Watson	2015	94,239	-	-	8,953	-	-	-	103,192
	2014	92,390	-	-	8,555	-	-	-	100,945
<b>Other Key Management Personnel and Executive Officers:</b>									
P. Bennett * Resigned as Key Management on 25.03.15	2015	127,030	-	5,155	12,583	-	-	-	144,768
	2014	184,400	41,152	4,316	19,948	-	38,728	-	288,545
A. Creswell *	2015	218,414	-	1,143	20,118	-	14,775	-	254,450
	2014	218,838	47,650	1,124	24,156	-	44,843	-	336,612
B. Daley *	2015	198,023	-	10,849	17,767	-	12,662	-	239,302
	2014	173,268	41,152	1,124	19,846	-	34,756	-	270,147
C. Hounsell * Appointed as Key Management on 01.07.13	2015	174,563	-	-	16,764	-	12,087	-	203,414
	2014	188,385	40,492	-	20,527	-	27,654	-	277,057
D. Kiemle *	2015	189,515	-	664	16,626	-	12,869	-	219,673
	2014	184,541	41,531	-	20,140	-	38,936	-	285,148
K. Little *	2015	156,285	-	8,157	14,235	-	13,291	-	191,968
	2014	190,436	42,864	5,245	20,815	-	40,338	-	299,698
M. Maedler *	2015	195,680	-	1,143	17,374	-	12,760	-	226,958
	2014	188,346	41,152	1,124	20,862	-	33,915	-	285,400
I. Miles * Appointed as Key Management on 01.10.13	2015	199,984	-	664	16,821	-	8,827	-	226,296
	2014	126,904	18,374	-	12,203	-	-	-	157,481
J. O'Connor *	2015	193,297	-	1,143	17,706	-	13,004	-	225,151
	2014	186,309	41,938	1,124	21,260	-	39,467	-	290,099
L. Sams *	2015	166,003	-	9,799	16,626	-	12,869	-	205,296
	2014	181,854	41,531	8,523	20,140	-	38,936	-	290,984
D. Williams *	2015	237,865	-	11,183	16,850	-	16,829	-	282,727
	2014	245,245	54,275	11,492	26,600	-	51,077	-	388,688
<b>Total</b>	<b>2015</b>	<b>3,150,358</b>	<b>-</b>	<b>62,560</b>	<b>250,272</b>	<b>-</b>	<b>191,130</b>	<b>-</b>	<b>3,654,320</b>
<b>Total</b>	<b>2014</b>	<b>3,119,005</b>	<b>704,315</b>	<b>53,162</b>	<b>293,184</b>	<b>-</b>	<b>572,188</b>	<b>-</b>	<b>4,741,855</b>

\*Designated Key Management Personnel

No Key Management Personnel or Executive Officer appointed during the period received a payment as part of his or her consideration for agreeing to hold the position.

(The elements of the remuneration packages in the above table have been determined on a cost to the Company and the consolidated entity basis and reflect the relevant respective periods of service).

- Salary and fees includes salary and leave on an accruals basis.
- Cash bonuses relate to performance bonuses and amounts payable pursuant to the STI Plan. The Chief Executive Officer and other Executive Officers received 0.00% (2014: 74.52%) of their respective STI maximum entitlement based on the STI percentages disclosed in section f (iii) of the Remuneration Report.
- Non-monetary benefits include sundry benefits relating to Fringe Benefits Tax.
- Performance rights valuation has been determined in line with the requirements of AASB 2 'Share-based Payments'. AASB 2 requires the measurement of the fair value of the performance rights at the grant date and then to have that value apportioned in equal amounts over the period from grant date to vesting date. A value has been placed on performance rights using a Monte Carlo simulation model. Details of performance rights on issue are set out in the following tables.
- Termination benefits include notice or redundancy payments where applicable.

## DIRECTORS' REPORT cont.

### Tassal Group Limited and Controlled Entities

#### Analysis of LTI performance rights granted as remuneration

Details of the vesting profile of the performance rights granted as remuneration to the Chief Executive Officer and each of the named Executive Officers are summarised below:

#### *Performance rights granted during the financial year ended 30 June 2015*

	Number granted	Grant date	Vesting date	Vested during the year number	Vested during the year %	Forfeited during the year number	Forfeited during the year %	Value yet to vest	
								Minimum	Maximum
								\$ 1	\$ 2
Director:									
M. Ryan	74,506	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	263,848
Executive Officers:									
A. Creswell	17,958	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	63,595
B. Daley	15,509	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	54,922
C. Hounsell	15,260	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	54,040
D. Kiemele	15,652	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	55,428
K. Little	16,154	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	57,206
M. Maedler	15,509	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	54,922
I. Miles	15,261	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	54,044
J. O'Connor	15,806	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	55,974
L. Sams	15,652	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	55,428
D. Williams	20,455	28 Nov 2014	30 Jun 2017	-	-	-	-	Nil	72,437

(1) The minimum value of performance rights yet to vest is nil as the performance criteria may not be met and consequently the right may not vest.

(2) The maximum value of performance rights yet to vest represents an estimate of the maximum possible value of the performance rights to be recognised based on the fair value at grant date of \$3.541.

#### *Performance rights granted during the financial year ended 30 June 2014*

	Number granted	Grant date	Vesting date	Vested during the year number	Vested during the year %	Forfeited during the year number <sub>1</sub>	Forfeited during the year %	Value yet to vest	
								Minimum	Maximum
								\$ <sub>2</sub>	\$ <sub>3</sub>
Director:									
M. Ryan	136,963	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	370,853
Executive Officers:									
P. Bennett	28,524	20 Nov 2013	30 Jun 2016	-	-	28,524	100.00%	Nil	Nil
A. Creswell	33,028	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	89,429
B. Daley	28,524	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	77,235
C. Hounsell	28,066	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	75,995
D. Kiemele	28,787	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	77,945
K. Little	29,710	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	80,446
M. Maedler	28,524	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	77,235
J. O'Connor	29,069	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	78,709
L. Sams	28,787	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	77,945
D. Williams	37,620	20 Nov 2013	30 Jun 2016	-	-	-	-	Nil	101,862

(1) The number forfeited in the year represents the reduction from the maximum number of performance rights available to vest due to performance criteria not being achieved.

(2) The minimum value of performance rights yet to vest is nil as the performance criteria may not be met and consequently the right may not vest.

(3) The maximum value of performance rights yet to vest represents an estimate of the maximum possible value of the performance rights to be recognised based on the fair value at grant date of \$2.708.

# DIRECTORS' REPORT cont.

## Tassal Group Limited and Controlled Entities

### Performance rights granted during the financial year ended 30 June 2013

	Number granted	Grant date	Vesting date	Vested during the year number <sup>1, 5</sup>	Vested during the year %	Forfeited during the year number <sup>2</sup>	Forfeited during the year %	Value vested during the year \$ <sup>3</sup>	Value forfeited during the year \$ <sup>4</sup>
<b>Director:</b>									
M. Ryan	199,481	14 Dec 2012	30 Jun 2015	99,741	50.00%	99,740	50.00%	109,820	109,820
<b>Executive Officers:</b>									
P. Bennett	42,917	14 Dec 2012	30 Jun 2015	-	0.00%	42,917	100.00%	-	47,254
A. Creswell	49,693	14 Dec 2012	30 Jun 2015	24,847	50.00%	24,846	50.00%	27,358	27,358
B. Daley	38,377	14 Dec 2012	30 Jun 2015	19,189	50.00%	19,188	50.00%	21,128	21,128
C. Hounsell	20,499	14 Dec 2012	30 Jun 2015	10,250	50.00%	10,249	50.00%	11,285	11,285
D. Kiemele	42,917	14 Dec 2012	30 Jun 2015	21,459	50.00%	21,458	50.00%	23,627	23,627
K. Little	44,701	14 Dec 2012	30 Jun 2015	22,351	50.00%	22,350	50.00%	24,609	24,609
M. Maedler	42,917	14 Dec 2012	30 Jun 2015	21,459	50.00%	21,458	50.00%	23,627	23,627
J. O'Connor	43,736	14 Dec 2012	30 Jun 2015	21,868	50.00%	21,868	50.00%	24,078	24,078
L. Sams	42,917	14 Dec 2012	30 Jun 2015	21,459	50.00%	21,458	50.00%	23,627	23,627
D. Williams	56,601	14 Dec 2012	30 Jun 2015	28,301	50.00%	28,300	50.00%	31,161	31,161

(1) The number vested in the year represents the allotment from the maximum number of performance rights available to vest due to performance criteria being achieved.

(2) The number forfeited in the year represents the reduction from the maximum number of performance rights available to vest due to performance criteria not being achieved.

(3) The value of performance rights vested based on the fair value at grant date of \$1.101.

(4) The value of performance rights forfeited as the performance criteria were not met and consequently the right did not vest, based on the fair value at grant date of \$1.101.

(5) An equivalent number of fully paid ordinary shares in respect of the performance rights granted during the year ended 30 June 2013 and which vested on 30 June 2015 will be issued pursuant to the Company's Long-term incentive plan.

## Equity Holdings

### *(Fully paid ordinary shares of Tassal Group Limited)*

The following tables show details and movements in equity holdings of fully paid ordinary shares during the respective current and prior reporting periods of each member of the Key Management Personnel of the consolidated entity.

	Balance as at 01.07.14	Balance at appointment date (if applicable)	On exercise of performance rights	On Exercise of options	Net other change	Balance at resignation date (if applicable)	Balance as at 30.06.15	Balance held nominally
2015:	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors:</b>								
M. Carroll	-	-	-	-	5,414	-	5,414	-
T. Gerber	-	-	-	-	-	-	-	-
N. Joo Thieng (resigned 25.07.14)	-	-	-	-	-	-	-	-
N. Joo Siang (resigned as alternate director on 25.07.14)	-	-	-	-	-	-	-	-
C. Leon	30,000	-	-	-	-	-	30,000	-
A. McCallum	290,809	-	-	-	-	-	290,809	-
M. Ryan <sup>1</sup>	250,610	-	136,016	-	-	-	386,626	-
J. Watson	148,230	-	-	-	-	-	148,230	-
<b>Other Key Management Personnel:</b>								
P. Bennett (resigned as key management on 25.03.15)	16,264	-	29,263	-	(45,527)	-	-	-
A. Creswell	18,724	-	33,883	-	-	-	52,607	-
B. Daley	-	-	12,376	-	-	-	12,376	-
C. Hounsell	-	-	-	-	-	-	-	-
D. Kiemele	11,243	-	29,263	-	-	-	40,506	-
K. Little	-	-	30,480	-	(30,480)	-	-	-
M. Maedler	-	-	-	-	-	-	-	-
I. Miles	-	-	-	-	-	-	-	-
J. O'Connor	16,164	-	29,822	-	(45,986)	-	-	-
L. Sams	-	-	29,263	-	(29,263)	-	-	-
D. Williams	73,391	-	38,593	-	-	-	111,984	-
<b>Total</b>	<b>855,435</b>	<b>-</b>	<b>368,959</b>	<b>-</b>	<b>(145,842)</b>	<b>-</b>	<b>1,078,552</b>	<b>-</b>

1. Details of Mr Ryan's share based remuneration arrangements are separately disclosed in the Remuneration Report and note 5(c)



# DIRECTORS' REPORT cont.

## Tassal Group Limited and Controlled Entities

2014:	Balance as at 01.07.13	Balance at appointment date (if applicable)	On exercise of performance rights	On Exercise of options	Net other change	Balance at resignation date (if applicable)	Balance as at 30.06.14	Balance held nominally
	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors:</b>								
M. Carroll (appointed 04.06.14)	-	-	-	-	-	-	-	-
T. Gerber	50,000	-	-	-	(50,000)	-	-	-
N. Joo Thieng (appointed 17.02.14)	-	-	-	-	-	-	-	-
N. Joo Siang (appointed as alternate director on 16.04.14)	-	-	-	-	-	-	-	-
C. Leon	20,000	-	-	-	10,000	-	30,000	-
A. McCallum	290,809	-	-	-	-	-	290,809	-
M. Ryan <sup>1</sup>	170,338	-	80,272	-	-	-	250,610	-
R. Tsai (resigned 17.02.14)	-	-	-	-	-	-	-	-
J. Watson	148,230	-	-	-	-	-	148,230	-
<b>Other Key Management Personnel:</b>								
P. Bennett	-	-	16,264	-	-	-	16,264	-
A. Creswell	29,202	-	18,724	-	(29,202)	-	18,724	-
B. Daley	-	-	-	-	-	-	-	-
C. Hounsell (appointed as key management on 01.07.13)	-	-	-	-	-	-	-	-
D. Kiemele	-	-	14,043	-	(2,800)	-	11,243	-
K. Little	-	-	17,988	-	(17,988)	-	-	-
M. Maedler	-	-	-	-	-	-	-	-
I. Miles (appointed as key management on 01.10.13)	-	-	-	-	-	-	-	-
J. O'Connor	-	-	16,164	-	-	-	16,164	-
L. Sams	-	-	16,393	-	(16,393)	-	-	-
D. Williams	50,614	-	22,777	-	-	-	73,391	-
<b>Total</b>	<b>759,193</b>	<b>-</b>	<b>202,625</b>	<b>-</b>	<b>(106,383)</b>	<b>-</b>	<b>855,435</b>	<b>-</b>

<sup>1</sup> Details of Mark Ryan's share based remuneration arrangements are separately disclosed in the Remuneration Report and note 5 (c).

### Long-term Incentive Plan – Performance Rights

The following table shows details and movements in equity holdings of performance rights granted pursuant to the Company's Long-term Incentive Plan during the current and prior reporting periods of each member of the Key Management Personnel of the consolidated entity:

2015:	Balance as at 01.07.14	Balance at appointment date (if applicable)	Granted	Vested	Lapsed	Net other change	Balance as at 30.06.15	Balance held nominally
	No.	No.	No.	No.	No.	No.	No.	No.
<b>Directors:</b>								
M. Carroll	-	-	-	-	-	-	-	-
T. Gerber	-	-	-	-	-	-	-	-
N. Joo Thieng (resigned 25.07.14)	-	-	-	-	-	-	-	-
N. Joo Siang (resigned as alternate director on 25.07.14)	-	-	-	-	-	-	-	-
C. Leon	-	-	-	-	-	-	-	-
A. McCallum	-	-	-	-	-	-	-	-
M. Ryan <sup>1</sup>	336,444	-	74,506	(99,741)	(99,740)	-	211,469	-
J. Watson	-	-	-	-	-	-	-	-
<b>Other Key Management Personnel:</b>								
P. Bennett (resigned as key management on 25.03.15)	71,441	-	-	-	(71,441)	-	-	-
A. Creswell	82,721	-	17,958	(24,847)	(24,846)	-	50,986	-
B. Daley	66,901	-	15,509	(19,189)	(19,188)	-	44,033	-
C. Hounsell	48,565	-	15,260	(10,250)	(10,249)	-	43,326	-
D. Kiemele	71,705	-	15,652	(21,459)	(21,458)	-	44,440	-
K. Little	74,411	-	16,154	(22,351)	(22,350)	-	45,864	-
M. Maedler	71,441	-	15,509	(21,459)	(21,458)	-	44,033	-
I. Miles	-	-	15,261	-	-	-	15,261	-
J. O'Connor	72,804	-	15,806	(21,868)	(21,868)	-	44,874	-
L. Sams	71,704	-	15,652	(21,459)	(21,458)	-	44,439	-
D. Williams	94,221	-	20,455	(28,301)	(28,300)	-	58,075	-
<b>Total</b>	<b>1,062,358</b>	<b>-</b>	<b>237,722</b>	<b>(290,924)</b>	<b>(362,356)</b>	<b>-</b>	<b>646,800</b>	<b>-</b>

# DIRECTORS' REPORT cont.

## Tassal Group Limited and Controlled Entities

2014:	Balance as at 01.07.13 No.	Balance at appointment date (if applicable) No.	Granted No.	Vested No.	Lapsed No.	Net other change No.	Balance as at 30.06.14 No.	Balance held nominally No.
<b>Directors:</b>								
M. Carroll (appointed 04.06.14)	-	-	-	-	-	-	-	-
T. Gerber	-	-	-	-	-	-	-	-
N. Joo Thieng (appointed 17.02.14)	-	-	-	-	-	-	-	-
N. Joo Siang (appointed as alternate director on 16.04.14)	-	-	-	-	-	-	-	-
C. Leon	-	-	-	-	-	-	-	-
A. McCallum	-	-	-	-	-	-	-	-
M. Ryan <sup>1</sup>	377,893	-	136,963	(136,016)	(42,396)	-	336,444	-
R. Tsai (resigned 17.02.14)	-	-	-	-	-	-	-	-
J. Watson	-	-	-	-	-	-	-	-
<b>Other Key Management Personnel:</b>								
P. Bennett	81,301	-	28,524	(29,263)	(9,121)	-	71,441	-
A. Creswell	94,137	-	33,028	(33,883)	(10,561)	-	82,721	-
B. Daley	54,611	-	28,524	(12,376)	(3,858)	-	66,901	-
C. Hounsell (appointed as key management on 01.07.13)	20,499	20,499	28,066	-	-	-	48,565	-
D. Kiemele	81,302	-	28,787	(29,263)	(9,121)	-	71,705	-
K. Little	84,681	-	29,710	(30,480)	(9,500)	-	74,411	-
M. Maedler	42,917	-	28,524	-	-	-	71,441	-
I. Miles (appointed as key management on 01.10.13)	-	-	-	-	-	-	-	-
J. O'Connor	82,853	-	29,069	(29,822)	(9,296)	-	72,804	-
L. Sams	81,301	-	28,787	(29,263)	(9,121)	-	71,704	-
D. Williams	107,223	-	37,620	(38,593)	(12,029)	-	94,221	-
<b>Total</b>	<b>1,108,718</b>	<b>20,499</b>	<b>437,602</b>	<b>(368,959)</b>	<b>(115,003)</b>	<b>-</b>	<b>1,062,358</b>	<b>-</b>

<sup>1</sup> Details of Mark Ryan's share based remuneration arrangements are separately disclosed in the Remuneration Report and note 5 (c).

All performance rights granted to Key Management Personnel were granted in accordance with the provisions of the Company's Long-term Incentive Plan. Refer to the Remuneration Report and note 5 to the financial statements, for further details.

## 21. ROUNDING OFF OF AMOUNTS

The Company is of a kind referred to in ASIC Class Order 98/0100 dated 10 July 1998 and in accordance with that Class Order, amounts in the Annual Financial Report and the Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of Directors made pursuant to section 298(2) of the *Corporations Act 2001*.

On behalf of the Directors



A.D. McCallum  
Chairman  
Hobart this 20<sup>th</sup> day of August 2015

# AUDITOR'S INDEPENDENCE DECLARATION

Tassal Group Limited and Controlled Entities



Deloitte Touche Tohmatsu  
ABN 74 490 121 060

Level 8  
22 Elizabeth Street  
Hobart TAS 7000  
GPO Box 777  
Hobart TAS 7001 Australia

Tel: +61 3 6237 7000  
Fax: +61 3 6237 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

The Board of Directors  
Tassal Group Limited  
Level 9  
1 Franklin Wharf  
Hobart Tasmania 7000

20 August 2015

Dear Board Members

**Tassal Group Limited**

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

As lead audit partner for the audit of the financial statements of Tassal Group Limited for the financial year ended 30 June 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

*Deloitte Touche Tohmatsu*

DELOITTE TOUCHE TOHMATSU

**Carl Harris**  
Partner  
Chartered Accountants

# CONTENTS

## Tassal Group Limited and Controlled Entities

Income Statement	36
Statement of Comprehensive Income	37
Statement of Financial Position	38
Statement of Changes in Equity	39
Statement of Cashflows	40
Notes to the Financial Statements	41 – 83
Directors' Declaration	84
Independent Auditor's Report	85 - 86
Additional Securities Exchange Information	87

# INCOME STATEMENT for the year ended 30 June 2015

## Tassal Group Limited and Controlled Entities

	Note	Consolidated 2015	Consolidated 2014
		\$'000	\$'000
Revenue	3(a)	304,405	260,777
Other income	3(b)	4,995	4,953
Fair value adjustment of biological assets		19,946	12,939
Fair value adjustment of biological assets at point of harvest		1,432	2,113
Share of profits / (losses) of associates accounted for using the equity method	12	390	601
Changes in inventories of finished goods and work in progress		5,312	1,144
Raw materials and consumables used		(164,452)	(137,561)
Employee benefits expense	3(c)	(58,631)	(50,414)
Depreciation and amortisation expense	3(c)	(18,368)	(15,469)
Finance costs	3(c)	(4,722)	(5,067)
Other expenses		(19,432)	(15,955)
<b>Profit before income tax expense</b>		<b>70,875</b>	<b>58,061</b>
Income tax expense	4	(20,883)	(17,000)
<b>Net profit for the period attributable to members of the Company</b>		<b>49,992</b>	<b>41,061</b>

	Note	Cents per share	Cents per share
		2015	2014
<b>Earnings per ordinary share:</b>			
Basic (cents per share)	29	34.05	28.03
Diluted (cents per share)	29	33.83	27.82

Notes to the financial statements are included on pages 41 to 83.

# STATEMENT OF COMPREHENSIVE INCOME for the year ended 30 June 2015

Tassal Group Limited and Controlled Entities

	Note	Consolidated 2015 \$'000	Consolidated 2014 \$'000
Profit for the period		49,992	41,061
<b>Other comprehensive income</b>			
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Gain / (loss) on cashflow hedges	27(a)	28	(56)
Income tax relating to items that may be reclassified subsequently		(8)	17
Other comprehensive income for the period (net of tax)		20	(39)
<b>Total comprehensive income for the period attributed to owners of the parent</b>		<b>50,012</b>	<b>41,022</b>

Notes to the financial statements are included on pages 41 to 83.

# STATEMENT OF FINANCIAL POSITION as at 30 June 2015

## Tassal Group Limited and Controlled Entities

	Note	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>Current Assets</b>			
Cash and cash equivalents		13,324	7,656
Trade and other receivables	7	14,034	7,636
Inventories	8	60,151	53,407
Biological assets	9	222,906	188,784
Other financial assets	10	448	448
Other	11	2,740	3,051
<b>Total Current Assets</b>		<b>313,603</b>	<b>260,982</b>
<b>Non-Current Assets</b>			
Investments accounted for using the equity method	12	8,670	8,280
Other financial assets	13	60	71
Property, plant and equipment	14	247,174	224,957
Goodwill	15	14,851	14,851
Other intangible assets	16	24,184	24,184
Other	17	4,385	3,220
<b>Total Non-Current Assets</b>		<b>299,324</b>	<b>275,563</b>
<b>Total Assets</b>		<b>612,927</b>	<b>536,545</b>
<b>Current Liabilities</b>			
Trade and other payables	19	58,257	46,099
Borrowings	20	17,765	23,186
Current tax liability	4	1,930	1,500
Provisions	21	5,384	5,922
Other financial liabilities	22	232	260
Other	23	14	291
<b>Total Current Liabilities</b>		<b>83,582</b>	<b>77,258</b>
<b>Non-Current Liabilities</b>			
Borrowings	24	61,273	37,144
Deferred tax liabilities	4	93,508	79,145
Provisions	25	1,231	1,075
<b>Total Non-Current Liabilities</b>		<b>156,012</b>	<b>117,364</b>
<b>Total Liabilities</b>		<b>239,594</b>	<b>194,622</b>
<b>Net Assets</b>		<b>373,333</b>	<b>341,923</b>
<b>Equity</b>			
Issued capital	26	154,647	154,213
Reserves	27	9,995	9,914
Retained earnings	28	208,691	177,796
<b>Total Equity</b>		<b>373,333</b>	<b>341,923</b>

Notes to the financial statements are included on pages 41 to 83.

# STATEMENT OF CHANGES IN EQUITY for the year ended 30 June 2015

Tassal Group Limited and Controlled Entities

## Consolidated

	Issued capital	Asset revaluation reserve	Hedging reserve	Equity- settled employee benefits reserve	Retained earnings	Total attributable to equity holders of the entity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Balance as at 1 July 2013</b>	<b>154,027</b>	<b>8,615</b>	<b>(143)</b>	<b>930</b>	<b>152,118</b>	<b>315,547</b>
Profit for the period	-	-	-	-	41,061	41,061
Gain / (loss) on revaluation of property (net of any related tax)	-	-	-	-	-	-
Gain / (loss) on cashflow hedges (net of any related tax)	-	-	(39)	-	-	(39)
Total comprehensive income for the period	-	-	(39)	-	41,061	41,022
Payment of dividends	-	-	-	-	(15,383)	(15,383)
Issue of shares pursuant to Executive Long Term Incentive Plan	186	-	-	(186)	-	-
Recognition of share-based payments	-	-	-	737	-	737
<b>Balance as at 30 June 2014</b>	<b>154,213</b>	<b>8,615</b>	<b>(182)</b>	<b>1,481</b>	<b>177,796</b>	<b>341,923</b>
<b>Balance as at 1 July 2014</b>	<b>154,213</b>	<b>8,615</b>	<b>(182)</b>	<b>1,481</b>	<b>177,796</b>	<b>341,923</b>
Profit for the period	-	-	-	-	49,992	49,992
Gain / (loss) on revaluation of property (net of any related tax)	-	-	-	-	-	-
Gain / (loss) on cashflow hedges (net of any related tax)	-	-	20	-	-	20
Total comprehensive income for the period	-	-	20	-	49,992	50,012
Payment of dividends	-	-	-	-	(19,097)	(19,097)
Issue of shares pursuant to Executive Long Term Incentive Plan	434	-	-	(434)	-	-
Recognition of share-based payments	-	-	-	495	-	495
<b>Balance as at 30 June 2015</b>	<b>154,647</b>	<b>8,615</b>	<b>(162)</b>	<b>1,542</b>	<b>208,691</b>	<b>373,333</b>

Notes to the financial statements are included on pages 41 to 83.



# STATEMENT OF CASHFLOWS for the year ended 30 June 2015

## Tassal Group Limited and Controlled Entities

	Note	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>Cashflows from Operating Activities</b>			
Receipts from customers		334,498	296,813
Receipts from government grants		-	-
Payments to suppliers and employees		(282,451)	(238,571)
Interest received		300	295
Interest and other costs of finance paid		(4,894)	(5,153)
Income taxes paid		(4,757)	(2,758)
<b>Net cash (used in) / provided by operating activities</b>	<b>38(b)</b>	<b>42,696</b>	<b>50,626</b>
<b>Cashflows from Investing Activities</b>			
Payment for property, plant and equipment		(36,665)	(29,842)
Proceeds from sale of property, plant and equipment		26	-
<b>Net cash (used in)/provided by investing activities</b>		<b>(36,639)</b>	<b>(29,842)</b>
<b>Cashflows from Financing Activities</b>			
Proceeds from borrowings		34,999	13,794
Repayment of borrowings		(16,291)	(26,537)
Dividends paid to members of the parent entity		(19,097)	(15,383)
<b>Net cash (used in)/ provided by financing activities</b>		<b>(389)</b>	<b>(28,126)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>5,668</b>	<b>(7,342)</b>
Cash and cash equivalents at the beginning of the financial year		7,656	14,998
<b>Cash and cash equivalents at the end of the financial year</b>	<b>38(a)</b>	<b>13,324</b>	<b>7,656</b>

Notes to the financial statements are included on pages 41 to 83.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015

## Tassal Group Limited and Controlled Entities

NOTE	CONTENTS
1.	Summary of Accounting Policies
2.	Subsequent Events
3.	Profit for the Year Before Tax
4.	Income Taxes
5.	Key Management Personnel Compensation
6.	Remuneration of Auditors
7.	Current Trade and Other Receivables
8.	Current Inventories
9.	Biological Assets
10.	Other Current Financial Assets
11.	Other Current Assets
12.	Investments Accounted for Using the Equity Method
13.	Other Non-current Financial Assets
14.	Property, Plant and Equipment
15.	Goodwill
16.	Other Intangible Assets
17.	Other Non-current Assets
18.	Assets Pledged as Security
19.	Current Trade and Other Payables
20.	Current Borrowings
21.	Current Provisions
22.	Other Current Financial Liabilities
23.	Other Current Liabilities
24.	Non-current Borrowings
25.	Non-current Provisions
26.	Issued Capital
27.	Reserves
28.	Retained Earnings
29.	Earnings Per Share (EPS)
30.	Dividends
31.	Commitments for Expenditure
32.	Leases
33.	Contingent Liabilities and Contingent Assets
34.	Investments in Controlled Entities
35.	Segment Information
36.	Seasonality
37.	Related Party Disclosures
38.	Notes to the Statement of Cashflows
39.	Financial Instruments
40.	Parent Entity Information

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 1. SUMMARY OF ACCOUNTING POLICIES

##### Statement of Compliance

The Annual Financial Report is a general purpose financial report and has been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and complies with other requirements of the law. For the purposes of preparing the consolidated financial statements, the consolidated entity is a for-profit entity. Accounting Standards include Australian equivalents to International Financial Reporting Standards (**A-IFRS**). Compliance with A-IFRS ensures that the financial statements and notes of the consolidated entity comply with International Financial Reporting Standards (**IFRS**).

The Annual Financial Report was authorised for issue by the Directors on 20 August 2015.

##### Basis of Preparation

The Annual Financial Report has been prepared on the basis of historic cost except for biological assets which are measured at net market value, and, if relevant for the revaluation of certain non-current assets and financial instruments, and except where stated, does not take into account changing money values or current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

All amounts are presented in Australian Dollars, unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, leasing transactions that are within the scope of AASB 117, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 102 or value in use in AASB 136.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the Annual Financial Report are rounded to the nearest thousand dollars, unless otherwise indicated.

##### Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the consolidated entity's accounting policies, management is required to make judgments, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and various other factors, including expectations of future events, that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of consolidated entity's accounting policies that have significant effects on the Annual Financial Report and estimates with a significant risk of material adjustments in the next year are disclosed, where applicable, in the relevant notes to the financial statements. They include the following:

- Goodwill (refer to note 15)
- Brand names (refer to note 16)
- Biological assets (refer to note 9)

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. Information about the valuation techniques and inputs in determining the fair value of various assets and liabilities are disclosed in notes 9, 14, and 39.

Accounting policies are selected and applied in a manner which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

The accounting policies set out below have been applied in preparing the financial statements for the year ended 30 June 2015, and the comparative information presented in these financial statements.

##### Application of New and Revised Accounting Standards

###### (i) Amendments to AASBs and the new Interpretation that are mandatorily effective for the current year

In the current year, the Group has applied a number of amendments to AASBs and a new Interpretation issued by the Australian Accounting Standards Board (AASB) that are mandatorily effective for an accounting period that begins on or after 1 July 2014, and therefore relevant for the current year end.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### *AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Liabilities'*

The amendments to AASB 132 clarify the requirements relating to the offset of financial assets and financial liabilities. Specifically, the amendments clarify the meaning of 'currently has a legally enforceable right to set-off' and 'simultaneous realisation and settlement'. The amendments have been applied retrospectively. As the Group does not have any financial assets and financial liabilities that qualify for offset, the application of the amendments does not have any material impact on the disclosures or on the amounts recognised in the Group's consolidated financial statements.

#### *AASB 2013-3 'Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets'*

The amendments to AASB 136 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment related to the CGU. Furthermore, the amendments introduce additional disclosure requirements applicable to when the recoverable amount of an asset or CGU is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by AASB 13 'Fair Value Measurements'. The application of these amendments does not have any material impact on the disclosures in the Group's consolidated financial statements.

#### *AASB 2013-4 'Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting'*

The amendments to AASB 139 provide relief from the requirement to discontinue hedge accounting when a derivative designated as a hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative designated as a hedging instrument arising from the novation should be included in the assessment and measurement of hedge effectiveness. As the Group does not have any derivatives that are subject to novation, the application of these amendments does not have any material impact on the disclosures or on the amounts recognised in the Group's consolidated financial statements.

#### *AASB 2014-1 'Amendments to Australian Accounting Standards' (Part A: Annual Improvements 2010-2012 and 2011-2013 Cycles)*

The Annual Improvements 2010-2012 and 2011-2013 Cycles has made a number of amendments to various AASBs, which are summarised below.

- The amendments to AASB 2 (i) change the definitions of 'vesting condition' and 'market condition'; and (ii) add definitions for 'performance condition' and 'service condition' which were previously included within the definition of 'vesting condition'. The amendments to AASB 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

- The amendments to the basis for conclusions of AASB 13 clarify that the issue of AASB 13 and consequential amendments to AASB 139 and AASB 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.
- The amendments to AASB 116 and AASB 138 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.
- The amendments to AASB 124 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The Annual Improvements 2011-2013 has made a number of amendments to various AASBs, which are summarised below.

- The amendments to AASB 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, AASB 139 or AASB 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within AASB 132.

The application of these amendments does not have any material impact on the disclosures or on the amounts recognised in the Group's consolidated financial statements.

#### *Interpretation 21 'Levies'*

Interpretation 21 addresses the issue as to when to recognise a liability to pay a levy imposed by a government. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by the legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for, in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period. Interpretation 21 has been applied retrospectively. The application of this Interpretation does not have any material impact on the disclosures or on the amounts recognised in the Group's consolidated financial statements.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

*AASB 1031 'Materiality', AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments' (Part B: Materiality), AASB 2014-1 'Amendments to Australian Accounting Standards (Part C: Materiality)*

The revised AASB 1031 is an interim standard that cross-references to other Standards and the 'Framework for the Preparation and Presentation of Financial Statements' (issued December 2013) that contain guidance on materiality. The AASB is progressively removing references to AASB 1031 in all Standards and Interpretations. Once all of these references have been removed, AASB 1031 will be withdrawn. The adoption of AASB 1031, AASB 2013-9 (Part B) and AASB 2014-1 (Part C) does not have any material impact on the disclosures or amounts recognised in the Group's consolidated financial statements.

#### (ii) Standards and Interpretations in issue not yet adopted

At the date of authorisation of the financial statements, the Standards and Interpretations that were issued but not yet effective are listed below. The potential effect of the revised Standards/Interpretations on the Group's financial statements has not yet been determined.

*AASB 9 'Financial Instruments' and the relevant amending standards*

Effective for annual reporting periods beginning on or after 1 January 2018 and expected to be initially applied in the financial year ending 30 June 2019.

*AASB 15 'Revenue from Contracts with Customers' and AASB 2014-5 'Amendments to Australian Accounting Standards arising from AASB 15'*

Effective for annual reporting periods beginning on or after 1 January 2018 and expected to be initially applied in the financial year ending 30 June 2019.

*AASB 2014-4 'Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation'*

Effective for annual reporting periods beginning on or after 1 January 2016 and expected to be initially applied in the financial year ending 30 June 2017.

*AASB 2014-6 'Amendments to Australian Accounting Standards – Agriculture: Bearer Plants'*

Effective for annual reporting periods beginning on or after 1 January 2016 and expected to be initially applied in the financial year ending 30 June 2017.

*AASB 2014-10 'Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture'*

Effective for annual reporting periods beginning on or after 1 January 2016 and expected to be initially applied in the financial year ending 30 June 2017.

*AASB 2015-1 'Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle'*

Effective for annual reporting periods beginning on or after 1 January 2016 and expected to be initially applied in the financial year ending 30 June 2017.

*AASB 2015-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101'*

Effective for annual reporting periods beginning on or after 1 January 2016 and expected to be initially applied in the financial year ending 30 June 2017.

*AASB 2015-3 'Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality'*

Effective for annual reporting periods beginning on or after 1 January 2015 and expected to be initially applied in the financial year ending 30 June 2016.

The following existing group accounting policies will change on adoption of these pronouncements:

*AASB 15 'Revenue from Contracts with Customers'*

AASB 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. AASB 15 will supersede the current revenue recognition guidance including AASB 118 'Revenue', AASB 111 'Construction Contracts' and the related Interpretations when it becomes effective. The core principle of AASB 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise the revenue when (or as) the entity satisfies a performance obligation

Under AASB 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. The directors of the Group anticipate that the application of AASB 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of AASB 15 until the Group performs a detailed review.

#### Significant Accounting Policies

The following significant accounting policies have been adopted in the preparation and presentation of the Annual Financial Report:

##### (a) Basis of Consolidation



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the Company (the parent entity) and its subsidiaries as defined in Accounting Standard AASB 10 '*Consolidated Financial Statements*' (the **Group**). Control is achieved when the company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

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

The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

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

#### (b) Borrowings

Borrowings are recorded initially at fair value, net of transaction costs.

Subsequent to initial recognition, borrowings are measured at amortised cost with any difference between the initial recognised amount and the redemption value being recognised in profit and loss over the period of the borrowing using the effective interest rate method.

#### (c) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (d) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, cash in banks and investments in money market instruments, net of outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

#### (e) Derivative Financial Instruments

The consolidated entity uses derivative financial instruments, principally foreign exchange and interest rate related, to reduce their exposure to movements in foreign exchange rate and interest rate movements. Further details of derivative financial instruments are disclosed in note 39 to the financial statements.

The consolidated entity has adopted certain principles in relation to derivative financial instruments:

- it does not trade in a derivative that is not used in the hedging of an underlying business exposure of the consolidated entity; and
- derivatives acquired must be able to be recorded on the consolidated entity's treasury management systems, which contain appropriate internal controls.

The Company and consolidated entity follow the same credit policies, legal processes, monitoring of market and operational risks in the area of derivative financial instruments, as they do in relation to financial assets and liabilities on the statement of financial position, where internal controls operate.

On a continuing basis, the consolidated entity monitors its future exposures and on some occasions hedges all or part of these exposures. The transactions which may be covered are future foreign exchange requirements and interest rate positions.

These exposures are then monitored and may be modified from time to time. The foreign exchange hedge instruments are transacted on a commitment basis and hedge operational transactions the consolidated entity expects to occur in this time frame. Interest rate derivative instruments can be for periods up to 3 – 5 years as the critical terms of the instruments are matched to the life of the borrowings.

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

The consolidated entity designates certain derivatives as either hedges of the fair value of recognised assets or liabilities or firm commitments (fair value hedges) or hedges of highly probable forecast transactions (cashflow hedges).

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 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 immediately, together with any changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

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

#### Cashflow hedge

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

Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

#### **(f) Employee Benefits**

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

Provisions made in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to reporting date.

Contributions to defined contribution superannuation plans are expensed when incurred.

#### **(g) Financial Assets**

Investments are recognised and derecognised on trade date where purchase or sale of an investment is under a contract whose terms

require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs.

Subsequent to initial recognition, investments in subsidiaries are measured at cost in the parent accounts. Subsequent to initial recognition, investments in associates are accounted for under the equity method in the consolidated financial statements and the cost method in the Company financial statements.

Other financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss', 'held-to-maturity' investments and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

#### Held-to-maturity investments

Bills of exchange and debentures are recorded at amortised cost using the effective interest method less impairment, with revenue recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period.

#### Loans and receivables

Trade receivables, loans, and other receivables are recorded at amortised cost using the effective interest method less impairment.

#### Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cashflows of the investment have been impacted.

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cashflows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### (h) Financial Instruments Issued by the Consolidated Entity

##### Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and subsequently at the higher of the amount recognised as a provision and the amount initially recognised less cumulative amortisation in accordance with the revenue recognition policies described in note 1(u).

##### Financial liabilities

Financial liabilities are classified as either financial liabilities "at fair value through the profit or loss" or other financial liabilities.

##### Transaction costs on the issue of equity instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

##### Interest and dividends

Interest and dividends are classified as expenses or as distributions of profit consistent with the statement of financial position classification of the related debt or equity instruments or component parts of compound instruments.

#### (i) Foreign Currency

##### Foreign currency transactions

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

Exchange differences are recognised in profit or loss in the period in which they arise except that:

- exchange differences which relate to assets under construction for future productive use are included in the cost of those assets where they are regarded as an adjustment to interest costs on foreign currency borrowings; and

- exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer to note 1(e)).

#### (j) Goods and Service Tax

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

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cashflows are included in the statement of cashflows on a gross basis. The GST component of cashflows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cashflows.

#### (k) Goodwill

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

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGUs) (or groups of CGUs) expected to benefit from the synergies of the business combination. CGUs (or groups of CGUs) to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicated that goodwill might be impaired.

If the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount of the CGU (or groups of CGUs), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or groups of CGUs) and then to the other assets in the CGU (or groups of CGUs). An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

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

#### (l) Government Grants

Government grants are assistance by the government in the form of transfers of resources to the consolidated entity in return for past or future compliance with certain conditions relating to the operating activities of the entity. Government grants include government assistance where there are no conditions specifically relating to the operating activities of the consolidated entity other than the



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

requirement to operate in certain regions or industry sectors.

Government grants are not recognised until there is reasonable assurance that the consolidated entity will comply with the conditions attaching to them and the grants will be received.

Government grants whose primary condition is that the consolidated entity should purchase, construct or otherwise acquire long-term assets are recognised as deferred income in the statement of financial position and recognised as income on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the consolidated entity with no future related costs are recognised as income of the period in which it becomes receivable.

#### (m) Impairment of Long-lived Assets Excluding Goodwill

At each reporting date, the consolidated entity reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cashflows that are independent from other assets, the consolidated entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cashflows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cashflows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease. Refer also note 1(s).

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset

(cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease. Refer also note 1(s).

#### (n) Income Tax

##### Current tax

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

##### Deferred tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

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

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

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

date, to recover or settle the carrying amount of its assets and liabilities.

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

#### Current and deferred tax for the period

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

#### Tax consolidation

The Company and all its wholly-owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. Tassal Group Limited is the head entity in the tax-consolidated group.

Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax-consolidated group in accordance with the arrangement. Further information about the tax funding arrangement is detailed in note 4 to the financial statements. Where the tax contribution amount recognised by each member of the tax-consolidated group for a particular period is different to the aggregate of the current tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity participants.

#### (o) Intangible Assets

##### Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period as incurred.

An intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following are demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible assets first meets the recognition criteria listed above.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

#### Brand names

Brand names recognised by the Company have an indefinite useful life and are not amortised. Each period, the useful life of this asset is reviewed to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset. Such assets are tested for impairment in accordance with the policy stated in note 1(m).

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

#### (p) Inventories

Agricultural produce harvested from an entity's biological assets shall be measured at its fair value less costs to sell at the point of harvest. Such measurement is the cost at that date when applying AASB 102 'Inventories'.

Other inventories are valued at the lower of cost and net realisable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventory on hand by the method most appropriate to each particular class of inventory, with the majority being valued on a first in first out or weighted average cost basis. Net realisable value represents the estimated selling price less all

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

estimated costs of completion and costs necessary to make the sale.

#### (q) Leased Assets

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### Consolidated entity as lessee

Assets held under finance leases are initially recognised at their fair value or, if lower, at amounts equal to the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the consolidated entity's general policy on borrowing costs. Refer to note 1(c).

Finance leased assets are amortised on a straight line basis over the estimated useful life of the asset.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### Lease incentives

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

#### (r) Payables

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

#### (s) Property, Plant and Equipment

Land and buildings are measured at fair value. Fair value is determined on the basis of an independent valuation prepared by external experts and in conformance with Australian Valuation Standards. The fair values are recognised in the financial statements of the consolidated entity, and are reviewed at the end of each reporting period to ensure that the carrying value of land and buildings is not materially different from their fair values.

On 19 June 2013, an independent valuation of

the consolidated entity's freehold land and freehold and leasehold buildings was performed by Mr M J Page [B.Bus.(Property)AAPI, CPV] to determine the fair value of land and buildings. Specialised land and buildings have been valued based on the depreciated replacement cost method. The valuation conforms to Australian Valuation Standards.

Any revaluation increase arising on the revaluation of land and buildings is credited to a revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised as an expense in profit or loss, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of land and buildings is charged as an expense in profit or loss to the extent that it exceeds the balance, if any, held in the revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the revaluation reserve, net of any related taxes, is transferred directly to retained earnings.

Plant and equipment and equipment under finance lease are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight line basis so as to write off the net cost or other re-valued amount of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method is reviewed at the end of each annual reporting period, with the effect of any change recognised on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The following estimated useful lives are used in the calculation of depreciation:

- Buildings 25 – 50 years
- Plant and equipment 2 – 20 years
- Equipment under finance lease 2 – 20 years

#### (t) Provisions

Provisions are recognised when the consolidated entity has a present obligation (legal or constructive) as a result of a past event, it is probable that the consolidated entity will be

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cashflows estimated to settle the present obligation, its carrying amount is the present value of those cashflows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Onerous Contracts

Present obligations arising under onerous contracts are recognised and measured as a provision. An onerous contract is considered to exist where the consolidated entity has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

#### Restructurings

A restructuring provision is recognised when the consolidated entity has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

#### Dividends

A provision is recognised for dividends when they have been approved at the reporting date.

### (u) Revenue Recognition

#### Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- the consolidated entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the consolidated entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### Dividend and interest revenue

Dividend revenue from investments is recognised when the shareholder's right to receive payment has been established.

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

### (v) Share-based Payments

Equity-settled share-based payments with employees are measured at the fair value of the equity instrument at the grant date. Fair value is measured by use of a Monte Carlo simulation model, taking into account the terms and conditions upon which the equity-settled share-based payment were granted. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations. Further details on how the fair value of equity-settled share-based transactions has been determined can be found in note 5 (c) (i) to the financial statements.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the consolidated entity's estimate of shares that will eventually vest.

At each reporting date, the Group revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with corresponding adjustment to the equity-settled employee benefits reserve.

### (w) Biological Assets – Live Finfish

Live finfish assets are valued at fair value less estimated point of sale costs. This fair value is the amount which could be expected to be received from the disposal of the asset in an active and liquid market less the costs expected to be incurred in realising the proceeds of such disposal. The net increment / (decrement) in the fair value of finfish is recognised as income / (expense) in the reporting period.

Where an active and liquid market is not available, fair value is determined using the present value of expected net cashflows from the asset discounted at a current market-determined rate. The net cashflows are reduced for harvesting costs and freight costs to market. Further the expected net cashflows take into account the expected weight of the fish at harvest, expected costs and sale prices, and incorporates expected possible variations in the net cashflows.

The change in estimated fair value is recognised in the income statement and is classified separately.

Fair value has been determined in accordance with Directors' valuation.

Historic cost is used as an estimate of fair value where little or no biological transformation has



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

taken place.

#### (x) Financial Risk Management Strategies Relating to Agricultural Activities

The consolidated entity has a comprehensive risk management strategy in place to monitor and oversee its agricultural activities. The policy framework is broad, with risk management addressed via marine and hatchery site geographical diversification, conservative finfish husbandry practices, experienced management with international expertise and extensive investment in infrastructure improvements and automation.

#### (y) Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the consolidated entity in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 '*Business Combinations*' are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 '*Non-current Assets Held for Sale and Discontinued Operations*', which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the consolidated entity's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the consolidated entity's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

If relevant, the interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

#### (z) Investments in Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The result and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with AASB 5 '*Non-current Assets Held for Sale and Discontinued Operations*'. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as

adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments.

Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of the acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of that investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of the acquisition, after reassessment, is recognised immediately in profit or loss. Where a Group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

## 2. SUBSEQUENT EVENTS

### Final Dividend Declared

On 20 August 2015, the Directors declared a final dividend of \$10.283 million (7.00 cents per ordinary share) in respect of the financial year ended 30 June 2015. The final dividend will be 50% franked. The record date for determining entitlements to this final dividend is 11 September 2015. The final dividend will be paid on 30 September 2015.

The final dividend has not been recognised in this Annual Financial Report because the final dividend was declared subsequent to 30 June 2015.

### Acquisition of De Costi Seafoods

Tassal Group Limited announced on 1 July 2015 the acquisition of De Costi Seafoods ('the business') pursuant to the execution of a share sale agreement.

Tassal Group Limited will pay a consideration based on a multiple of approximately 5x maintainable EBITDA of the business and comprising 2 components:

- An upfront payment of \$50 million paid in cash at completion of the proposed acquisition, based on current maintainable EBITDA of \$10 million for the business; and
- A growth based earn-out component (over each of the three financial years from 1 July 2015) payable in new Tassal shares where the earn-out payments will maintain the purchase consideration of

**NOTES TO THE FINANCIAL STATEMENTS** for the year ended 30 June 2015 cont.**Tassal Group Limited and Controlled Entities**

approximately 5x maintainable EBITDA over that period but capped at a maximum of approximately 10 million new Tassal shares for that entire period.

The up-front cash component of the acquisition will be funded through debt and not require any capital raising. Both the up-front payment and any earn-out payment will be immediately earnings accretive pre-synergies for Tassal shareholders.

The acquiree is in the process of compiling financial information, including the assets and liabilities acquired and the values thereof at the date of acquisition, and therefore the Group is unable to present this information at this time.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

Tassal Group Limited and Controlled Entities

	Note	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>3. PROFIT FOR THE YEAR BEFORE TAX</b>			
<b>Profit from operations before income tax expense includes the following items of revenue and expense:</b>			
<b>(a) Revenue</b>			
Revenue from the sale of goods		<b>304,093</b>	260,472
Rental revenue		<b>12</b>	10
Interest revenue		<b>300</b>	295
<b>Total revenue</b>		<b>304,405</b>	260,777
<b>(b) Other income</b>			
Gain / (loss) on disposal of property, plant and equipment		<b>38</b>	1
Government grants received		<b>2,208</b>	2,064
Other		<b>2,749</b>	2,888
<b>Total other income</b>		<b>4,995</b>	4,953

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000

### 3. PROFIT FOR THE YEAR BEFORE TAX (CONT.)

#### (c) Expenses

Depreciation of non-current assets	18,338	15,439
Amortisation of non-current assets	30	30
<b>Total depreciation and amortisation</b>	<b>18,368</b>	15,469
Interest - other entities	3,176	3,070
Finance lease charges	1,546	1,997
<b>Total finance costs (i)</b>	<b>4,722</b>	5,067

#### Notes:

- (i) Additional finance costs of \$0.752 million were included in the cost of qualifying assets during the current year (2014: \$0.955 million).
- (ii) The weighted average capitalisation rate on funds borrowed generally is 3.575% (2014: 4.717%).

#### Employee benefits expense:

Share-based payments:		
Equity settled share-based payments	495	737
Post employment benefits	4,000	3,660
Other employee benefits	54,136	46,017
<b>Total employee benefits expense</b>	<b>58,631</b>	50,414
Net bad and doubtful debts – other entities	98	94
Write-downs of inventories to net realisable value	414	899
Operating lease rental expenses	10,304	7,475
Research and development costs immediately expensed	287	308



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
<b>4. INCOME TAXES</b>		
<b>(a) Income tax recognised in profit or loss:</b>		
<b>Tax (expense)/income comprises:</b>		
Current tax (expense)/income	(6,207)	(4,544)
Adjustment recognised in the current year in relation to the current tax of prior years	19	(20)
Deferred tax (expense)/income relating to the origination and reversal of temporary differences and use of carry forward tax losses	(14,695)	(12,436)
<b>Total tax (expense)/income</b>	<b>(20,883)</b>	<b>(17,000)</b>
<b>The prima facie income tax (expense)/income on pre-tax accounting profit from operations reconciles to the income tax (expense)/income in the financial statements as follows:</b>		
<b>Profit from operations</b>	<b>70,875</b>	<b>58,061</b>
Income tax (expense)/benefit calculated at 30%	(21,262)	(17,418)
Non-tax deductible items	(49)	(13)
Research and development concession	300	395
Payment in respect of employee shares	109	56
Adjustment recognised in the current year in relation to prior years	19	(20)
<b>Income tax (expense)/benefit</b>	<b>(20,883)</b>	<b>(17,000)</b>
The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared with the previous reporting period.		
<b>(b) Income tax recognised directly in equity</b>		
<b>Deferred tax:</b>		
Employee share reserve	340	126
Revaluation of financial instruments treated as cashflow hedges	(8)	17
	<b>332</b>	<b>143</b>
<b>(c) Current tax balances:</b>		
<b>Current tax liabilities comprise:</b>		
Income tax payable attributable to:		
Entities in the tax-consolidated group	(2,930)	(2,816)
Research & Development Offset included in other income	1,000	1,316
<b>Net current tax balance</b>	<b>(1,930)</b>	<b>(1,500)</b>
<b>(d) Deferred tax balances:</b>		
<b>Deferred tax assets comprise:</b>		
Temporary differences	2,544	2,217
	<b>2,544</b>	<b>2,217</b>
<b>Deferred tax liabilities comprise:</b>		
Temporary differences	(96,052)	(81,362)
<b>Net deferred tax asset / (liability)</b>	<b>(93,508)</b>	<b>(79,145)</b>

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

### 4. INCOME TAXES (CONT.)

#### (d) Deferred tax balances: (cont.)

Taxable and deductible temporary differences arise from the following:

Consolidated	Opening balance	Charged to income	Charged to equity	Closing balance
	\$'000	\$'000	\$'000	\$'000
<b>2015</b>				
<b>Gross deferred tax liabilities:</b>				
Biological assets	(56,201)	(12,326)	-	(68,527)
Inventories	(8,809)	-	-	(8,809)
Property, plant and equipment	(15,440)	(558)	-	(15,998)
Investment in associates	(642)	(117)	-	(759)
Other financial assets	(270)	(1,689)	-	(1,959)
	(81,362)	(14,690)	-	(96,052)
<b>Gross deferred tax assets:</b>				
Provisions	1,747	237	-	1,984
Other intangible assets	36	26	-	62
Share issue expenses deductible over 5 years	59	(59)	-	-
Trade and other payables	171	45	-	216
Cashflow hedges	78	-	(8)	70
Other	126	(254)	340	212
	2,217	(5)	332	2,544
	(79,145)	(14,695)	332	(93,508)
<b>Reduction arising from:</b>				
Revenue tax losses and R&D offset	-	-	-	-
<b>Net deferred tax asset/(liability)</b>	<b>(79,145)</b>	<b>(14,695)</b>	<b>332</b>	<b>(93,508)</b>
<b>2014</b>				
<b>Gross deferred tax liabilities:</b>				
Biological assets	(47,400)	(8,801)	-	(56,201)
Inventories	(7,064)	(1,745)	-	(8,809)
Property, plant and equipment	(13,546)	(1,894)	-	(15,440)
Investment in associates	(462)	(180)	-	(642)
Other financial assets	(359)	89	-	(270)
	(68,831)	(12,531)	-	(81,362)
<b>Gross deferred tax assets:</b>				
Provisions	1,649	98	-	1,747
Other intangible assets	45	(9)	-	36
Deferred income	2	(2)	-	-
Share issue expenses deductible over 5 years	15	44	-	59
Trade and other payables	98	73	-	171
Cashflow hedges	61	-	17	78
Other	-	-	126	126
	1,870	204	143	2,217
	(66,961)	(12,327)	143	(79,145)
<b>Reduction arising from:</b>				
Revenue tax losses and R&D offset	102	(102)	-	-
<b>Net deferred tax asset/(liability)</b>	<b>(66,859)</b>	<b>(12,429)</b>	<b>143</b>	<b>(79,145)</b>

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 4. INCOME TAXES (CONT.)

##### (e) Tax consolidation

###### Relevance of tax consolidation to the consolidated entity

The Company and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 19 September 2003 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is Tassal Group Limited. The members of the tax-consolidated group are identified at note 34.

###### Nature of tax funding arrangements and tax sharing agreements

Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax-sharing agreement with the head entity.

Under the terms of the tax funding arrangement, Tassal Group Limited and each of the entities in the tax-consolidated group has agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity. Such amounts are reflected in amounts receivable from or payable to other entities in the tax-consolidated group.

The tax sharing agreement entered into between members of the tax-consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

#### 5. KEY MANAGEMENT PERSONNEL COMPENSATION

##### (a) Identity of Key Management Personnel:

The following were Key Management Personnel of the consolidated entity at any time during the financial year and unless otherwise indicated were Key Management Personnel for the entire period

Name	Title
A. McCallum	Chairman, Non-executive Director
M. Ryan	Chief Executive Officer and Managing Director
T. Gerber	Non-executive Director
J. Thieng Ng <sup>1</sup>	Non-executive Director
J. Siang Ng <sup>1</sup>	Alternate Non-Executive Director
J. Watson	Non-executive Director
C. Leon	Non-executive Director
M. Carroll	Non-executive Director

Notes:

1. To 25 July 2014

##### Key Management Personnel Compensation

The aggregate compensation of Key Management Personnel of the consolidated entity is set out below:

##### Other Key Management Personnel:

Name	Title
P. Bennett <sup>1</sup>	Head of Processing
A. Creswell	Chief Financial Officer
D. Kiemele	Head of Farming
K. Little	Head of People, Culture and QA
M. Maedler	General Counsel and Company Secretary
J. O'Connor	Head of Risk
L. Sams	Head of Sustainability
D. Williams	Head of Sales and Marketing
B. Daley	Head of Supply Chain and Commercial Services
C. Hounsell	Senior Manager Marketing
I. Miles	Head of Safety

Notes:

1. To 25 March 2015

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

### 5. KEY MANAGEMENT PERSONNEL COMPENSATION (CONT.)

	Consolidated 2015	Consolidated 2014
	\$	\$
Short-term employee benefits	3,212,918	3,876,483
Post-employment benefits	250,272	293,184
Share-based payment	191,130	572,188
	3,654,320	4,741,855

Details of the consolidated entity's Key Management Personnel compensation policy and details of Key Management Personnel compensation are discussed in section 20 of the Directors' Report.

#### (c) Share-based Remuneration

##### (i) Long-term Incentive Plan

The Company established a Long-term Incentive Plan during the financial year ended 30 June 2007. Employees receiving awards under the Long-term Incentive Plan are those of an Executive level (including the Managing Director and Chief Executive Officer).

Under the Company's Long-term Incentive Plan, participants are granted performance rights to ordinary shares, subject to the Company meeting specified performance criteria during the performance period. If these performance criteria are satisfied, ordinary shares will be issued at the end of the performance period. The number of ordinary shares that a participant will ultimately receive will depend on the extent to which the performance criteria are met by the Company. If specified minimum performance hurdles are not met no ordinary shares will be issued in respect of the performance rights.

An employee granted performance rights is not legally entitled to shares in the Company before the performance rights allocated under the Plan vest. A performance right to ordinary shares does not entitle a participant under the Plan to voting rights, participation in new issues of securities or to receive dividends. In the event that shares are issued under the Plan at the end of the performance period pursuant to the performance rights, those shares will rank equally with existing ordinary shares, including entitlement to voting rights. Once shares have vested they remain in a holding lock until the earlier of the employee leaving the consolidated entity, the seventh anniversary of the date the performance rights were awarded or the Board approving an application for their release.

Set out below is a summary of performance rights granted to participants under the Plan (Consolidated and Parent Entity):

Grant date	Vesting date	Balance at start of year (Number)	Granted during the year (Number)	Vested during the year (Number)	Lapsed during the year (Number)	Balance at end of year (Number)
14 Dec 2012	30 Jun 2015	655,740	-	306,417	349,323	-
20 Nov 2013	30 Jun 2016	471,205	-	-	40,303	430,902
28 Nov 2014	30 Jun 2017	-	256,234	-	-	256,234
		1,126,945	256,234	306,417	389,626	687,136

Details of the performance rights holdings of the respective Key Management Personnel, including details of performance rights granted, vested or lapsed during the year are disclosed in the Director's report.

The independently assessed fair value at grant date of performance rights granted under the Long-term Incentive Plan during the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015 and applicable to participants was:

Performance condition	Value at grant date \$
Performance rights issued during the financial year ended 30 June 2013:	
Earnings per share ('EPS')	359,198
Return on assets ('ROA')	158,390
	517,588
Performance rights issued during the financial year ended 30 June 2014:	
Earnings per share ('EPS')	631,646
Return on assets ('ROA')	489,685
	1,121,331
Performance rights issued during the financial year ended 30 June 2015:	
Earnings per share ('EPS')	444,628
Return on assets ('ROA')	330,069
	774,697
	2,413,616

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 5. KEY MANAGEMENT PERSONNEL COMPENSATION (CONT.)

The above performance rights valuations have been determined in line with the requirements of AASB 2 'Share-based Payments'. AASB 2 requires the measurement of the fair value of the performance rights at the grant date and then to have that value apportioned in equal amounts over the period from grant date to vesting date.

##### (i) Long-term Incentive Plan (cont.)

The expense recognised in relation to performance rights applicable to Key Management Personnel for the financial year ended 30 June 2015 is \$191,130 (2014: \$572,188).

50% of the performance rights granted to Key Management Personnel during the financial year ended 30 June 2014 attach respectively to each of the EPS and ROA performance hurdles.

50% of the performance rights granted to Key Management Personnel during the financial year ended 30 June 2015 attach respectively to each of the EPS and ROA performance hurdles.

The fair value of the performance rights is based on the share price at grant date of \$3.94 (2014: \$ 3.02) adjusted for the present value of expected dividends over the vesting Performance Period.

##### (ii) Share Options

There were no options granted to Key Management Personnel during or since the end of the financial year.

#### 6. REMUNERATION OF AUDITORS

	Consolidated 2015	Consolidated 2014
	\$	\$
Audit or review of the financial reports	206,850	199,238
Non-audit services (i)	6,899	6,825
	213,749	206,063

##### Notes:

- (i) The "non-audit services" principally refers to advice regarding the acquisition of De Costi Seafoods and the acquittal of various grants received. Non-audit services are any services provided, excluding audits required by the *Corporations Act 2001*.

All amounts shown above are exclusive of GST.

The parent entity's audit fees were paid for by Tassal Operations Pty Ltd, a wholly-owned subsidiary.

Refer to the Directors' Report for details on compliance with the auditor's independence requirements of the *Corporations Act 2001*.

The auditor of Tassal Group Limited is Deloitte Touche Tohmatsu.

#### 7. CURRENT TRADE AND OTHER RECEIVABLES

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
Trade receivables (i)	4,837	3,731
Allowance for doubtful debts	-	-
	4,837	3,731
Goods and services tax (GST) receivable	2,321	1,670
Other receivables	6,876	2,235
	14,034	7,636

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 7. CURRENT TRADE AND OTHER RECEIVABLES (CONT.)

##### Notes:

- (i) The average credit period on sales of goods is 30 days from the previous month's statement date. No interest is charged on the trade receivables for the first 60 days from the date of the invoice. Thereafter, interest may be charged at 2% per month on the outstanding balance. An allowance has been made for estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience. During the current financial year the allowance for doubtful debts was unchanged (2014: decreased by \$0.023 million). Any movement is recognised in the profit or loss for the current financial year.

Included in the Group's trade receivable balance are debtors with a carrying amount of \$2.185 million (2014: \$1.056 million) which are past due at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable.

- (ii) Transfer of Financial Assets:

During the financial year, Westpac Banking Corporation ('Westpac') continued to provide an Uncommitted Trade Finance Facility ('Receivables Purchase Facility') under which it may purchase receivables from the Company at a discount. This facility has been provided by Westpac to the Company since 30 June 2006 and is utilised by the Company as a primary source of working capital. The maximum available at any time under the facility was \$70.000 million during the financial year. All receivables sold to Westpac are insured by the Company with a 10% deductible per insurance claim in the event of a debtor default, representing the Company's maximum exposure under the facility. Westpac retains 15% of any receivable purchased as a security deposit until it has received payment for the full face value of the receivable purchased. The Receivables Purchase Facility is uncommitted and revolving. Uncommitted means that the Company is not obliged to make offers or pay commitment fees and Westpac is not obliged to accept offers of receivables. It should be noted that since its inception with the Company, Westpac has accepted all offers for sale of receivables that the Company has proposed.

The funded value of the Company's Receivables Purchase Facility was \$64.527 million as at 30 June 2015 (2014: \$46.832 million). The receivables sold by the Company into this facility are de-recognised as an asset as the contractual rights to cashflows from these receivables have expired on acceptance of the sale with Westpac. Further, the amount funded under this facility is also not recognised as a liability. The Company does recognise the security deposit as cash. The security deposit held as at 30 June 2015 was \$11.389 million (2014: \$5.069 million).

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 7. CURRENT TRADE AND OTHER RECEIVABLES (CONT.)

Ageing of past due but not impaired	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
90 – 120 days	633	435
120+ days	1,552	621
Total	2,185	1,056
<b>Movement in allowance for doubtful debts</b>		
Balance at the beginning of the year	-	(23)
Doubtful debts recognised	(98)	(94)
Amounts written off as uncollectible	98	117
<b>Balance at the end of the year</b>	-	-

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the Directors believe that there is no further credit provision required in excess of the allowance for doubtful debts.

#### Ageing of impaired receivables

	\$'000	\$'000
120+ days	-	-
	-	-

#### 8. CURRENT INVENTORIES

Raw materials	8,229	9,311
Finished goods <sup>(i)</sup>	51,922	44,096
	60,151	53,407

(i) Includes fair value adjustment of biological assets at point of harvest \$15.606 million (2014: \$14.175 million)

#### 9. BIOLOGICAL ASSETS

##### Livestock at fair value<sup>(i)</sup>

Opening balance	188,784	159,935
Gain or loss arising from changes in fair value less estimated point of sale costs	257,463	206,557
Increases due to purchases	9,316	10,255
Decreases due to harvest	(232,657)	(187,963)
<b>Closing balance<sup>(ii)</sup></b>	<b>222,906</b>	<b>188,784</b>

(i) Tassal Operations Pty Ltd grows fish from juveniles through to harvest (approximately 16 months). Total weight of live finfish at the end of the year was 17,169 tonnes (2014: 16,257 tonnes).

(ii) Includes fair value adjustment of biological assets \$83.817 million (2014: \$63.870 million)

##### Fair Value of biological assets

The fair value of biological assets have been determined in accordance with generally accepted pricing models based on a discounted cashflow analysis

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

Tassal Group Limited and Controlled Entities

## 9. BIOLOGICAL ASSETS (CONT.)

Item	Fair value hierarchy		Fair value hierarchy	Valuation techniques
	30/06/2015	30/06/2014		
	\$'000	\$'000		
Biological Assets	222,906	188,784	Level 2	Discounted cashflow, based on observable market prices and cost of inputs, as described in Note 1(w).

## 10. OTHER CURRENT FINANCIAL ASSETS

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
Loans carried at amortised cost:		
Loans to other parties	448	448
	448	448

## 11. OTHER CURRENT ASSETS

Prepayments	2,740	3,051
	2,740	3,051

## 12. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Investments in associates	8,670	8,280
	8,670	8,280
<b>Reconciliation of movement in investments accounted for using the equity method</b>		
Balance at the beginning of the financial year	8,280	7,679
Share of profit / (loss) for the year	390	601
Additions	-	-
Disposals	-	-
<b>Balance at the end of the financial year</b>	<b>8,670</b>	<b>8,280</b>

Name of entity	Principal activity	Country of Incorporation	Ownership interest	
			2015	2014
			%	%
<b>Associates:</b>				
Salmon Enterprises of Tasmania Pty Ltd (i)	Atlantic salmon hatchery	Australia	68.94	68.94

- (i) The Consolidated entity owns 68.94% (2014: 68.94%) of the issued capital and 61.22% (2014: 61.22%) of the voting shares of Salmon Enterprises of Tasmania Pty Ltd (**Saltas**). Saltas supplies smolt to the Tasmanian aquaculture industry.

The Board has concluded that despite the ownership interest and voting rights held by the consolidated entity, the consolidated entity does not control Saltas. The consolidated entity only has the power to appoint one out of four Directors on the Board of Saltas. Given the consolidated entity's involvement on the Board of Saltas, the Board has concluded it has significant influence.



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 12. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (CONT.)

##### Summarised financial information of associates: (i)

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
Current assets	12,140	9,294
Non-current assets	29,136	30,795
	41,276	40,089
Current liabilities	(8,944)	(5,329)
Non-current liabilities	(8,264)	(11,028)
	(17,208)	(16,357)
Net assets	24,068	23,732
Revenue	9,110	8,991
Net profit / (loss)	592	(1,027)
<b>Share of associates' profit / (loss):</b>		
Share of profit / (loss) before income tax	557	858
Income tax (expense)/benefit	(167)	(257)
Share of associates' profit / (loss) – current period	390	601

(i) Profit and loss resulting from upstream and downstream transactions between an investor and an associate are recognised in the investor's financial statements only to the extent of unrelated investors' interest in the associate.

#### 13. OTHER NON-CURRENT FINANCIAL ASSETS

Shares in other entities at cost	43	43
Loans to other parties	17	28
	60	71

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

### 14. PROPERTY, PLANT AND EQUIPMENT

#### Consolidated: 2015

	Freehold land at fair value \$'000	Buildings at fair value \$'000	Plant and equipment at cost \$'000	Capital works in progress at cost \$'000	Total \$'000
<b>Gross carrying amount</b>					
Balance at 30 June 2014	4,570	45,706	246,354	27,822	324,452
Additions	-	5,980	20,665	-	26,645
Disposals	-	-	(69)	-	(69)
Work-In-Progress Additions	-	-	-	42,541	42,541
Transfers to asset categories	-	-	-	(26,645)	(26,645)
Net revaluation increment / (decrement)	-	-	-	-	-
<b>Balance at 30 June 2015</b>	<b>4,570</b>	<b>51,686</b>	<b>266,950</b>	<b>43,718</b>	<b>366,924</b>
<b>Accumulated depreciation</b>					
Balance at 30 June 2014	-	(3,391)	(96,104)	-	(99,495)
Depreciation expense	-	(2,524)	(17,797)	-	(20,321)
Disposals	-	-	66	-	66
Transfers to asset categories	-	-	-	-	-
Net adjustments from revaluations	-	-	-	-	-
<b>Balance at 30 June 2015</b>	<b>-</b>	<b>(5,915)</b>	<b>(113,835)</b>	<b>-</b>	<b>(119,750)</b>
<b>Net book value</b>					
Balance at 30 June 2014	4,570	42,315	150,250	27,822	224,957
<b>Balance at 30 June 2015</b>	<b>4,570</b>	<b>45,771</b>	<b>153,115</b>	<b>43,718</b>	<b>247,174</b>

#### Consolidated: 2014

	Freehold land at fair value \$'000	Buildings at fair value \$'000	Plant and equipment at cost \$'000	Capital works in progress at cost \$'000	Total \$'000
<b>Gross carrying amount</b>					
Balance at 30 June 2013	4,570	43,954	221,417	28,432	298,373
Additions	-	1,752	25,062	-	26,814
Disposals	-	-	(125)	-	(125)
Work-In-Progress Additions	-	-	-	26,204	26,204
Transfers to asset categories	-	-	-	(26,814)	(26,814)
Net revaluation increment / (decrement)	-	-	-	-	-
<b>Balance at 30 June 2014</b>	<b>4,570</b>	<b>45,706</b>	<b>246,354</b>	<b>27,822</b>	<b>324,452</b>
<b>Accumulated depreciation</b>					
Balance at 30 June 2013	-	(975)	(79,566)	-	(80,541)
Depreciation expense	-	(2,416)	(16,663)	-	(19,079)
Disposals	-	-	125	-	125
Transfers to asset categories	-	-	-	-	-
Net adjustments from revaluations	-	-	-	-	-
<b>Balance at 30 June 2014</b>	<b>-</b>	<b>(3,391)</b>	<b>(96,104)</b>	<b>-</b>	<b>(99,495)</b>
<b>Net book value</b>					
Balance at 30 June 2013	4,570	42,979	141,851	28,432	217,831
<b>Balance at 30 June 2014</b>	<b>4,570</b>	<b>42,315</b>	<b>150,250</b>	<b>27,822</b>	<b>224,957</b>

The Group's freehold land and buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value measurements of the Group's freehold land and buildings as at 19 June 2013 were performed by Mr M.J. Page [B.Bus.(Property)AAPI CPV], independent valuer not related to the Group. The valuation was based on comparable and observable market prices adjusted for property-specific factors, and conforms to Australian Valuations Standards. The Directors have assessed the value of the Group's freehold land and buildings at 30 June 2015 and determined based on their review of market prices and property-specific factors, that the valuation as at 19 June 2013 remains current.

#### Fair value of land and Buildings

Details of the Group's freehold land and buildings and information about the fair value hierarchy as at 30 June 2015 are as follows:

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Fair value as at 30 June 2015
Freehold land	-	-	4,570	4,570
Buildings	-	-	45,771	45,771

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>15. GOODWILL</b>		
<b>Gross carrying amount</b>		
Balance at the beginning of financial year	14,851	14,851
Additional amounts recognised from business combinations occurring during the period	-	-
Balance at the end of financial year	14,851	14,851
<b>Accumulated impairment losses</b>		
Balance at the beginning of financial year	-	-
Impairment losses for the year	-	-
Balance at the end of the financial year	-	-
<b>Net book value</b>		
Balance at the beginning of the financial year	14,851	14,851
Balance at the end of the financial year	14,851	14,851

#### Impairment test for goodwill

Goodwill relates to the consolidated entity's acquisition of the wholly-owned controlled entity, Aquatas Pty Ltd. For impairment testing purposes, goodwill has been added to the consolidated entity, which forms one cash generating unit (CGU). The recoverable amount of this CGU is determined based on the value-in-use calculation. This calculation uses a discounted cashflow projection using a pre-tax discount rate of 12.17% (2014: 12.17%). The calculation is based on management approved cashflows and financial projections to 2020, and a further five year forecast to 2025. The forecast period has been selected as this approximates a sufficient number of finfish growth cycles which deliver the related synergies underpinning the projected cashflows to be generated. The recoverable amount calculated exceeds the carrying value of goodwill. The cashflows beyond a five-year period have been extrapolated using a 0% per annum growth rate.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 16. OTHER INTANGIBLE ASSETS

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>Gross carrying amount</b>		
Balance at the beginning of financial year	24,184	24,184
Additional amounts recognised from acquisition of Superior Gold Brand	-	-
Balance at the end of financial year	24,184	24,184
<b>Accumulated impairment losses</b>		
Balance at the beginning of financial year	-	-
Impairment losses for the year	-	-
Balance at the end of financial year	-	-
<b>Net book value</b>		
Balance at the beginning of financial year	24,184	24,184
Balance at the end of financial year	24,184	24,184

#### Impairment test and useful life assessment for other intangible assets

The carrying value of other intangible assets relating to the Superior Gold brand as at 30 June 2015 is \$24.184 million (2014: \$24.184 million). Management have assessed that the brand has an indefinite useful life. There is no foreseeable limited life for the brand and management has no intentions of ceasing use of the brand such that the life would be limited. The Brand will continue to be actively promoted and supported in the markets where Superior Gold branded products are sold. The recoverable amount of other intangible assets is determined based on the value-in-use calculation. This calculation uses a discounted cashflow projection using a pre-tax discount rate of 12.17% (2014: 12.17%). The calculation is based on management approved cashflows and financial projections expected to be derived from the contribution of Superior Gold branded product sales for the financial year ended 30 June 2015, and projections over a further forecast period to 2025. The forecast period has been selected as this approximates a sufficient number of sales cycles for the projected cashflows to be generated and over which the benefits of continued marketing and brand support initiatives are expected to be derived. The recoverable amount calculated exceeds the carrying value of the Superior Gold brand. The cashflows beyond a five-year period have been extrapolated using a 0% per annum growth rate.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 17. OTHER NON-CURRENT ASSETS

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
Marine farming lease – at cost	826	827
Accumulated amortisation (i)	(424)	(395)
Selective breeding program contribution asset (ii)	3,983	2,788
	<b>4,385</b>	<b>3,220</b>

(i) Amortisation expense is included in the line item "depreciation and amortisation" in the income statement.

(ii) The Selective Breeding Program (SBP) is controlled by Salmon Enterprises of Tasmania Pty Ltd (Saltas). The success of the SBP and accordingly, the broodstock and resultant progeny is fundamental to the sustainability of Tassal Group Limited. The carrying value of the "selective breeding program contribution asset" is \$3.983 million (2014: \$2.788 million) and represents payments to the SBP to date.

All future investments in the SBP shall be capitalised to the SBP contribution asset in accordance with the policy. As the SBP eggs and smolt are progressively received by the Group, the capitalised value will transfer from the SBP contribution asset back to the finfish biological asset and be subsequently released to profit and loss as the livestock is harvested and sold. It is anticipated that the value of this asset should build to around \$5.00 million to \$6.00 million based on future expected contributions to the SBP program.

#### 18. ASSETS PLEDGED AS SECURITY

In accordance with the security arrangements of liabilities, as disclosed in notes 20 and 24 to the financial statements, all current and non-current assets of the consolidated entity, except goodwill and deferred tax assets, have been pledged as security.

The consolidated entity does not hold title to the equipment under finance lease pledged as security.

#### 19. CURRENT TRADE AND OTHER PAYABLES

Trade payables (i)	49,535	36,156
Other creditors and accruals	8,347	9,559
Goods and services tax (GST) payable	375	384
	<b>58,257</b>	<b>46,099</b>

(i) The average credit period on purchases of goods is 60 days. No interest is generally charged on trade payables for the first 60 days from the date of the invoice. Thereafter, interest may be charged at varying rates per annum on the outstanding balance. The consolidated entity has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 20. CURRENT BORROWINGS

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>Secured:</b>		
<b>At amortised cost</b>		
Bank overdrafts (i)	-	-
Finance lease liabilities (ii)	8,824	10,789
Bank loans (iii)	8,938	12,394
	<b>17,762</b>	23,183
<b>Unsecured:</b>		
<b>At amortised cost</b>		
Other loans	3	3
	<b>17,765</b>	23,186
(i)	Secured by registered mortgages over the consolidated entity's assets and undertakings, freehold land and buildings and shares in other related parties, the current market value of which exceeds the value of the mortgages.	
(ii)	Secured by assets leased.	
(iii)	Secured by assets, the value of which exceeds the loan liability.	

#### 21. CURRENT PROVISIONS

##### Current provisions comprise:

Employee benefits (refer to note 25)	5,384	5,922
	<b>5,384</b>	5,922
(i)	The current provision for employee entitlements includes \$1.115 million (2014: \$0.820 million) of annual leave and vested long service leave entitlements accrued but not expected to be taken within twelve months.	

#### 22. OTHER CURRENT FINANCIAL LIABILITIES

Interest rate swap contracts	232	260
	<b>232</b>	260

#### 23. OTHER CURRENT LIABILITIES

Deferred government grants	14	291
	<b>14</b>	291

#### 24. NON-CURRENT BORROWINGS

##### Secured:

##### At amortised cost:

Cash advance (i)	47,694	24,690
Finance lease liabilities (ii)	13,579	12,450
	<b>61,273</b>	37,140
<b>Unsecured:</b>		
<b>At amortised cost:</b>		
Other loans	-	4
	<b>61,273</b>	37,144

- (i) Secured by registered mortgages over the consolidated entity's assets and undertakings, freehold land and buildings and shares in other related parties, the current market value of which exceeds the value of the mortgages.
- (ii) Secured by assets leased.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 25. NON-CURRENT PROVISIONS

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>Employee benefits</b>	<b>1,231</b>	1,075
The aggregate employee benefit liability recognised and included in the financial statements is as follows:		
<b>Provision for employee benefits</b>		
Current (refer to note 21)	<b>5,384</b>	5,922
Non-current	<b>1,231</b>	1,075
	<b>6,615</b>	6,997

	2015	Consolidated 2014
--	------	----------------------

#### 26. ISSUED CAPITAL

	Note	Number	\$'000	Number	\$'000
(a) <b>Ordinary share capital (fully paid):</b>					
Ordinary shares		<b>146,897,115</b>	<b>154,647</b>	146,507,029	154,213
Changes to the Corporations Law abolished the authorised capital and par value concepts in relation to share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.					
(b) <b>Movements in ordinary share capital</b>					
Balance as at the beginning of the financial year		<b>146,507,029</b>	<b>154,213</b>	146,304,404	154,027
Issue of shares pursuant to Executive Long Term Incentive Plan (i)		<b>390,086</b>	<b>434</b>	202,625	186
<b>Balance as at the end of the financial year</b>		<b>146,897,115</b>	<b>154,647</b>	146,507,029	154,213

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

(i) Shares issued pursuant to the Company's Executive Long Term Incentive Plan

##### Current financial year

On 26 August 2014, 390,086 ordinary shares were issued pursuant to the Company's Long Term Incentive Plan at an issue price of \$1.1120 per share. There was no exercise price paid on this conversion.

(ii) 306,417 fully paid ordinary shares in respect of the performance rights granted during the year ended 30 June 2013 and which vested on 30 June 2015 will be issued pursuant to the Company's Long-term Incentive Plan.

##### Previous financial year

On 5 September 2013, 202,625 ordinary shares were issued pursuant to the Company's Long Term Incentive Plan at an issue price of \$0.9177 per share. There was no exercise price paid on this conversion.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
<b>27. RESERVES</b>		
Hedging	(162)	(182)
Equity-settled employee benefits	1,542	1,481
Asset revaluation	8,615	8,615
	<b>9,995</b>	<b>9,914</b>
<b>(a) Hedging reserve</b>		
Balance at the beginning of the financial year	(182)	(143)
Gain / (loss) recognised on cashflow hedges:		
Interest rate swap contracts	28	(56)
Income tax related to gains / losses recognised in equity	(8)	17
<b>Balance at the end of the financial year</b>	<b>(162)</b>	<b>(182)</b>

The hedging reserve represents gains and losses recognised on the effective position of cashflow hedges. The cumulative deferred gain or loss on the hedge is recognised in profit or loss when the hedged transaction impacts the profit or loss, or is included as a basis adjustment to the non-financial hedged item consistent with the applicable accounting policy.

<b>(b) Equity-settled employee benefits reserve</b>		
Balance at the beginning of the financial year	1,481	930
Share-based payment	495	737
Issue of shares pursuant to Executive Long Term Incentive Plan	(434)	(186)
<b>Balance at the end of the financial year</b>	<b>1,542</b>	<b>1,481</b>

The equity-settled employee benefits reserve arises on the grant of ordinary shares to the Chief Executive Officer pursuant to entitlements under his employment contract and in respect of performance rights issued to the Chief Executive Officer and Senior Executives pursuant to the Company's Long-term Incentive Plan. Amounts are transferred out of the reserve and into issued capital when the shares are issued.

<b>(c) Asset revaluation reserve</b>		
Balance as at the beginning of the financial year	8,615	8,615
Revaluation increments / (decrements)	-	-
Deferred tax liability arising on revaluation	-	-
<b>Balance at the end of the financial year</b>	<b>8,615</b>	<b>8,615</b>

The asset revaluation reserve arises on the revaluation of freehold land and freehold and leasehold buildings. Where a revalued land or building is sold, that portion of the asset revaluation reserve which relates to that asset, and is effectively realised, is transferred directly to retained profits.

(Refer to note 14 for details of independent valuation of freehold land and freehold and leasehold buildings).

## 28. RETAINED EARNINGS

Balance at the beginning of the financial year	177,796	152,118
Net profit attributable to members of the parent entity	49,992	41,061
Dividends provided for or paid (refer to note 30)	(19,097)	(15,383)
<b>Balance at the end of the financial year</b>	<b>208,691</b>	<b>177,796</b>



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 29. EARNINGS PER SHARE (EPS)

	Consolidated 2015	Consolidated 2014
	(Cents per share)	(Cents per share)
<b>Earnings per ordinary share</b>		
Basic (cents per share) (i)	34.05	28.03
Diluted (cents per share) (ii)	33.83	27.82
(i) Basic earnings per share is calculated by dividing the net profit for the reporting period by the weighted average number of ordinary shares of the Company.		
(ii) Diluted earnings per share is calculated by dividing the net profit for the reporting period by the weighted average number of ordinary shares outstanding including dilutive potential ordinary shares.		
	2015	2014
	No. '000	No. '000
<b>Weighted average number of ordinary shares used as the denominator in the calculation of EPS</b>		
Number for basic EPS	146,837	146,470
Shares deemed to be issued for no consideration in respect of performance rights issued pursuant to Long-term Incentive Plan	946	1,140
Number for diluted EPS	147,783	147,610
	2015	2014
	\$'000	\$'000
<b>Earnings used as the numerator in the calculation of EPS (i)</b>		
Earnings for basic EPS	49,992	41,061
Earnings for diluted EPS	49,992	41,061
(i) Earnings used in the calculation of basic and diluted earnings per share is as per net profit in the income statement.		

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

		Year Ended 30 June 2015		Year Ended 30 June 2014	
		Cents per share	\$'000	Cents per share	\$'000
<b>30. DIVIDENDS</b>					
(a)	<b>Recognised amounts</b>				
	<b>Fully paid ordinary shares</b>				
	Interim dividend in respect of current financial year	7.00	10,283	5.50	8,058
	Final dividend paid in respect of prior financial year	6.00	8,814	5.00	7,325
		<b>13.00</b>	<b>19,097</b>	10.50	15,383
(b)	<b>Unrecognised amounts</b>				
	<b>Fully paid ordinary shares</b>				
	Final dividend in respect of current financial year	7.00	10,283	6.00	8,814
	<p>On 20 August 2015, the Directors declared a final dividend of \$10.283 million (7.00 cents per ordinary share) in respect of the financial year ended 30 June 2015. The final dividend will be 50% franked. The record date for determining entitlements to this dividend is 11 September 2015. The final dividend will be paid on 30 September 2015.</p> <p>The final dividend in respect of ordinary shares for the year ended 30 June 2015 has not been recognised in these financial statements because the final dividend was declared subsequent to 30 June 2015.</p> <p>No portion of the final dividend declared for the financial year ended 30 June 2015 constitutes Conduit Foreign Income.</p>				
			<b>Consolidated 2015 \$'000</b>		<b>Consolidated 2014 \$'000</b>
<b>31. COMMITMENTS FOR EXPENDITURE</b>	(i)				
	<b>Capital expenditure commitments</b>				
	<b>Plant and equipment</b>				
	Not longer than 1 year		30,437		14,081
	Longer than 1 year and not longer than 5 years		-		-
	Longer than 5 years		-		-
			<b>30,437</b>		<b>14,081</b>

(i) Finance lease liabilities and non-cancellable operating lease commitments are disclosed in note 32 to the financial statements.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 32. LEASES

##### (a) Finance lease liabilities

	Minimum future lease payments		Present value of minimum future lease payments	
	Consolidated		Consolidated	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Not later than 1 year	9,996	12,079	8,824	10,789
Later than 1 year and not later than 5 years	14,655	13,472	13,579	12,450
Later than 5 years	-	-	-	-
Minimum lease payments*	24,651	25,551	22,403	23,239
Less future finance charges	(2,248)	(2,312)	-	-
Present value of minimum lease payments	22,403	23,239	22,403	23,239
Included in the financial statements as:				
Current borrowings (refer to note 20)			8,824	10,789
Non-current borrowings (refer to note 24)			13,579	12,450
			22,403	23,239

\* Minimum future lease payments includes the aggregate of all lease payments and any guaranteed residual.

Finance lease liabilities relate to various plant and equipment with lease terms of up to ten years.

##### (b) Non-cancellable operating leases

	Consolidated 2015 \$'000	Consolidated 2014 \$'000
Not longer than 1 year	9,110	5,402
Longer than 1 year and not longer than 5 years	23,678	14,029
Longer than 5 years	14,958	10,167
	47,746	29,598

The consolidated entity leases property and equipment under non-cancellable operating leases with terms of one to fifteen years. Contracts for specific property leases for hatchery, processing and marine lease infrastructure are for terms of up to 15 years, with options to renew for a further 5 year term incorporating contract CPI review clauses.

Contracts for specific property leases for corporate offices and related infrastructure are for an initial term of 5 years with an option to renew for subsequent 5 year term's incorporating market review clauses.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 33. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent liabilities or contingent assets at the date of this Annual Financial Report.

#### 34. INVESTMENTS IN CONTROLLED ENTITIES

Details of controlled entities are reflected below:

Name of entity	Country of incorporation	Ownership interest	
		2015	2014
<b>Parent entity:</b> Tassal Group Limited (i)	Australia		
<b>Controlled entities:</b> (ii) Tassal Operations Pty Ltd (iii), (v)	Australia	100%	100%
Aquatas Pty Ltd (iv), (v)	Australia	100%	100%

Notes:

- (i) Tassal Group Limited is the head entity within the tax-consolidated group and also the ultimate parent entity.
- (ii) These companies are members of the tax-consolidated group.
- (iii) Tassal Operations Pty Ltd was established as a wholly-owned subsidiary on 19 September 2003.
- (iv) Aquatas Pty Ltd was acquired on 18 March 2005 pursuant to a Merger Agreement with Webster Limited.
- (v) On 28<sup>th</sup> June 2006 these wholly-owned subsidiaries entered into a deed of cross guarantee with Tassal Group Limited for the purpose of obtaining for these wholly-owned subsidiaries the benefit of relief from complying with certain accounting and audit requirements of the Corporations Act (including the requirements to prepare and lodge an audited financial report) granted by ASIC by an order made under sub-section 340(1) of the Corporations Act on 27<sup>th</sup> June 2006. The order made by ASIC relieves these wholly-owned subsidiaries from complying with the same provisions of the Corporations Act as they would be relieved from complying with if they satisfied the conditions set out in ASIC Class Order 98/1418.

#### 35. SEGMENT INFORMATION

AASB 8 '*Operating Segments*' requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. Tassal's system of internal reporting to key management personnel is such that there is only one reportable segment as defined in AASB 8, this being the sale of finfish.

#### 36. SEASONALITY

The consolidated entity's principal activities, being principally the hatching, farming, processing, sales and marketing of Atlantic Salmon are not generally subject to material or significant seasonal fluctuations.

#### 37. RELATED PARTY DISCLOSURES

##### Identity of related parties

The following persons and entities are regarded as related parties:

##### (i) Controlled entities:

Tassal Operations Pty Ltd  
Aquatas Pty Ltd

(Refer to note 34 for details of equity interests in the above controlled companies).

##### (ii) Associates:

Salmon Enterprises of Tasmania Pty Ltd

(Refer to note 12 for details of equity interests in the above associates).

##### (iii) Key Management Personnel:

Directors and other Key Management Personnel also include close members of the families of Directors and other Key Management Personnel.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

## 37. RELATED PARTY DISCLOSURES (CONT.)

### Transactions between related parties

#### (a) Key Management Personnel

In determining the disclosures noted below, the Key Management Personnel have made appropriate enquiries to the best of their ability and the information presented reflects their knowledge.

Other than as disclosed herein, the Key Management Personnel are not aware of any relevant transactions, other than transactions entered into during the year with Directors and Executives of the Company and its controlled entities and with close members of their families which occur within a normal employee, customer or supplier relationship on terms and conditions no more favourable than those, it is reasonable to expect the entity would have adopted if dealing at arm's length with an unrelated person.

##### (i) Loans

There have been no loans entered into during or since the end of the financial year to or from Key Management Personnel.

##### (ii) Compensation

Details of Key Management Personnel compensation are disclosed in the Remuneration Report and in note 5 to the financial statements.

##### (iii) Other transactions

Excluding contracts of employment, no Key Management Personnel have entered into a contract or other transactions with the Company or the consolidated entity during the financial year and there were no contracts or other transactions involving Key Management Personnel's interests subsisting at year end.

#### (b) Associates

##### (i) Purchase (sales) of goods and services

The consolidated entity entered into transactions with the following associate for the supply of smolt (juvenile salmon), ancillary related items and the sale of various goods and services. These transactions were conducted on normal commercial terms and conditions.

Entity	Consolidated 2015	Consolidated 2014
	\$	\$
Salmon Enterprises of Tasmania Pty Ltd	7,052,157	7,439,455
	7,052,157	7,439,455

##### (ii) Financial guarantee contract

During the 2012 financial year the consolidated entity became party to a \$7.02 million facility that Salmon Enterprises of Tasmania Pty Ltd entered into with BankWest through a financial guarantee contract. During the 2015 financial year the facility limits were increased to \$10.00 million (2014: \$9.00 million). The consolidated entity's guarantee is for \$5.88 million.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

Tassal Group Limited and Controlled Entities

## 38. NOTES TO THE STATEMENT OF CASHFLOWS

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
(a) For the purposes of the Statement of Cashflows, cash and cash equivalents includes cash on hand and in banks and short-term deposits at call, net of outstanding bank overdrafts. Cash and cash equivalents as at the end of the financial year as shown in the Statement of Cashflows is reconciled to the related items in the Statement of Financial Position as follows:		
Cash and cash equivalents	13,324	7,656
Bank overdrafts	-	-
	13,324	7,656
(b) Reconciliation of profit for the period to net cashflows from operating activities:		
Profit for the period	49,992	41,061
Depreciation and amortisation of non-current assets	18,368	15,469
Depreciation – impact of allocation to cost of live and processed fish inventories	1,983	3,639
Net (increment)/decrement in biological assets	(19,946)	(12,939)
Net (increment)/decrement in biological assets at point of harvest	(1,432)	(2,113)
Increase / (decrease) in deferred tax balances	14,363	12,286
Increase / (decrease) in current tax liability	430	497
Share of associates' and jointly controlled entities' profits	(390)	(601)
Equity settled share-based payment	495	737
<b>(Increase) / decrease in assets:</b>		
Inventories (i)	(5,312)	(1,144)
Biological assets (i)	(14,176)	(15,910)
Trade and other receivables	(6,398)	5,713
Prepayments	(885)	(3,444)
Other current financial assets	-	420
Other non-current financial assets	11	11
<b>Increase / (decrease) in liabilities:</b>		
Current trade and other payables	6,260	6,807
Other current financial liabilities	(8)	16
Other current liabilities	(277)	(429)
Current provisions	(538)	381
Non-current provisions	156	169
<b>Net cash provided by operating activities</b>	<b>42,696</b>	<b>50,626</b>

- (i) Changes in inventories and biological assets are shown net of the profit impact of AASB 141 'Agriculture'.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 38. NOTES TO THE STATEMENT OF CASHFLOWS (CONT.)

	Consolidated 2015	Consolidated 2014
	\$'000	\$'000
<b>(c) Financing facilities</b>		
Secured revolving bank overdraft facility subject to annual review and payable at call		
- Amount used	-	-
- Amount unused	12,000	12,000
	<b>12,000</b>	<b>12,000</b>
Secured facilities with various maturity dates		
- Amount used	47,694	24,690
- Amount unused	9,306	17,310
	<b>57,000</b>	<b>42,000</b>
Revolving lease finance facilities subject to annual review with individual lease terms no greater than 10 years		
- Amount used	31,274	35,278
- Amount unused	15,726	15,722
	<b>47,000</b>	<b>51,000</b>

#### 39. FINANCIAL INSTRUMENTS

##### (a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1 to the financial statements.

##### (b) Financial risk management objectives and derivative financial instruments

The Group's activities expose it to a variety of financial risks which include operational control risk, market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cashflow interest rate risk. The Group's overall risk management program focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The consolidated entity enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including:

- forward foreign exchange contracts to hedge the exchange rate risk arising on the purchase and sale of imported and exported supply of salmon; and
- interest rate swaps to mitigate the risk of rising interest rates.

The use of financial derivatives is governed by the consolidated entity's policies approved by the Board of Directors, which provide written principles on the use of financial derivatives.

The consolidated entity does not enter into or trade financial instruments, including derivative instruments, for speculative purposes.

The Group uses different methods to mitigate different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and foreign exchange risk and aging analysis for credit risk.

There has not been any material change to the objectives, policies and processes for managing financial risk during the year or in the prior year.

##### (c) Capital risk management

The consolidated entity manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the consolidated entity consists of debt, which includes the borrowings disclosed in notes 20 and 24, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in notes 26, 27 and 28 respectively.

Operating cashflows are significantly used to maintain and expand the consolidated entity's biological asset and property plant and equipment asset base, as well as to make the routine outflows of tax, dividends and timely repayment of maturing debt. The consolidated entity's policy is to use a mixture of equity and debt funded instruments in order to meet anticipated requirements.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 39. FINANCIAL INSTRUMENTS (CONT.)

##### Gearing ratio

The Board of Directors review the capital structure on a regular basis and in conjunction with the Group's formulation of its annual operating plan and strategic plan updates. The Group balances its overall capital structure through the payment of dividends, new shares and borrowings.

The gearing ratio at year end was as follows:

	Net debt to equity ratio	
	Consolidated	
	2015 \$'000	2014 \$'000
<b>Financial assets</b>		
Debt (i)	79,038	60,330
Cash and cash equivalents	(13,324)	(7,656)
<b>Net debt</b>	<b>65,714</b>	52,674
<b>Equity (ii)</b>	<b>373,333</b>	341,923
<b>Net debt to equity ratio</b>	<b>17.60%</b>	15.41%

(i) Debt is defined as long and short term borrowings as detailed in notes 20 and 24.

(ii) Equity includes all capital and reserves.

##### (d) Market risk management

Market risk is the risk of loss arising from adverse movements in observable market instruments such as foreign exchange and interest rates.

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rates and foreign currency risk, including

- forward foreign exchange contracts to hedge the exchange risk arising from purchases and sales in foreign currencies [refer note 39 (e)]; and
- interest rate swaps, options and collars to partially mitigate the risk of rising interest rates [refer note 39 (f)].

##### (e) Foreign currency risk management

The consolidated entity undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

##### Forward foreign exchange contracts

The consolidated entity regularly assesses the need to enter into forward exchange contracts where it agrees to buy and sell specified amounts of foreign currencies in the future at a pre-determined exchange rate. The objective is to match the contracts with anticipated future cashflows from purchases and sales in foreign currencies, to protect the consolidated entity against the possibility of loss from future exchange rate fluctuations. The forward exchange contracts are usually for no longer than two months.

The consolidated entity enters into forward exchange contracts to hedge all foreign currency plant and equipment purchase in excess of 250,000 Australian Dollars and regularly assesses the need to hedge foreign exchange sales on a committed basis.



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 39. FINANCIAL INSTRUMENTS (CONT.)

##### (f) Interest rate risk management

The consolidated entity is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. The risk is managed by the consolidated entity by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite; ensuring optimal hedging strategies are applied, by either positioning the statement of financial position or protecting interest expense through different interest rate cycles.

Pursuant to the consolidated entity's Treasury Policy, the consolidated entity may use interest rate swap contracts to manage interest rate exposure. Under these contracts, the consolidated entity agrees to exchange the difference between fixed and floating interest amounts calculated on agreed notional principal amounts. Such contracts enable the consolidated entity to mitigate the risk of rising interest rates and debt held.

The following table details the notional principal amounts and remaining terms of interest rate swap contracts outstanding at the end of the reporting period.

	Average contracted fixed interest rate		Consolidated notional principal value		Fair value	
	2015	2014	2015	2014	2015	2014
	%	%	\$'000	\$'000	\$'000	\$'000
1 to 3 years	3.39	3.39	20,000	20,000	(232)	(260)
			20,000	20,000	(232)	(260)

The interest rate swaps and the interest payments on the loan occur simultaneously and the amount accumulated in equity is reclassified to profit or loss over the period that the floating rate interest payments on debt affect profit or loss.

##### Interest rate sensitivity analysis

The sensitivity analyses in the following table have been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. The following table details the consolidated entity's sensitivity to a 1% increase and decrease in interest rates against the relevant exposures. A positive number indicates an increase in profit or loss where interest rates increase. For a reduction in interest rates against the respective exposures, there would be an equal and opposite impact on the profit or loss and the balances below would be reversed.

	Interest rate risk	
	Consolidated	
	2015	2014
	\$'000	\$'000
<b>Financial Assets</b>		
Cash and cash equivalents	133	77
<b>Total Profit / (Loss)</b>	133	77

##### (g) Liquidity risk management

Liquidity risk refers to the risk that the consolidated entity or the Company will not be able to meet its financial obligations as they fall due. The consolidated entity and the Company undertake the following activities to ensure that there will be sufficient funds available to meet obligations:

- prepare budgeted annual and monthly cashflows;
- measurement and tracking of actual cashflows on a daily basis with comparison to budget on a monthly basis;
- matching the maturity profile of financial assets and liabilities; and
- delivering funding flexibility through maintenance of a committed borrowing facility in excess of budgeted usage levels.

Included in note 38 (c) is a summary of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

##### Liquidity and interest rate tables

The following tables detail the consolidated entity and Company's expected maturity for its financial assets and contractual maturity for financial liabilities.

# NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

## Tassal Group Limited and Controlled Entities

### 39. FINANCIAL INSTRUMENTS (CONT.)

#### Consolidated

	Average interest rate	Less than 1 year	1 to 5 years	More than 5 years	Total
2015	%	\$'000	\$'000	\$'000	\$'000
<b>Financial assets</b>					
<i>Non-interest bearing:</i>					
Trade receivables	-	4,837	-	-	4,837
Other receivables	-	9,197	-	-	9,197
Other financial assets	-	437	-	43	480
<i>Variable interest rate:</i>					
Cash and cash equivalents	0.75%	13,324	-	-	13,324
<i>Fixed interest rate maturity:</i>					
Other financial assets	9.00%	11	17	-	28
		<b>27,806</b>	<b>17</b>	<b>43</b>	<b>27,866</b>
<b>Financial liabilities</b>					
<i>Non-interest bearing:</i>					
Financial guarantee	-	5,880	-	-	5,880
Trade payables	-	49,535	-	-	49,535
Other payables	-	8,722	-	-	8,722
<i>Variable interest rate:</i>					
Cash advance	2.18%	-	47,694	-	47,694
<i>Fixed interest rate maturity:</i>					
Interest rate swaps	3.39%	232	-	-	232
Finance lease liabilities	6.33%	8,824	13,579	-	22,403
Bank loans	4.12%	8,938	-	-	8,938
Other loans	8.20%	3	-	-	3
		<b>82,134</b>	<b>61,273</b>	<b>-</b>	<b>143,407</b>

The amounts included above for financial guarantee contracts are the maximum amounts the Group would be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

#### Fair Value of financial assets and financial liabilities

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of these financial assets and financial liabilities are determined.

Fair value hierarchy				
Item	Fair value as at:		Fair value hierarchy	Valuation techniques
	30/06/2015	30/06/2014		
	\$'000	\$'000		
Interest rate swaps	232	260	Level 2	Discounted cashflow. Future cashflows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparties

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 39. FINANCIAL INSTRUMENTS (CONT.)

##### Consolidated

	Average interest rate	Less than 1 year	1 to 5 years	More than 5 years	Total
2014	%	\$'000	\$'000	\$'000	\$'000
<b>Financial assets</b>					
<i>Non-interest bearing:</i>					
Trade receivables	-	3,731	-	-	3,731
Other receivables	-	3,905	-	-	3,905
Other financial assets	-	437	-	43	480
<i>Variable interest rate:</i>					
Cash and cash equivalents	1.00%	7,656	-	-	7,656
<i>Fixed interest rate maturity:</i>					
Other financial assets	9.00%	11	28	-	39
		<b>15,740</b>	<b>28</b>	<b>43</b>	<b>15,811</b>
<b>Financial liabilities</b>					
<i>Non-interest bearing:</i>					
Financial guarantee	-	5,880	-	-	5,880
Trade payables	-	36,156	-	-	36,156
Other payables	-	9,943	-	-	9,943
<i>Variable interest rate:</i>					
Cash advance	2.73%	-	24,690	-	24,690
<i>Fixed interest rate maturity:</i>					
Interest rate swaps	3.39%	260	-	-	260
Finance lease liabilities	6.82%	10,789	12,450	-	23,239
Bank loans	4.76%	12,394	-	-	12,394
Other loans	8.20%	3	4	-	7
		<b>75,425</b>	<b>37,144</b>	<b>-</b>	<b>112,569</b>

The amounts included above for financial guarantee contracts are the maximum amounts the Group would be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

##### (h) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations or commitments resulting in financial loss to the consolidated entity. To help manage this risk, the consolidated entity has adopted the policy of only dealing with creditworthy counterparties in accordance with established credit limits and where appropriate obtaining sufficient collateral or other security generally via trade credit insurance arrangements. The overall financial strength of customers is also monitored through publicly available credit information.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for losses, together with the financial guarantee contract as disclosed in Note 37 (b) (ii), represents the consolidated entity's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

The consolidated entity maintains a provision account, described in the Annual Financial Report as an allowance for doubtful debts, which represents the estimated value of specific trade receivables that may not be recovered. A general provision is not maintained. Unallocated receivables are charged to the allowance for doubtful debts account.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2015 cont.

### Tassal Group Limited and Controlled Entities

#### 39. FINANCIAL INSTRUMENTS (CONT.)

##### (i) Fair value of financial instruments

The carrying amount of financial assets and financial liabilities recorded in the financial statements approximates their respective fair values, determined in accordance with the summary of accounting policies disclosed in note 1 to these financial statements and having regard to likely future cashflows.

#### 40. PARENT ENTITY INFORMATION

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

Statement of financial position	Company 2015 \$'000	Company 2014 \$'000
<b>Current Assets</b>		
Trade and other receivables	133,628	132,571
<b>Total Current Assets</b>	<b>133,628</b>	132,571
<b>Non-Current Assets</b>		
Other financial assets	28,119	28,119
Deferred tax assets	211	186
<b>Total Non-current Assets</b>	<b>28,330</b>	28,305
<b>Total Assets</b>	<b>161,958</b>	160,876
<b>Current Liabilities</b>		
Current tax liability	1,930	1,500
<b>Total Current Liabilities</b>	<b>1,930</b>	1,500
<b>Total Liabilities</b>	<b>1,930</b>	1,500
<b>Net Assets</b>	<b>160,028</b>	159,376
<b>Equity</b>		
Issued capital	154,647	154,213
Reserves	1,542	1,481
Retained earnings	3,839	3,682
<b>Total Equity</b>	<b>160,028</b>	159,376
<b>Statement of comprehensive income</b>	<b>Company 2015 \$'000</b>	<b>Company 2014 \$'000</b>
Profit for the period	19,097	15,383
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>19,097</b>	15,383

## DIRECTORS' DECLARATION

Tassal Group Limited and Controlled Entities

### DIRECTORS' DECLARATION

The Directors declare that:

1. In the opinion of the Directors of Tassal Group Limited (the Company):
  - (a) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
  - (b) The attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements; and
  - (c) the attached financial statements and notes set out on pages 36-83 are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of the financial position of the consolidated entity as at 30 June 2015 and of their performance, for the year ended on that date; and
    - (ii) complying with Accounting Standards and the *Corporations Act 2001*.
2. At the date of this declaration, the Company and its subsidiaries are party to a deed of cross guarantee entered into for the purpose of obtaining for the Company's subsidiaries the benefit of relief from complying with certain accounting and audit requirements of the Corporations Act granted by ASIC by an order made under subsection 340 (1) of the Corporations Act on 27 June 2006. The order made by ASIC relieves the Company's subsidiaries from complying with the same provisions of the Corporations Act as they would be relieved from complying with if they satisfied the conditions set out in ASIC Class Order 98/1418. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor of each other company which is party to the deed payment in full of any debt owed by each other company.  
  
In the Directors' opinion, there are reasonable grounds to believe that the Company and each of its wholly-owned subsidiaries, being the parties to the deed of cross guarantee as detailed in note 34 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.
3. The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2015.

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

On behalf of the Directors



A. D. McCallum  
Chairman

Hobart, this 20<sup>th</sup> day of August 2015

## INDEPENDENT AUDITOR'S REPORT

Tassal Group Limited and Controlled Entities



Deloitte Touche Tohmatsu  
ABN 74 490 121 060

Level 8  
22 Elizabeth Street  
Hobart TAS 7000  
GPO Box 777  
Hobart TAS 7001 Australia

Tel: +61 3 6237 7000  
Fax: +61 3 6237 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

# Independent Auditor's Report to the members of Tassal Group Limited

## Report on the Financial Report

We have audited the accompanying financial report of Tassal Group Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity, comprising the company and the entities it controlled at the year's end or from time to time during the financial year as set out on pages 36 to 84.

### *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 gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

### *Auditor's Responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the company's preparation of the financial report that gives a true and fair view, 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 company'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.

## INDEPENDENT AUDITOR'S REPORT

### Tassal Group Limited and Controlled Entities

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

#### *Auditor's Independence Declaration*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Tassal Group Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

#### *Opinion*

In our opinion:

- (a) the financial report of Tassal Group 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 2015 and of their performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 1.

#### **Report on the Remuneration Report**

We have audited the Remuneration Report included in pages 20 to 33 of the directors' report for the year ended 30 June 2015. 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.

#### *Opinion*

In our opinion the Remuneration Report of Tassal Group Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Carl Harris  
Partner  
Chartered Accountants  
Hobart, 20 August 2015

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Member of Deloitte Touche Tohmatsu Limited

## ADDITIONAL SECURITIES EXCHANGE INFORMATION

### Tassal Group Limited and Controlled Entities

The following additional information is provided in accordance with the ASX Listing Rules as at 4 August 2015.

#### Number of holder of equity securities

##### Ordinary share capital (quoted)

146,897,115 fully paid ordinary shares are held by 7,375 shareholders. At a general meeting, every shareholder present in person or by proxy, attorney of representative has one vote on a show of hands and, on a poll, one vote for each fully paid share held.

##### Performance rights (unquoted)

687,136 performance rights granted pursuant to the Company's Long-term Incentive Plan are held by 14 employees. A performance right to ordinary shares does not entitle a participant under the Plan to voting rights, participation in new issues of securities or to receive dividends. In the event that shares are issued under the Plan at the end of the performance period pursuant to the performance rights, those shares will rank equally with existing ordinary shares, including entitlement to voting rights.

#### Distribution of holders of equity securities

Number of equity securities held	Ordinary Shares			Performance Rights		
	No. of holders	No. of shares	% of shares	No. of holders	No. of rights	% of rights
1 – 1,000	2,288	1,187,708	0.81	-	-	-
1,001 – 5,000	3,328	8,718,924	5.94	-	-	-
5,001 – 10,000	1,007	7,444,919	5.07	-	-	-
10,001 – 100,000	705	16,114,374	10.97	13	475,667	69.22
100,001 and over	47	113,431,190	77.22	1	211,469	30.78
Rounding			0.01			
	<b>7,375</b>	<b>146,897,115</b>	<b>100.00</b>	<b>14</b>	<b>687,136</b>	<b>100.00</b>

The number of shareholders holding less than a marketable parcel of 135 fully paid ordinary shares on 4 August 2015 is 283 and they hold 8,610 fully paid ordinary shares.

#### Substantial shareholders

The following organisations have disclosed a substantial shareholder notice to ASX during the financial year.

Name	Number of ordinary shares	% of voting power advised
Westpac Banking Corporation		
BT Investment Management Limited	9,323,780	6.35%
National Australia Bank Limited	8,148,089	5.55%
Dimensional Entities	7,347,022	5.00%
Allan Gray Australia Pty Ltd (ceasing to be a substantial shareholder)	7,275,876	4.95%
UBS Group Ag (ceasing to be a substantial shareholder)	3,084,839	2.10%

#### Twenty largest holders of quoted ordinary shares

Rank	Name	Units	% of Units
1.	J P MORGAN NOMINEES AUSTRALIA LIMITED	33,221,243	22.62
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	30,726,946	20.92
3.	NATIONAL NOMINEES LIMITED	13,750,010	9.36
4.	CITICORP NOMINEES PTY LIMITED	8,220,848	5.60
5.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <MBA A/C>	4,632,000	3.15
6.	ARGO INVESTMENTS LIMITED	3,851,848	2.62
7.	BNP PARIBAS NOMS PTY LTD <DRP>	3,299,672	2.25
8.	MIRRABOOKA INVESTMENTS LIMITED	2,575,527	1.75
9.	WOODROSS NOMINEES PTY LTD	1,181,890	0.80
10.	BRAZIL FARMING PTY LTD	925,000	0.63
11.	BUTTONWOOD NOMINEES PTY LTD	910,556	0.62
12.	AMCIL LIMITED	875,527	0.60
13.	CATHOLIC CHURCH INSURANCE LIMITED	686,560	0.47
14.	AMP LIFE LIMITED	655,690	0.45
15.	HUMANA PTY LTD <NEKON SUPER FUND A/C>	559,022	0.38
16.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <BKCUST A/C>	533,616	0.36
17.	CS FOURTH NOMINEES PTY LTD	493,567	0.34
18.	BOND STREET CUSTODIANS LTD <MACQUARIE SMALLER CO'S A/C>	452,700	0.31
19.	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	439,288	0.30
20.	SANDHURST TRUSTEES LTD <ENDEAVOR ASSET MGMT MDA A/C>	389,461	0.27
<b>Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (TOTAL)</b>		<b>108,380,971</b>	<b>73.78</b>
<b>Total Remaining Holders Balance</b>		<b>38,516,144</b>	<b>26.22</b>

#### On-market buy-back

There is no current on-market buy-back.