



2 March, 2015

Company Announcements
ASX Limited
Exchange Centre
Level 6
20 Bridge Street
Sydney, NSW, 2000

Dear Sirs

Re: Ecosave Holdings Limited (ECV) - Half Year Report and Accounts

We attach an Announcement for immediate release to the market.

Yours Sincerely

Robin Archibald

Mr Robin Archibald
Executive Director and Company Secretary
Ecosave Holdings Limited

Att: Half Year Report and Financial Statements

HALF YEAR REPORT



1st July 2014 to 31st December 2014

Ecosave Holdings Limited ABN 77 160 875 016



ECOSAVE HOLDINGS LIMITED
and

Controlled Entities

Financial Statements for the

Half-year ended 31st December 2014



Half Year Report – Appendix 4D

Period Ended 31st December 2014

Name of entity: **Ecosave Holdings Limited**

ABN: 77 160 875 016

1. Reporting Period and Previous Period.

The reporting period is for the half year ended 31st December 2014.

The previous corresponding period is for the half year ended 31st December 2013.

2. Results for announcement to the market

The following information should be read in conjunction with the annual financial report for the year ended 30th June 2014.

Ref	Item Description	Current period Half Year Ended 31 st December 2014 \$000's	Previous Period Half Year Ended 31 st December 2013 \$000's	Percentage Change %
2.1	Revenue from Ordinary activities	9,996	7,213	+39%
2.2	Profit (loss) from ordinary activities after tax attributable to members.	51	(1,360)	
2.3	Net profit (loss) for the period attributable to members.	51	(1,775)	
2.4	Dividends per Share	-	4.1c	-
	Franked amount per dividend per share	-	100%	-
2.5	Dividend Record Date	-	17 th Sept 2013	-
3	Net Tangible Assets per share	0.35c	0.19c	84%

4. Control gained/lost over entities

There was no control gained or lost over any entity for the half year period ended 31 December 2014.

5. Dividends

As at the date of this report, the Directors have not proposed that any dividend be declared in relation to the half year ended 31st December 2014.

6. Dividend reinvestment plans

A Dividend Reinvestment Plan is in place. The Dividend Reinvestment Plan of the Company allows Shareholders to reinvest all or part of any dividend paid on their Shares in additional Shares instead of receiving the dividend in cash. Participation in the DRP is optional.

7. Associates and joint ventures

None

8. Foreign entities

Ecosave Holdings Limited had control over the following International Entities as at December 2014:

Ecosave Holdings Inc.

Ecosave Inc.

Ecosave Automation Inc.

Ecosave NZ Limited

9. Audit or review status

This report is based on accounts which have been subject to audit review. The review is not subject to a modified opinion, emphasis of matter or other matter paragraph.



DIRECTORS' REPORT

Your directors present their report, together with the financial statements of the Group, being Ecosave Holdings Limited and its controlled entities, for the financial half-year ended 31st December 2014.

Directors

The names of directors in office at any time during or since the end of the half year are:

Marcelo Javier Rouco – CEO & Chairman
Robin Dale Archibald - Executive Director
Benedick Samways – Executive Director
Andy Antonini – Non-executive Director (Appointed 4 November 2014)
Glenda Ann Nixon - Non-executive Director (Resigned on 28 October 2014)

Operating Results and Review of Operations for the Year

Ecosave is very pleased to announce a 39% increase in revenue compared to the corresponding period last financial year as well as an unprecedented profit in the first half of the year. Through its 12 years of operation, Ecosave has always made a loss in the first half of the year whilst still becoming profitable in 11 of those years through higher revenue and profitability on the second half of the financial year.

Item Description	Current Period Half Year Ended 31 st December 2014	Previous Period Half Year Ended 31 st December 2013	Full Year Ended June 2014
	\$000's	\$000's	\$000's
Australian & New Zealand Sales Revenue	4,563	3,314	6,630
North American Sales Revenue	5,433	3,900	8,251
Total	9,996	7,214	14,881

Ecosave remains confident in its continued growth and performance.

On the 11th December 2014, Ecosave Holdings Limited announced a placement of 3,623,189 fully paid ordinary shares to a North American based investor. The shares were placed at a price of US\$1.38 per share. Bonus shares may be issued under the agreement. Any issue of bonus shares will be made subject to satisfying qualifying criteria and full compliance with the requirements of the Corporations Act and the ASX Listing Rules including any shareholder approvals that may be required.

Ecosave will use proceeds of the private placement to expand its capabilities to deliver existing and new services in the US market and develop its proprietary Utility Management software platform, Ecosave Watch.

Corporate Governance

The Board is responsible for the overall corporate governance of the company. The Company has detailed its adoption of Corporate Governance principles in the Prospectus dated 27th November 2012.

Executive Structure

Ecosave Senior Management Team consists of Mr Marcelo Rouco Chief Executive Officer and Chairman of the Board, Mr Robin Archibald Executive Director, Chief Operating Officer and Company Secretary, Mr Ben Samways Executive Director and Group Operations Manager.

The Senior Financial Team consists of Mr John Wussah Financial Controller ANZ and Mr Thomas Vallerias Financial Controller USA.



Trading Performance/Review of Operations

Ecosave now has over 12 years' experience in delivering guaranteed outcome projects. This turn-key approach ensures client business objectives are delivered with no burden on their operations or time. The core offering is focused on Ecosave Service Agreements (ESA), Guaranteed Energy Savings Projects (GESPs) and Energy Performance Contracts (EPCs). This includes assessment, project management, guaranteed savings and Measurement and Verification (M&V) of savings. Being product agnostic allows us to fit the best solutions to our client's business objectives and does not limit us to distributed or developed products.

Ecosave has extensive experience delivering projects in health care facilities, offices, local councils, education facilities, sport and recreation centres, shopping centres, telephone exchanges, bank branches, car parks, food processing plants and manufacturing facilities.

Ecosave has also further developed its new Utility Management business unit. Specialist engineers in Ecosave's team offer services including building monitoring (virtual metering and data logging) and utility management, with a flexible user-friendly online utility dashboard tool. The service has been further enhanced with the addition of Ecosave Automation's specialist Building Analytics package, which has now been introduced to Ecosave's Australian and New Zealand client base under a proprietary software platform, Ecosave Watch.

The analytics package maximises the operational energy savings identified by our engineering teams. The analytics package provides automated analysis and optimisation of energy consumption by combining Building Management System data, meter data, weather data and other operational data into a single database that provides useable information. The customisable rules applied to this database produce actionable items for facility management. Ecosave watch has a currently limited, but growing capability, to automate adjustment in building operations to save energy without human intervention. The power of analytics is its scalability through software, and not people, hence, scale can be achieved without significantly increasing overhead costs. The service promotes the development of long term client relationships and builds Ecosave's annuity income stream.

Australian & New Zealand Operations

In the last six months Ecosave's Australian and New Zealand operations have commenced the implementation phase for several government Energy Performance Contracts whilst commencing operations in New Zealand.

Ecosave has secured a number of longer term service and finance contracts during the reporting period.

Due to this growth and improved efficiencies Ecosave's Australian and New Zealand operations have been able to increase sales revenue by 38% for the period and had its first profitable 1st half FY since inception.

North American Operations

Ecosave launched operations in North America in August 2013 and Ecosave Inc. sold its first energy efficiency project in February 2014. This project is also a first of its kind; an Ecosave Services Agreement (ESA). The ESA will deliver an Energy Performance Contract as a 15 year service agreement. The ESA has delivered \$1.5 million worth of upgrades to the client and over \$80,000 worth of energy management and maintenance services per year, growing annually, for the 15 year contract life.

Ecosave Inc. has continued to build a strong sales funnel and backlog, securing a further 7 ESA, GESP and Utility Management contracts. The capital raise completed on 11th December 2014 is allowing further investment in business development capability to capture the large quantum of opportunities identified in the first 16 months of Ecosave Inc. operations.

Ecosave Automation Inc. has experienced steady profit growth during the reporting period, with significant opportunities continuing to develop.

Due to the ongoing growth, Ecosave's North American operations have been able to increase sales revenue by 39% for the period.

Changes in controlled entities and divisions.

There were no changes in controlled entities or divisions during the reporting period.



Future Developments, Prospects and Business Strategies

To further improve the consolidated group's profit and maximise shareholder wealth, the following developments are under way:

- i. Continue to build the Group's people, IP and systems resources to grow the ability to propose, bid on and deliver an increasing number of ESAs, GESPs and EPCs.
- ii. Capitalise on the opportunity to utilise Ecosave Automation's efficient controls and building analytics solutions in the built environment in the Australian market and to build the growing capability of Ecosave Watch.
- iii. Continue broaden Ecosave's energy services offering and increase the portion of revenue from annuity income streams.
- iv. Seek additional acquisition opportunities.
- v. Consolidate ERP systems to provide enhanced control and reporting across the group.

These developments, together with the current strategy of continuous improvement and adherence to quality control in existing markets, are expected to assist in the achievement of the consolidated group's long-term goals and development of new business opportunities.

Events after Balance Sheet Date

There are no reportable events after balance date.

Rounding of Amounts

The amounts contained in the half year financial report have been rounded to the nearest \$1,000 (where rounding is applicable) under the option available to the company under ASIC Class Order 98/0100. The company is an entity to which the Class Order applies.

Auditor's Declaration

The independence declaration obtained from our auditors, Deloitte Touche Tohmatsu, is set out on page 5.

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

Marcelo Rouco
Chief Executive Officer
2nd March 2015

The Board of Directors
Ecosave Holdings Limited
Unit 4, 42 Carrington Road
CASTLE HILL NSW 2154

2 March 2015

Dear Board Members

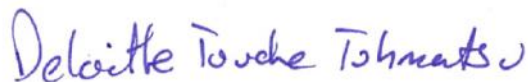
Ecosave Holdings Limited

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

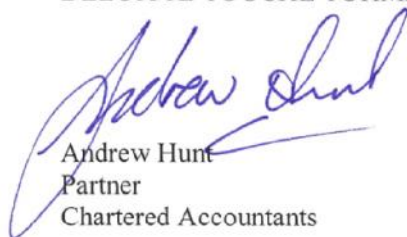
As lead audit partner for the review of the financial statements of Ecosave Holdings Limited for the financial half-year ended 31 December 2014, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely



DELOITTE TOUCHE TOHMATSU



Andrew Hunt
Partner
Chartered Accountants



**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF YEAR ENDED 31st DECEMBER 2014**

Consolidated Half Year Ended			
	Note	31st December 2014 \$000's	31st December 2013 \$000's
Continuing operations			
Sales revenue		9,996	7,213
Cost of sales		(5,529)	(4,428)
Gross profit		4,467	2,785
Other income		76	47
Marketing expenses		(82)	(177)
Occupancy costs		(454)	(377)
Motor vehicle expenses		(194)	(246)
Administrative expenses		(2,763)	(3,195)
Finance Costs		(81)	-
Other expenses		(881)	(737)
Profit/Loss before M&A and IPO and listing Costs		88	(1,900)
Merger & acquisition expenses		-	(592)
Profit before income tax		88	(2,492)
Income tax expense/(revenue)		37	(718)
Profit/(Loss) after tax for the half -year attributable to owners of the parent entity		51	(1,775)
Other comprehensive income that may be reclassified profit and loss		-	-
Foreign Exchange difference on translation of foreign operations		713	136
Total comprehensive income for the half year attributable to owners of the parent entity		764	(1,639)
Earnings per share			
From continuing operations:			
Basic earnings per share (cents)		0.18	(6.24)
Diluted earnings per share (cents)		0.18	(6.17)

The accompanying notes form an integral part of these financial statements.



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014

Consolidated Half Year Ended			
	Note	31 st December 2014 \$000's	30 th June 2014 \$000's
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		6,720	3,337
Trade and other receivables		5,449	4,126
Inventories		328	265
Other current assets		611	554
TOTAL CURRENT ASSETS		13,108	8,282
NON-CURRENT ASSETS			
Property, plant and equipment		1,337	940
Investments in associate		20	5
Deferred tax assets		2,207	2,013
Goodwill		3,823	3,311
Intangible assets		353	223
Other non-current assets		508	422
TOTAL NON-CURRENT ASSETS		8,248	6,914
TOTAL ASSETS		21,356	15,196
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		3,864	4,941
Borrowings		1,782	16
Current tax liabilities		283	347
Provisions		204	321
Other current liabilities		1,059	623
TOTAL CURRENT LIABILITIES		7,192	6,248
NON-CURRENT LIABILITIES			
Borrowings		318	1,340
Other provisions		23	23
TOTAL NON-CURRENT LIABILITIES		341	1,363
TOTAL LIABILITIES		7,533	7,611
NET ASSETS		13,823	7,585
EQUITY			
Issued capital		14,420	8,946
Reserves		723	10
Retained earnings		(1,320)	(1,371)
TOTAL EQUITY		13,823	7,585

The accompanying notes form an integral part of these financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DEC. 2014

	Issued Capital	Retained Earnings	Foreign Currency Translation Reserve	Total Equity
	\$000	\$000	\$000	\$000
Balance as at 1 July 2014	8,946	(1,371)	10	7,585
Adjustments	-	-	-	-
Balance as at 1 July 2014	8,946	(1,371)	10	7,585
Add: Profit for the period	-	51	-	51
Other comprehensive income	-	-	-	-
Total comprehensive income	-	51	-	51
Add: Shares Issued during the period	6,163	-	-	6,163
Options issued during the period	10	-	-	10
Less: Share Issue Costs	(402)	-	-	(402)
Less: Share Buy Back	(297)	-	-	(297)
Less: Dividends Paid	-	-	-	-
Foreign exchange differences on translation of foreign operations	-	-	713	713
Balance as at 31 December 2014	14,420	(1,320)	723	13,823
Balance as at 1 July 2013	4,933	3,448	286	8,667
Adjustments	-	-	-	-
Balance as at 1 July 2013	4,933	3,448	286	8,667
Add: Profit for the period	-	(1,775)	-	(1,775)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	(1,775)	-	(1,775)
Add: Shares Issued during the period	4,139	-	-	4,139
Options issued during the period	-	-	-	-
Less: Share Issue Costs	(99)	-	-	(99)
Less: Dividends Paid	-	(1,087)	-	(1,087)
Foreign exchange differences on translation of foreign operations	-	-	136	136
Balance as at 31 December 2013	8,973	586	422	9,981

The accompanying notes form an integral part of these financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED 31 DECEMBER 2014

	Note	Consolidated half-year ended	
		31-Dec-14 \$000	31-Dec-13 \$000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		11,691	7,930
Payments to suppliers and employees		(13,538)	(9,765)
Interest received		23	48
Finance costs		(54)	(8)
Income tax paid		(341)	(409)
Net cash used in operating activities		(2,219)	(2,203)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of plant and equipment		(452)	(89)
Proceeds from sale of assets		8	818
Outlays in respect of acquisition of business		-	(1,745)
Net cash used in operating activities		(444)	(1,016)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		6,173	2,305
Outlays in respect of share issue		(402)	(99)
Buy back of shares		(297)	-
Proceeds from borrowings		431	(494)
Dividends Paid		-	(559)
Net cash provided by financing activities		5,905	1,153
Effect of exchange rate changes on cash		142	47
Net increase in cash held		3,242	(2,066)
Cash and cash equivalents at beginning of financial year		3,337	5,589
Cash and cash equivalents at end of financial year		6,720	3,570

The accompanying notes form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31st December 2014

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

The half year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134: *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34: *Interim Financial Reporting*. The half year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

b. Basis of Preparation

The condensed consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. 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.

The company is a company of the kind referred to in ASIC Class Order 98/100, dated 10 July 1998, and in accordance with that Class Order, amounts in the directors' report and the half year financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

The accounting policies and methods of computation adopted in the preparation of the half year report are consistent with those adopted and disclosed in the company's 2014 annual financial report for the financial year ended 30 June 2014, except for the impact the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

New and Revised Accounting Requirements Applicable to the Current Half-year Reporting Period

The Group has adopted all of the following new and revised Australian Accounting Standards issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current half year.

New and revised Standards and amendments thereof and Interpretations effective for the current half-year that are relevant to the Group include:

- AASB 1031 'Materiality' (2013)
- AASB 2011-4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'
- AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities'
- AASB 2013-3 'Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets'
- AASB 2013-4 'Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting '
- AASB 2013-5 'Amendments to Australian Accounting Standards – Investment Entities'
- AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments' (Part B: 'Materiality')
- Interpretation 21 'Levies'

The above changes to accounting standards did not result in any significant changes to the condensed consolidated financial statements.



c. Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Ecosave Holdings Limited and all of the subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of subsidiaries is provided in Note 5.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are reported separately within the equity section of the consolidated statement of financial position and statement of comprehensive income. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.



NOTE 2: SEGMENT INFORMATION

The key management personnel of the Group manage the Group's activities as two business segments, one providing energy efficiency solutions to business and government in Australia and New Zealand and one business segment providing energy efficiency solutions in North America. Accordingly, the Group provide management reporting for the two locations of the business in which it is engaged.

The following is an analysis of the Group's results by reportable operating segment for the half-years under review.

	Australia 31-Dec-14	Australia 31-Dec-13	North America 31-Dec-14	North America 31-Dec-13
REVENUE				
External Sales	4,563	3,314	5,433	3,900
Cost of Sales	(2,179)	(1,856)	(3,350)	(2,572)
Gross Profit	2,384	1,457	2,083	1,328
Other income	50	47	26	-
Marketing Expenses	(41)	(156)	(41)	(21)
Motor Vehicle Expenses	(29)	(178)	(166)	(199)
Occupancy Expenses	(304)	(126)	(151)	(121)
Staff & Employment Expenses	(1,293)	(2,284)	(1,470)	(910)
Other expenses	(115)	(252)	(545)	(355)
Total Overheads	(1,782)	(2,997)	(2,373)	(1,607)
Depreciation and Amortisation	(135)	(124)	(84)	(6)
Profit before interest and tax	517	(1,616)	(348)	(284)
Finance Cost	(47)	-	(34)	-
Profit or (loss) before tax from ordinary activities	470	(1,616)	(382)	(284)
Merger & acquisition expenses	-	(592)	-	-
Profit before income tax	470	(2,208)	(382)	(284)
Tax Expense (benefit)	(149)	615	112	102
Profit or (loss) after tax	321	(1,593)	(270)	(182)
Exchange differences on translation of foreign operations	10	-	703	136
Total comprehensive income for the year attributable to owners' of the parent entity	331	(1,593)	433	(46)

Segment Net Assets	31 December 2014 \$,000	30 June 2014 \$,000
North America	10,231	(662)
Australia & New Zealand	2,463	8,325
Central administration	1,129	(77)
Total in Statement of Financial Position	13,823	7,585



NOTE 3: DIVIDENDS PAID AND PROPOSED

Dividends on ordinary shares:

- (a) Dividends paid during the half year – Nil.
(b) The directors have not proposed a dividend as at the date of this report.

NOTE 4: ISSUED CAPITAL

Ordinary shares:	Options
Issued and fully paid 32,076,846	Issued 291,606

Movements in ordinary shares and options on issue:

	Ordinary Shares	Options
Opening balance at beginning of period	28,423,247	305,250
Options lapsed during the period	-	(25,250)
Shares and options issued as part of the placement in December 2014	3,623,189	-
Shares and options issued as part of the senior management scheme	30,410	11,606
	32,076,846	291,606

NOTE 5: INTEREST IN SUBSIDIARIES

a. Information about Principal Subsidiaries

Set out below are the Group's subsidiaries at 31st December 2014. The subsidiaries listed below have share capital consisting solely of ordinary shares, which are held directly by the Group and the proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's country of incorporation or registration is also its principal place of business.

Name of Subsidiary	Principal Place of Business	Ownership Interest Held by the Group	
		At 31st December 2014	At 30th June 2014
Ecosave Pty Limited	Australia	100%	100%
Stipes Consulting Pty Ltd (not trading)	Australia	100%	100%
Ecosave Utility Management Pty Ltd (not trading)	Australia	100%	100%
Ecosave NZ Limited	New Zealand	100%	100%
Ecosave Holdings Inc.	USA	100%	100%
Ecosave Inc.	USA	100%	100%
Ecosave Automation Inc. (formerly DVLA Inc.)	USA	100%	100%
Ecosave Invest Inc. (not trading)	USA	100%	100%

Subsidiaries' financial statements used in preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.



The Group also has 49% interest in the following entities:

Ecosave Services LLC
Ecosave Services Pty Ltd
Ecosave Management Pty Ltd

NOTE 6: CONTINGENT LIABILITIES

At 31st December 2014, Ecosave Holdings Limited had no contingent liabilities.

NOTE 7: CAPITAL AND LEASE COMMITMENTS

Entities comprising the Economic Entity have entered into a lease of office and warehouse premises at Castle Hill in New South Wales, Mitcham Victoria and Philadelphia Pennsylvania USA.

The amount of rent that remains payable for the unexpired term of the Lease at Castle Hill as at 31st December 2014 is \$107,188.

The amount of rent that remains payable for the unexpired term of the lease at Mitcham as at December 2014 is \$92,610.

The lease for Philadelphia PA USA commenced on the 16th January 2014, and is set to expire in March 2015. The amount payable for the unexpired term at Dec 31, 2014 is approximately \$ US 41,866, depending on the exact move out date, tentatively scheduled to be March 6th, 2015. This is an interim lease for a period ending at the completion of construction of a new building, which occurred on December 28th 2014, plus a reasonable period thereafter to prepare new premises for occupancy. A binding commitment has been given to enter a new lease over eleven years amounting to a minimum of \$US 5,615,136, which began on December 28th, 2014.

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE

There are no material events subsequent to the reporting date

NOTE 9: KEY MANAGEMENT PERSONNEL

Remuneration arrangements of key management personnel are disclosed in the annual financial report.



DIRECTORS' DECLARATION

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- (b) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.

Signed in accordance with a resolution of the directors made pursuant to s.303 (5) of the *Corporations Act 2001*.

Signed on behalf of the Directors.

Chief Executive Officer

2nd March 2015

Independent Auditor's Review Report to the members of Ecosave Holdings Limited

We have reviewed the accompanying half-year financial report of Ecosave Holdings Limited, which comprises the condensed statement of financial position as at 31 December 2014, and the condensed statement of profit or loss and comprehensive income, the condensed statement of cash flows and the condensed statement of changes in equity for the half-year ended on that date, selected explanatory notes and, the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the end of the half-year or from time to time during the half-year as set out on pages 6 to 15.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Ecosave Holdings Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Deloitte.

Auditor's Independence Declaration

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

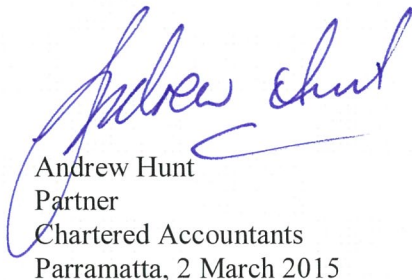
Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Ecosave Holdings Limited is not in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Andrew Hunt
Partner
Chartered Accountants
Parramatta, 2 March 2015