

Vitaco Health Group Limited

Financial Statements

For the year ended 31 March 2015

Vitaco Health Group Limited
Financial Statements
For the year ended 31 March 2015

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Vitaco Health Group Limited

Directors' Report

For the year ended 31 March 2015

Directors' report

The Board of Directors have pleasure in presenting the annual report of Vitaco Health Group Limited, incorporating the financial statements and the auditors' report, for the year ended 31 March 2015.

The Board of Directors of the Company authorised these financial statements presented on pages 4 to 57 for issue on 7 August 2015.

Directors' responsibility statement

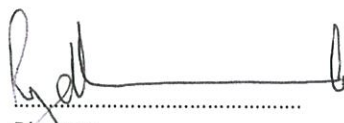
The directors are responsible for ensuring that the financial statements give a true and fair view of the financial position of the Company and Group as at 31 March 2015 and their financial performance for the year ended on that date.

The directors consider that the financial statements of the Company and Group have been prepared using appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates and that all relevant financial reporting and accounting standards have been followed.


The directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Company and Group and facilitate compliance of the financial statements with the Companies Act 1993.

The directors have taken adequate steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

For and on behalf of the Board.



.....
Director
7 August 2015



.....
Director
7 August 2015



Independent Auditors' Report to the shareholders of Vitaco Health Group Limited

Report on the Financial Statements

We have audited the financial statements of Vitaco Health Group Limited ("the Company") on pages 4 to 57, which comprise the balance sheets as at 31 March 2015, the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes to the financial statements that include a summary of significant accounting policies and other explanatory information for both the Company and the Group. The Group comprises the Company and the entities it controlled at 31 March 2015 or from time to time during the financial year.

Directors' Responsibility for the Financial Statements

The Directors are responsible for the preparation and fair presentation of these financial statements in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards and for such internal controls as the Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand) and International Standards on Auditing. These standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider the internal controls relevant to the Company's preparation and fair presentation of the financial statements 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, as well as evaluating the overall presentation of the financial statements.

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

We are independent of the Group. Our firm carries out other services for the Group in the areas of tax advice and providers of other assurance and advisory services. The provision of these other services has not impaired our independence.



Independent Auditors' Report

Vitaco Health Group Limited

Opinion

In our opinion, the financial statements on pages 4 to 57 present fairly, in all material respects, the financial position of the Company and Group as at 31 March 2015, and their financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

Restriction on Use of our Report

This report is made solely to the Company's shareholders, as a body, in accordance with the Companies Act 1993. Our audit work has been undertaken so that we might state those matters which we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

A handwritten signature in blue ink, appearing to read 'Priscilla Hume', written over a faint, light blue rectangular stamp.

Chartered Accountants
7 August 2015

Auckland

Vitaco Health Group Limited

Statements of Comprehensive Income

For the year ended 31 March 2015

	Notes	Group Year to 31 March 2015 \$000's	Restated Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Revenue	5	172,684	169,193	10	-
Other income	6	1,223	1,663	217	197
Inventories used	12	(90,142)	(83,225)	-	-
Employee benefits expense	7	(28,921)	(27,026)	-	-
Depreciation and amortisation expense		(3,195)	(3,033)	-	-
Distribution and commissions		(13,230)	(13,438)	-	-
Finance costs	7	(10,868)	(7,788)	-	-
Foreign exchange gain on borrowings		1,553	7,287	-	-
Selling and marketing costs		(17,007)	(15,711)	-	-
Other expenses		(5,026)	(7,034)	(1,601)	(2,078)
Total expenses		(166,836)	(149,968)	(1,601)	(2,078)
Profit/(loss) before income tax		7,071	20,888	(1,374)	(1,881)
Income tax (expense)/benefit	8	(2,307)	(5,622)	(7)	3,498
Profit/(loss) for the year		4,764	15,266	(1,381)	1,617
Profit/(loss) attributable to the shareholders of Vitaco Health Group Limited		4,764	15,266	(1,381)	1,617
Other comprehensive loss					
Items that may be subsequently reclassified to profit or loss:					
Movement in foreign currency translation reserve		(1,253)	(1,413)	-	-
Other comprehensive loss for the year, net of tax		(1,253)	(1,413)	-	-
Total comprehensive income/(loss) for the year attributable to the shareholders of Vitaco Health Group Limited		3,511	13,853	(1,381)	1,617
EARNINGS PER SHARE					
Basic earnings per share (cents)	23	0.02	0.07		
Diluted earnings per share (cents)	23	0.02	0.07		

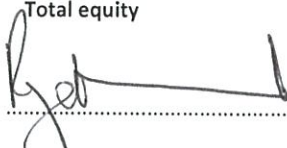
The above statements of comprehensive income should be read in conjunction with the accompanying notes.

Vitaco Health Group Limited

Balance Sheets

As at 31 March 2015

	Notes	Group 2015 \$000's	Restated Group 2014 \$000's	Restated Group 2013 \$000's	Parent 2015 \$000's	Restated Parent 2014 \$000's	Restated Parent 2013 \$000's
ASSETS							
Current assets							
Cash and cash equivalents	10	3,826	1,044	3,923	21	3	-
Trade and other receivables	11	29,664	31,862	33,697	939	707	473
Inventories	12	36,719	38,117	34,086	-	-	-
Derivative financial instruments	13	1,451	3,999	335	-	-	-
Current tax receivable		341	-	-	-	-	-
Total current assets		72,001	75,022	72,041	960	710	473
Non-current assets							
Property, plant and equipment	14	19,042	19,060	18,545	-	-	-
Deferred tax assets	15	3,637	4,496	7,702	3,491	3,498	-
Intangible assets	16	115,969	114,632	115,121	-	-	-
Loans to related parties	29	-	-	-	60	1,443	1,467
Investment in associate		-	15	15	-	-	-
Investments in subsidiaries	31	-	-	-	84,274	82,873	82,873
Total non-current assets		138,648	138,203	141,383	87,825	87,814	84,340
Total assets		210,649	213,225	213,424	88,785	88,524	84,813
LIABILITIES							
Current liabilities							
Trade and other payables	17	26,680	24,078	25,420	207	1,056	43
Current tax payable		-	836	2,620	-	-	-
Derivative financial instruments	13	4,460	461	101	-	-	-
Provisions	18	2,014	1,922	1,827	-	-	-
Borrowings	19	78,348	17,232	9,966	-	-	85
Total current liabilities		111,502	44,529	39,934	207	1,056	128
Non-current liabilities							
Derivative financial instruments	13	-	2,403	-	-	-	-
Borrowings	20	794	71,089	92,348	-	-	-
Provisions	18	202	180	170	-	-	-
Loans from related parties	29	-	-	-	5,373	2,498	1,531
Total non-current liabilities		996	73,672	92,518	5,373	2,498	1,531
Total liabilities		112,498	118,201	132,452	5,580	3,554	1,659
Net assets		98,151	95,024	80,972	83,205	84,970	83,154
EQUITY							
Contributed equity	21	82,665	83,065	82,932	82,665	83,065	82,932
Reserves	22	(3,722)	128,734	101,939	1,317	132,520	104,312
Retained earnings/(accumulated losses)		19,208	(116,775)	(103,899)	(777)	(130,615)	(104,090)
Total equity		98,151	95,024	80,972	83,205	84,970	83,154


 Director


 Director

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

Vitaco Health Group Limited

Statements of Changes in Equity

For the year ended 31 March 2015

GROUP	Share Capital	Retained Earnings / (Accumulated Losses)	Mandatory Notes Conversion Reserve	Convertible Preference Shares Conversion Reserve	Share Options Conversion Reserve	Foreign Currency Translation Reserve	Total Equity
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's
Equity at 1 April 2013	82,932	(103,899)	74,928	28,149	1,235	(2,373)	80,972
Profit for the year	-	13,906	-	-	-	-	13,906
Other comprehensive loss	-	-	-	-	-	(1,413)	(1,413)
Total comprehensive income	-	13,906	-	-	-	(1,413)	12,493
Prior year adjustment (note 25)	-	1,360	-	-	-	-	1,360
Increase in capital	133	-	-	-	-	-	133
Capitalisation of mandatory convertible note coupon accrual	-	(20,228)	20,228	-	-	-	-
Capitalisation of convertible preference shares coupon accrual	-	(7,914)	-	7,914	-	-	-
Share based compensation expensed	-	-	-	-	66	-	66
Equity at 1 April 2014 (restated)	83,065	(116,775)	95,156	36,063	1,301	(3,786)	95,024
Profit for the year	-	4,764	-	-	-	-	4,764
Other comprehensive loss	-	-	-	-	-	(1,253)	(1,253)
Total comprehensive income	-	4,764	-	-	-	(1,253)	3,511
Decrease in capital	(400)	-	-	-	-	-	(400)
De-recognition of mandatory convertible note coupon accrual (note 21(b))	-	95,156	(95,156)	-	-	-	-
De-recognition of convertible preference shares coupon accrual (note 21(c))	-	36,063	-	(36,063)	-	-	-
Share based compensation expensed	-	-	-	-	16	-	16
Equity at 31 March 2015	82,665	19,208	-	-	1,317	(5,039)	98,151

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

Vitaco Health Group Limited

Statements of Changes in Equity

For the year ended 31 March 2015

PARENT	Share Capital	Accumulated Losses	Mandatory Notes Conversion Reserve	Convertible Preference Shares Conversion Reserve	Share Options Conversion Reserve	Total Equity
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's
Equity at 1 April 2013	82,932	(104,090)	74,928	28,149	1,235	83,154
Profit for the year	-	1,617	-	-	-	1,617
Total comprehensive income	-	1,617	-	-	-	1,617
Increase in capital	133	-	-	-	-	133
Capitalisation of mandatory convertible note coupon accrual	-	(20,228)	20,228	-	-	-
Capitalisation of convertible preference shares coupon accrual	-	(7,914)	-	7,914	-	-
Share based compensation expensed	-	-	-	-	66	66
Equity at 1 April 2014 (restated)	83,065	(130,615)	95,156	36,063	1,301	84,970
Loss for the year	-	(1,381)	-	-	-	(1,381)
Total comprehensive loss	-	(1,381)	-	-	-	(1,381)
Decrease in capital	(400)	-	-	-	-	(400)
Derecognition of mandatory convertible note coupon accrual (note 21(b))	-	95,156	(95,156)	-	-	-
Derecognition of convertible preference shares coupon accrual (note 21 (c))	-	36,063	-	(36,063)	-	-
Share based compensation expensed	-	-	-	-	16	16
Equity at 31 March 2015	82,665	(777)	-	-	1,317	83,205

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

Vitaco Health Group Limited

Cash Flow Statements

For the year ended 31 March 2015

	Notes	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Cash flows from operating activities					
Receipts from customers (exclusive of goods and services tax)		204,379	197,750	-	-
Payments to suppliers (exclusive of goods and services tax)		(150,809)	(151,444)	(2,455)	(1,102)
Payments to employees		(28,811)	(26,899)	-	-
Interest received		27	42	-	-
Interest paid		(6,045)	(6,131)	-	-
Tax payments		(2,701)	(3,995)	-	-
Net cash inflow/(outflow) from operating activities	26	16,040	9,323	(2,455)	(1,102)
Cash flows from investing activities					
Payments for property, plant, equipment	14	(2,600)	(2,873)	-	-
Investments in group companies	29(b)	-	-	(1,401)	-
Payments for intangible assets	16	(1,940)	(233)	-	-
Sales of property, plant and equipment	14	14	21	-	-
Loans from related parties		-	-	3,874	1,057
Net cash (outflow)/inflow from investing activities		(4,526)	(3,085)	2,473	1,057
Cash flows from financing activities					
Proceeds from issues of shares and other equity securities		-	133	-	133
Proceeds from borrowings		2,696	1,092	-	-
Repayment of borrowings		(10,938)	(10,175)	-	-
Decrease in capital		(400)	-	-	-
Net cash (outflow)/inflow from financing activities		(8,642)	(8,950)	-	133
Net increase/(decrease) in cash and cash equivalents		2,872	(2,712)	18	88
Opening cash held		954	3,666	3	(85)
Closing Cash		3,826	954	21	3
Made up of:					
Bank Overdraft	19	-	(90)	-	-
Cash on Hand	10	3,826	1,044	21	3
Cash and cash equivalents at year end		3,826	954	21	3

The above cash flow statements should be read in conjunction with the accompanying notes.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

1. General information

Vitaco Health Group Limited ('the Company' or 'the Parent') and its subsidiaries (together 'the Group') manufacture, distribute and sell health food products and nutritional supplements. The Group has distribution centres in New Zealand and Australia. The Company's operations are in New Zealand and Australia.

The Company is a limited liability company incorporated and domiciled in New Zealand. The address of its registered office is corner Accent Drive and Kordel Place, East Tamaki, Auckland.

These financial statements have been approved for issue by the Board of Directors on 7 August 2015.

The Directors have the power to amend the financial statements after issue.

2. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. The financial statements include separate financial statements for the Group and Vitaco Health Group Limited as an individual entity.

(a) Basis of preparation

The consolidated financial statements of the Group and the separate financial statement of the Parent have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP). In 2015 the Group has transitioned from Tier 2 to Tier 1. The transition has resulted in no recognition or measurement differences however additional disclosures have been required.

The Group is a for-profit entity for the purposes of complying with NZ GAAP. The consolidated and separate financial statements comply with New Zealand equivalents to International Financial Reporting Standards (NZIFRS) and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities. They comply with International Financial Reporting Standards (IFRS) and IFRIC interpretation.

Entities reporting

The financial statements of the "Parent" are for Vitaco Health Group Limited as a separate legal entity. The consolidated financial statements for the "Group" are for the economic entity comprising Vitaco Health Group Limited and its subsidiaries.

Statutory base

The Company is registered under the Companies Act 1993. The financial statements have been prepared in accordance with the requirements of the Companies Act 1993. As group financial statements are prepared and presented for Vitaco Health Group Limited and its subsidiaries, separate financial statements for Vitaco Health Group Limited are no longer required to be prepared and presented under the Companies Act 1993. The Directors have however elected to prepare and present separate financial statements for Vitaco Health Group Limited.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(a) Basis of preparation

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets and liabilities as identified in the specific accounting policies below.

Changes in Accounting Policies

There have been no other changes in accounting policies. Refer to note 25 in relation to prior period restatements.

Critical accounting estimates

The preparation of financial statements in conformity with NZ IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Going Concern

The Group's funding at balance date included senior debt under the Senior Facilities Agreement (due to mature on 30 June 2015 and therefore classified under current liabilities).

Post balance date the senior debt has been refinanced and a new Facilities Agreement entered into as set out in note 19.

The Group has positive net assets and is profit making.

The financial statements have been prepared on a going concern basis having regard to the status of the Company and Group's funding arrangements as set out in notes 19 and 32.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(a) Basis of preparation

New and amended standards adopted by the group

There are no significant new or amended standards which have been adopted by the Group.

New standards and interpretations not yet effective and not early adopted by the Group

NZ IFRS 9, 'Financial instruments' addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of NZ IFRS 9 was issued in September 2014. It replaces the guidance in NZ IAS 39 that relates to the classification and measurement of financial instruments. NZ IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in NZ IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. NZ IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under NZ IAS 39. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The group intends to adopt NZ IFRS 9 for the first period beginning after its effective date and has yet to assess its full impact.

NZ IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces NZ IAS 18 'Revenue' and NZ IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The group intends to adopt NZ IFRS 15 for the first period beginning after its effective date and is currently assessing its full impact.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(b) Principles of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 31 March 2015 and the results of its subsidiaries for the year then ended.

Vitaco Health Group Limited and its subsidiaries together are referred to in these financial statements as the Group or the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

The acquisition method of accounting is used to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, equity instruments issued and liabilities incurred at the date of exchange, plus costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets. The excess of the consideration transferred over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the consideration transferred is less than the acquisition date fair value of the Group's share of the identifiable net assets of the subsidiaries acquired, the difference is recognised directly in the statement of comprehensive income.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries are consistent with the policies adopted by the Company and Group.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(b) Principles of consolidation

(ii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for in the parent entity financial statements using the cost method and in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in the associate includes goodwill (net of any accumulated impairment loss) identified on acquisition.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Leadership Team that makes executive decisions.

(d) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in New Zealand Dollars, which is the Company's functional currency and the Group's presentational currency.

Transactions and balances

Foreign currency transactions are translated using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security.

Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value are recognised in profit or loss as part of the fair value gain or loss. Translation differences on nonmonetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(d) Foreign currency translation

Group companies

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

(e) Goods and Services Tax (GST)

The statement of comprehensive income has been prepared so that all components are stated exclusive of GST. All items in the balance sheet are stated net of GST, with the exception of receivables and payables, which include GST invoiced. The cash flow statement is presented exclusive of GST.

(f) Revenue recognition

Revenue comprises the fair value for the sale of goods and services, net of Goods and Services Tax, rebates and discounts. Revenue is recognised as follows:

Sales of goods

Sales of goods are recognised when a Group entity has transferred the risks and rewards of ownership of the products to the customer and collectability of the related receivables is reasonably assured. This is determined based on individual agreements with customers.

Sales of raw materials or semi processed materials to co-manufacturers at no margin are recorded in Other Income.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(f) Revenue recognition

Interest income

Interest income is recognised as earned, using the effective interest rate method.

Dividend income

Dividend income is recognised when the right to receive payment is established.

(g) Leases

Finance leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The interest element of the finance cost is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

(h) Cash and cash equivalents

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

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(i) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the statement of comprehensive income.

A provision is recognised in relation to trade spend and discounts and this is netted against trade receivables to the extent that these items are expected to be deducted from the amounts received from customers.

(j) Financial Assets

Classification

The group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(j) Financial Assets (continued)

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement.

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership. Available for- sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within 'other (losses)/gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'Gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the income statement as part of other income when the group's right to receive payments is established.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(k) Derivatives

Derivatives are measured at their fair value. Any changes in the fair value of the derivative instrument are recognised immediately in finance costs.

(l) Income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

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

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the group the ability to control the reversal of the temporary difference is the deferred income tax liability not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(m) Fair value estimation

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

The fair value of financial instruments traded in active markets (such as publicly traded derivatives) is based on quoted market prices at the balance sheet date. The quoted market prices used for financial assets held by the Group is the current bid price; and appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices, dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest-rates swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using the forward exchange market rates at the balance sheet date. The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(n) Inventories

Raw materials, work in progress, and finished goods

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first in, first out method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(o) Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

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

- Plant and machinery	3 - 20 years
- Leasehold improvements and office equipment	3 - 16 years
- Other	5 - 8 years

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(o) Property, plant and equipment

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

(p) Intangible assets

Research

Expenditure on research activities, undertaken with the prospect of obtaining new scientific or technical knowledge and understanding, is recognised in the statement of comprehensive income as an expense when it is incurred.

Computer software

Computer software acquired and computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (three to six years). Costs associated with maintaining computer software programmes are recognised as an expense as incurred.

Goodwill

Goodwill represents the excess of the consideration transferred on acquisition of the subsidiary over the acquisition date fair value of the Group's share of the net identifiable assets acquired. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates and is tested for impairment as part of the overall balance.

Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the cash generating unit sold.

Goodwill acquired during a business combination is allocated to each cash-generating unit that is expected to benefit from the business combination in which the goodwill arose. Each of the units to which goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(p) Intangible assets

Trademarks

Acquired trademarks are shown at historical cost. Trademarks acquired in a business combination are recognised at fair value at the acquisition date. Trademarks have an indefinite useful life as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. They are assessed for impairment on an annual basis.

(q) Impairment of non financial assets

Assets that have an indefinite useful life, for example goodwill and investments, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non financial assets other than goodwill are reviewed for possible reversal of the impairment at each reporting date.

(r) Trade and other payables

These amounts represent obligations to pay for goods and services provided to the Group in the ordinary course of business from suppliers. The amounts are unsecured and are usually paid within 30 - 60 days of recognition. Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

(s) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability of at least 12 months after the balance date.

(t) Borrowing costs

Borrowing costs are expensed when incurred except for setup costs which are allocated using the effective interest rate method over the life of the loan.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(u) Provisions

Provisions are recognised when; the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

(v) Employee benefits

Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave are recognised in the provision for employee benefits in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for sick leave are recognised when the leave is taken and measured at the rates paid or payable.

Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the balance sheet date are discounted to their present value.

Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

2. Summary of significant accounting policies (continued)

(v) Employee benefits

Share based payments

The Group has a share based remuneration scheme for executives. The costs associated with this scheme are recognised as an expense by the Group.

The fair value of grants by the Company of options over its equity instruments is based on the employee services received, measured by reference to the grant date fair value. This is recognised over the vesting period as an expense in the subsidiary's Statement of Comprehensive income, with a corresponding credit to the share options conversion reserve within equity in the parent's accounts.

(w) Contributed equity

Ordinary shares are classified as equity.

Where shares are issued subject to a limited recourse loan to shareholders, this transaction is treated as an in-substance option as opposed to an issue of share capital. Refer to note 21 for further details.

(x) Dividends

Provision is made for the amount of any dividend declared on or before the end of the financial period but not distributed at balance date. At 31 March 2015, no dividend had been declared (31 March 2014: none).

(y) Convertible preference shares and mandatory convertible notes

Compound financial instruments issued by the Group comprise mandatory convertible notes and convertible preference shares which are both classified as equity.

Conversion features for these instruments together with the accounting policies in relation to coupon interest are outlined in note 21 (b) and (c).

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

(i) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determinations are made.

(ii) Estimated impairment of goodwill and indefinite life intangibles

The Group tests annually whether goodwill and indefinite life intangibles have suffered any impairment, in accordance with the accounting policy stated in note 2(p). The recoverable amounts of cash generating units have been determined based on value-in-use calculations which require the use of estimates.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

4. Financial risk management

4.1 Financial risk factors

Whilst the Group does not apply hedge accounting, the group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value Interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group's financial performance. The group uses derivative financial instruments to economically hedge certain risk exposures.

Risk management is carried out by the Group under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as mitigating foreign exchange, interest rate and credit risks, use of derivative financial instruments and investing excess liquidity.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

Management has established a policy that requires group companies to manage their foreign exchange risk against their functional currency.

The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures, primarily to the Australian dollar and the US dollar. The Group's treasury risk management policy distinguishes between those cash flows that are contractually committed and those that are forecast. The Group uses derivative financial instruments such as foreign exchange contracts to manage its foreign exchange risk.

For forecast cashflows, expected payments and receipts in any given foreign currency are netted in each individual entity in order to determine the overall net foreign currency amount at risk to the NZ dollar equivalent. The following cover minimum and maximum ratios are then applied according to the expected cash flow date:

Cover Levels	Forecast 0 – 6 months	Forecast 7 – 12 months	Forecast 13 – 24 months	Forecast 25 – 36 months
At 31 March 2015	65 – 100%	65 – 100%	0 – 65%	0 – 35%
At 31 March 2014	65 – 100%	65 – 100%	0 – 65%	0 – 35%

For committed cashflows, forward foreign exchange contracts are used to manage foreign exchange risk arising from operating activities. Cover is not required for foreign currency exposures less than NZ\$200,000 equivalent.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

4.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk

The Group has certain investments in foreign operations (Australia) where the net assets are subject to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currency (Australian dollar).

The Group has long term borrowings denominated in both New Zealand and Australian dollars. The Australian denominated debt amounts to approximately 38% of the total debt (2014:51%), when translated to NZD. This Australian dollar debt is 100% (2014: 90%) economically hedged for foreign exchange exposure as outlined in note 13.

For the year ended 31 March 2015, if the currency had weakened/strengthened by A\$0.01 against the Australian dollar with all other variables held constant, post-tax profit for the year would have been impacted by NZ\$337,000 (2014: \$213,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of Australian profits and cashflows, financial assets at fair value through profit or loss, and foreign exchange losses/gains on translation of Australian dollar-denominated borrowings.

(ii) Price Risk

The Group is not exposed to equity securities price risk or any significant commodity price risk.

(iii) Cash flow and fair value interest rate risk

As the Company and Group have no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises from borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. At 31 March 2015 49% of borrowings were at fixed rates (31 March 2014: 55%).

At the time that the current financing facility was approved, the senior lenders specified the amount of senior debt that is required to be fixed across the term of the debt. The debt is fixed by way of interest swap derivative transactions as detailed in note 13. At 31 March 2015 49% of borrowings were at fixed rates (31 March 2014: 55%).

At 31 March 2015, if interest rates on debt at variable interest rates changed by 1% per annum downwards or upwards, the impact on post tax profit would be a maximum increase/decrease of \$270,000 (2014 : \$335,000).

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

4.1 Financial risk factors (continued)

(b) Credit risk

The Group has concentrations of credit risk with balances receivable in Australia and New Zealand. The Group has a large number of individual trade receivables. The largest individual customer represents 22% of trade receivables as at 31 March 2015 (2014: 25%). The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close-out any market positions. Due to the dynamic nature of the underlying businesses, the Group maintains flexibility by having standby facilities available (refer note 20(c)).

The table in note 33 analyses the group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.

4.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The facilities agreements entered into by the Group with its debt providers, prescribes five operating and capital ratios to be achieved and measured on a quarterly basis, and the Group has covenanted not to breach these ratios.

The Group actively measures and forecasts its performance against these ratios, which are described below.

- 1) Total Interest Cover Ratio – the ratio which EBITDA (earnings before interest, tax, depreciation and amortisation charges for the period) bears to total interest expense
- 2) Debt Service Coverage Ratio – the ratio which cash flow available to service debt (CFADS) bears to total debt service costs
- 3) Senior Debt Coverage Ratio – the ratio which senior debt bears to EBITDA
- 4) Total Debt Coverage Ratio – the ratio which total debt bears to EBITDA
- 5) Working Capital Ratio – the ratio which working capital bears to total invoiced sales of the Group.

Subsequent to balance date (as referred to in notes 19) the Group rolled over its facility agreements with its lenders. Under the new facility agreement the Group is subject to the same performance ratios as above with the exception that the Total Debt Coverage Ratio is no longer applicable.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

4.3 Fair value estimation

The table at note 33 analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- the fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in Level 1.
- the fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Specific valuation techniques used to value financial instruments include:

- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value;
- other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

All of the resulting fair value estimates are included in Level 2.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

	Notes	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
5. Revenue					
Sales revenue		172,684	169,193	10	-
6. Other income					
Sale of raw materials		979	1,424	-	-
Interest income - external		244	239	217	197
		<u>1,223</u>	<u>1,663</u>	<u>217</u>	<u>197</u>
7. Expenses					
Profit/(loss) before income tax includes the following specific expenses:					
<i>Rental expense relating to operating leases</i>					
Minimum lease payments		3,177	3,347	-	-
<i>Research costs</i>		133	81	-	-
<i>Increase / (decrease) in provision for doubtful debts</i>	11(a)	21	(13)	-	-
<i>Bad debts written off directly to P&L</i>		9	(33)	-	-
<i>Employee benefits</i>					
Wages and salaries		28,818	26,765	-	-
Restructure payments		87	196	-	-
Share based compensation		16	65	-	-
Total employee benefits		<u>28,921</u>	<u>27,026</u>	<u>-</u>	<u>-</u>

The cost of the employee share option benefit is on-charged by Vitaco Health Group Limited, who records the equity liability, to the employing subsidiary.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

7. Expenses (continued)

	Notes	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
<i>Fees paid to auditor:</i>					
Audit of financial statements					
Annual audit and review of financial statements including Australian Subsidiary statutory audits		170	172	-	-
Interim audit and review of financial statements		-	152	-	152
Other services					
Taxation compliance work		77	96	36	57
Taxation due diligence work		11	164	11	164
Financial due diligence work		165	394	165	394
		423	978	212	767
<i>Finance Costs</i>					
Interest paid/payable		6,045	7,692	-	-
Loss/(gain) on derivatives fair value		4,118	(874)	-	-
Bank Loan arrangement fees amortisation	20	705	970	-	-
		10,868	7,788	-	-

8. Income tax expense

(a) Income tax expense

Current tax		1,448	2,416	-	-
Deferred tax expense/ (credit)	15	859	3,206	7	(3,498)
Income tax expense/(benefit)		2,307	5,622	7	(3,498)

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

Profit /(loss) from continuing operations before income tax expense		7,071	19,528	(1,374)	(1,881)
Tax at the New Zealand/Australian tax rate of 28%/ 30% (31 March 2014: 28%/30%)		2,085	5,631	(385)	(527)
Prior period adjustment		307	(102)	-	-
Prior year unrecognised losses recognised		-	(170)	158	(3,147)
Foreign tax credits written off		30	-	-	-
Additional deductible expenses		(381)	-	-	-
Non-deductible expenses		266	263	234	176
Total income tax expense/ (credit)		2,307	5,622	7	(3,498)
Imputation Credit Account					
Closing Balance		3	3	-	-

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

9. Segment Information

Information reported to the Group's Chief Operating Decision Maker for the purposes of resource allocation and assessment of segment performance is largely focussed on product categories and geographical regions. The Management Team includes a General Manager of Supplements and a General Manager of Sports & Foods; these Managers report individually on the EBIT (Earnings before interest and tax) performance of these two segments to the Executive Leadership Team being the Chief Operating Decision Maker. Segment EBIT includes all overhead costs that are directly attributable to the segment. Overhead costs that are not directly attributable to the segments are reported separately. Therefore, the Group's reportable segments are as follows:

Supplements
Sports & Foods
Other (being items not directly attributable to segments)

The principal activity of the Supplements segment is development, manufacture, marketing and sales of natural health supplements.

The principal activity of the Sports & Foods segment is development, manufacture, marketing and sales of various sports related and general food items.

The other segment is other costs which cannot be directly attributed to either the supplements or foods segments. These costs include wages and other costs related to group corporate activities and some depreciation and amortisation.

The accounting policies of the reportable segments are the same as the Group's accounting policies.

SEGMENT REVENUES AND SEGMENT RESULTS

The following is an analysis of the Group's revenue and EBIT results from continuing operations by reportable segment.

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's
REVENUES		
Supplements	78,452	78,411
Sports & Foods	94,232	90,782
	<u>172,684</u>	<u>169,193</u>
EARNINGS BEFORE INTEREST AND TAX		
Supplements	10,692	13,171
Sports & Foods	19,521	22,075
Other	(14,072)	(14,092)
EBIT	<u>16,141</u>	<u>21,154</u>
RECONCILIATION TO NET PROFIT BEFORE TAX		
Net Interest	(5,800)	(7,457)
Change in fair value of derivatives	(4,118)	874
Unrealised foreign exchange gain on debt	1,553	7,287
Loan fee amortisation	(705)	(970)
Net profit before tax	<u>7,071</u>	<u>20,888</u>

Segment profit represents EBIT earned by each segment. This is the measure reported to the Chief Operating Decision Maker for the purposes of resource allocation and assessment of segment performance.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's
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9. Segment Information (continued)

GEOGRAPHICAL AREAS

REVENUES

Australia	86,804	92,797
New Zealand	73,805	64,413
Unallocated/other	12,075	11,983
	<u>172,684</u>	<u>169,193</u>

NON CURRENT ASSETS

Australia	30,433	30,547
New Zealand	108,215	107,656
	<u>138,648</u>	<u>138,203</u>

Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
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10. Cash and cash equivalents

Bank balances	3,350	990	21	3
Deposits at call	476	54	-	-
	<u>3,826</u>	<u>1,044</u>	<u>21</u>	<u>3</u>

(a) Bank Balances

Bank balances are non-interest bearing and have a right of set off against overdraft balances.

(b) Deposits at call

Deposits on call are available at immediate notice, and attract an interest rate at balance date of 2.25% (31 March 2014: 4%).

11. Trade and other receivables

Trade receivables	32,454	35,065	-	-
Provision for discounts	(4,152)	(4,133)	-	-
Provision for doubtful receivables	(49)	(66)	-	-
Net trade receivables	<u>28,253</u>	<u>30,866</u>	<u>-</u>	<u>-</u>
Sundry prepayments/interest accrual	1,411	996	939	707
Total receivables	<u>29,664</u>	<u>31,862</u>	<u>939</u>	<u>707</u>

Receivables serve as security under the Group's term loan security arrangements – refer note 20.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

11. Trade and other receivables (continued)

(a) Bad and doubtful trade receivables

The Group has recovered \$nil (31 March 2014: \$12,000) of bad debts previously written off, increased/ (released) provisions of \$21,000 (31 March 2014: (\$13,000)) for doubtful debts and written off bad debts of \$37,000 against last period's provision during the period ended 31 March 2015 (31 March 2014: \$18,000).

Amounts included in trade receivables above which are not impaired but are overdue, and not provided for in doubtful debts, are as follows:

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Overdue by under 30 days	793	444	-	-
Overdue by over 30 days	16	15	-	-
Total overdue but not impaired	809	459	-	-

Provisions for discounts are all current in 2015 and 2014.

(b) Fair value and risk

– refer to note 33.

12. Inventories

Raw materials

- at cost	16,437	14,311	-	-
- less provision for obsolescence	(614)	(824)	-	-
Net carrying value	15,823	13,487	-	-

Work in progress

	392	777	-	-
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Finished goods

- at cost	21,708	24,145	-	-
- less provision for obsolescence	(1,204)	(292)	-	-
Net carrying value	20,504	23,853	-	-

Total inventory

	36,719	38,117	-	-
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Inventories recognised as an expense during the period

	90,142	83,225	-	-
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Write downs of inventories to net realisable value recognised as an expense during the period

	2,104	966	-	-
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Inventories serve as security under the Group's term loan security arrangements – refer note 20.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

13. Derivative financial instruments

The Group utilises forward exchange contracts to economically hedge its net exposure to receipts from Australian dollar sales and purchases in US Dollars, as well as its exposure to the Australian dollar portion of the senior debt. The Group's exposure to floating interest rates may be hedged using interest rate swap transactions. The Group has chosen not to apply hedge accounting.

The movements in fair value are recognised as gains/losses finance costs in the Statement of Comprehensive Income (see note 7).

The analysis below sets out the fair values of derivative financial instruments at 31 March recognised in the financial statements.

	Group 2015 Current Assets	Group 2015 Current Liabilities	Group 2014 Current Assets	Group 2014 Current Liabilities	Group 2014 Non-current Liabilities
Fair Value of forward foreign exchange contracts					
(a) Held for trading					
Buy NZD, sell AUD	1,021	-	3,999	-	-
Buy USD, sell AUD	430	-	-	207	-
Buy USD, sell NZD	-	27	-	145	-
(b) Held for repayment of senior debt					
Buy AUD, Sell NZD	-	4,365	-	-	2,403
	1,451	4,392	3,999	352	2,403
Fair value of interest rate swap contracts	-	68	-	109	-
Total derivatives in Balance Sheets	1,451	4,460	3,999	461	2,403

14. Property, plant and equipment

31 March 2015	Plant & Machinery \$000's	Leasehold Improvements & Office Equipment \$000's	Other \$000's	Total \$000's
Group				
Book value at start of period	12,472	6,545	43	19,060
Foreign exchange translation	(3)	(19)	(5)	(27)
Additions	1,911	687	2	2,600
Disposals	(14)	(1)	(11)	(26)
Depreciation charge	(1,680)	(875)	(10)	(2,565)
Closing net book amount	12,686	6,337	19	19,042
 At 31 March 2015				
Cost	23,619	10,342	38	33,999
Accumulated depreciation	(10,933)	(4,005)	(19)	(14,957)
Net book amount	12,686	6,337	19	19,042

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

14. Property, plant and equipment (continued)

31 March 2014	Plant & Machinery \$000's	Leasehold Improvements & Office Equipment \$000's	Other \$000's	Total \$000's
Group				
Book value at start of period	11,617	6,891	37	18,545
Foreign exchange translation	(1)	(22)	(3)	(26)
Transfer	(19)	19	-	-
Additions	2,348	485	40	2,873
Disposals	(6)	(3)	(12)	(21)
Depreciation charge	(1,467)	(825)	(19)	(2,311)
Closing net book amount	12,472	6,545	43	19,060
At 31 March 2014				
Cost	21,742	9,836	144	31,722
Accumulated depreciation	(9,270)	(3,291)	(101)	(12,662)
Net book amount	12,472	6,545	43	19,060

15. Deferred tax assets

	Notes	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
The balance comprises temporary differences attributable to:					
<i>Amounts recognised in profit or loss</i>					
Employee benefits		(132)	(291)	-	-
Group tax losses		(779)	(2,697)	(7)	3,498
Other		52	(218)	-	-
Net deferred tax movement		(859)	(3,206)	(7)	3,498
Movements :					
Opening balance 1 April		4,496	7,702	3,498	-
Credited to the income statement	8	(859)	(3,206)	(7)	3,498
Closing balance 31 March		3,637	4,496	3,491	3,498
Expected settlement :					
Within 12 months		2,655	3,838	2,509	2,840
12 months or later		982	658	982	658

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

15. Deferred tax assets (continued)

Included in the closing deferred tax balance are New Zealand tax losses with a tax effect of \$3,491,000 (31 March 2014: \$4,275,000). The crystallisation of the benefit from the tax losses ultimately depends on satisfying the relevant New Zealand legislative criteria for use of tax losses. It is expected that deferred tax losses will be offset against forecast future earnings, however this is dependent on continued compliance with tax legislation including continuity of shareholding in the relevant entities.

All tax losses relating to subsidiaries of Vitaco Health Group Limited have been recognised. The deferred tax asset arising in the Parent is recoverable on the basis that it is member of the Consolidated Tax Group and the losses will be utilised by its trading subsidiaries.

The Group has received correspondence from, and responded to, the Inland Revenue Department in relation to tax deductions claimed in relation to a finite life trademark licence agreement between Vitaco Health (NZ) Limited and Health Foods International Limited. The Inland Revenue Department have questioned tax deductions not subject to time bar of \$6,800,000 from 2011 to 2015. The directors have taken expert advice and vigorously defend the position taken. This has been included as a contingent liability.

On 2 April 2014, the Group entered into a Deed of Settlement with the Inland Revenue in relation to the Group's Convertible Preference Shares (CPS's) and Mandatory Convertible Notes (MCN's). As part of the agreement the Group forfeited all tax losses generated from the MCN's of \$29,896,523, which were not recognised in the deferred tax assets of the Group and therefore had no impact on the tax balances disclosed. The settlement deed includes a condition requiring the unwind of the MCN's and CPS's and specifies changes to the conversion features of these instruments as outlined in note 21 (b) and (c). At the date of unwind the NZ Consolidated Tax Group will incur \$1,290,835 taxable income as a result of forgiveness of debt from the unwind of the MCN arrangement at the agreed \$0.96 per security. This taxable income is deducted from New Zealand tax losses recognised in the deferred tax asset above.

16. Intangible assets

(a) Impairment tests for goodwill and indefinite life intangible assets

Goodwill is assigned to the Group's two cash generating units (CGU's) as follows:

	Group 2015 \$000's	Group 2014 \$000's
GOODWILL		
Supplements	13,923	13,923
Sports & Foods	18,813	18,813
	<u>32,736</u>	<u>32,736</u>
INDEFINITE INTANGIBLE ASSETS		
Supplements	34,271	33,145
Sports & Foods	47,528	47,528
	<u>81,799</u>	<u>80,673</u>

For the purposes of impairment testing of both of the CGU's, management has modeled the business cash flows on a discounted cashflow basis. The calculations use post-tax cash flow projections, discounted at a pre-tax rate of 10% (31 March 2014: 10%), based on financial forecasts covering a two year period and assuming 5% EBITDA growth for the remaining 3 years in the forecast period. Cash flows beyond the five year period are extrapolated using the estimated growth rates stated below. The impairment testing covers the total carrying value of each CGU.

Management has forecast cash flows based on past performance of the business acquired and its expectation of market development. The long term growth rate applied of 3% (31 March 2014: 3%) is consistent with the forecast used in the industry.

The assessment resulted in no impairment and any reasonably possible change in the assumptions would also not indicate impairment.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

16.Intangible assets (continued)

	Group 31 March 2015 \$000's	Group 31 March 2014 \$000's	Parent 31 March 2015 \$000's	Parent 31 March 2014 \$000's
Computer software				
Opening net book amount	1,223	1,550	-	-
Additions	761	233	-	-
Amortisation	(625)	(560)	-	-
Closing net book amount	1,359	1,223	-	-
Closing cost	4,339	3,635	-	-
Accumulated amortisation	(2,980)	(2,412)	-	-
Closing net book amount	1,359	1,223	-	-
Finite life intangibles				
Opening net book amount	-	5,377	-	-
Prior period restatement (note 25)	-	8,387	-	-
Restatement as indefinite life asset (note 25)	-	(13,602)	-	-
Additions	49	-	-	-
Amortisation	(5)	(162)	-	-
Closing net book amount	44	-	-	-
Closing cost	49	-	-	-
Accumulated amortisation	(5)	-	-	-
Closing net book amount	44	-	-	-
Deposits held	31	-	-	-
Indefinite life trademarks				
Opening cost	80,673	67,071	-	-
Restatement from finite life intangibles (note 25)	-	13,602	-	-
Additions	1,126	-	-	-
Closing net book amount	81,799	80,673	-	-
Goodwill				
Opening net book amount	32,736	32,736	-	-
Additions	-	-	-	-
Closing net book amount	32,736	32,736	-	-
Total Intangible Assets	115,969	114,632	-	-

The indefinite life trademarks relate to the ongoing trademarks of the business and are believed to have an indefinite life and as such are not subject to amortisation but are impairment tested each period.

There has been a restatement in relation to an inter-group trademark licence previously recognised. Refer to note 25 for further details.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
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17.Trade and other payables

Trade payables	19,902	18,503	207	1,056
Sundry accruals	6,778	5,575	-	-
	<u>26,680</u>	<u>24,078</u>	<u>207</u>	<u>1,056</u>

18.Provisions

Current – employee benefits	2,014	1,922	-	-
Non-current – premises reinstatement costs	202	180	-	-
Total Provisions	<u>2,216</u>	<u>2,102</u>	<u>-</u>	<u>-</u>

The provision for employee benefits comprises entitlements to holiday pay, long service leave and bonuses accrued.

Premises reinstatement costs are costs provided for making good leased premises at the end of the lease term.

(a) Movements in provisions

Movements in each class of provision during the financial period are set out below:

	Premises reinstatement costs \$000's	Employee benefits \$000's	Total \$000's
2015			
Carrying amount at start of period	180	1,922	2,102
Amounts incurred and charged	22	2,263	2,285
Amounts utilised	-	(2,171)	(2,171)
Carrying amount at end of period	<u>202</u>	<u>2,014</u>	<u>2,216</u>
2014			
Carrying amount at start of period	170	1,827	1,997
Amounts incurred and charged	10	2,127	2,137
Amounts utilised	-	(2,032)	(2,032)
Carrying amount at end of period	<u>180</u>	<u>1,922</u>	<u>2,102</u>

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
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19. Borrowings - current portion

Secured – interest bearing:

Senior debt	78,077	16,874	-	-
Bank overdraft	-	90	-	-
Finance lease/ other finance company loans	271	268	-	-
	<u>78,348</u>	<u>17,232</u>	<u>-</u>	<u>-</u>

Borrowings position at balance date:

The Group's funding arrangements with its Senior Lenders is subject to financial covenant clauses, whereby the Company is required to meet certain key financial ratios. The Group has not breached these key financial ratios throughout the year ended 31 March 2015 and 31 March 2014.

The maturity date for the senior debt is 30 June 2015. The Group has signed rollover funding arrangements with the same Senior Lenders to extend the facility to 30 June 2016. Additional funding to purchase and integrate the Post Foods Australia Pty Limited business has also been agreed as detailed in note 32.

The rollover funding arrangements require the debt to be repaid if the Group is sold or listed on any recognised stock exchange or if shares are issued via flotation or other public offering.

(a) Security

Details of the security relating to each of the secured liabilities and further information on the bank overdrafts and bank loans are set out in note 20.

20. Borrowings – non-current portion

Secured – interest bearing:

Senior debt	-	70,111	-	-
Finance lease/ other finance company loans	794	978	-	-
	<u>794</u>	<u>71,089</u>	<u>-</u>	<u>-</u>

(a) Total secured liabilities

Total secured liabilities (current and non-current) are as follows:

Bank loan	78,077	86,985	-	-
Bank overdraft	-	90	-	-
Finance lease/ other finance company loans	1,065	1,246	-	-
	<u>79,142</u>	<u>88,321</u>	<u>-</u>	<u>-</u>

The total bank loans of \$78,077,000 (31 March 2014: \$86,985,000) includes an offset for set up fees of \$176,000 (31 March 2014: \$882,000) which are amortised using the effective interest rate method over the life of the loan.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

20. Borrowings – non-current portion (continued)

(a) Total secured liabilities

All borrowings, bank loans and overdrafts are secured by:

- i) A cross guarantee and indemnity between Vitaco Health Limited, its parent Vitaco Health Group Limited, and all the subsidiaries of the Group.
- ii) A composite general security agreement over all the assets and undertakings of Vitaco Health Group Limited and its subsidiary companies.
- iii) Composite fixed and floating charge over all the assets and undertakings of Vitaco Health Group Limited and its subsidiary companies.

(b) Finance lease and other finance company loans

Commitments for minimum repayments in relation to finance lease/other finance company loans are payable as follows:

	Notes	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Within one period		350	293	-	-
Later than one period but not later than five periods		896	994	-	-
Minimum repayments		1,246	1,287	-	-
Future finance charges		(181)	(41)	-	-
Recognised as a liability		1,065	1,246	-	-
Representing finance lease/other finance company liabilities					
Current	19	271	268	-	-
Non-current	20	794	978	-	-
		1,065	1,246	-	-

The finance lease/other loan agreements bear an effective rate 7.9% (31 March 2014: 8.8%) per annum and are secured by a charge over specified fixed assets. The finance leases/other loan agreements are repayable in monthly instalments of \$29,000 per month (31 March 2014: \$50,000), as well as final payment(s) of \$0 (31 March 2014: \$92,928).

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

20. Borrowings – non-current portion (continued)

(c) Financing arrangements

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Access was available at balance date to the following lines of credit:				
Credit standby arrangements				
Total facilities				
Overdraft	1,774	1,835	500	500
Working Capital facility	10,000	10,000	4,590	2,420
	<u>11,774</u>	<u>11,835</u>	<u>5,090</u>	<u>2,920</u>
Used at balance date				
Overdraft	-	90	-	-
Working Capital facility	5,410	7,580	-	-
	<u>5,410</u>	<u>7,670</u>	<u>-</u>	<u>-</u>
Unused at balance date				
Overdraft	1,774	1,745	500	500
Working Capital facility	4,590	2,420	4,590	2,420
	<u>6,364</u>	<u>4,165</u>	<u>5,090</u>	<u>2,920</u>

The bank overdraft facilities may be drawn down at any time. The interest rate on the overdraft at 31 March 2015 was 5.15% (31 March 2014: 5.45%).

21. Contributed equity

Share capital:				
Ordinary shares, fully paid (no par value)	307	309	307	309
Mandatory convertible notes	60,645	60,645	60,645	60,645
Convertible preference shares	21,713	22,111	21,713	22,111
Total contributed equity	<u>82,665</u>	<u>83,065</u>	<u>82,665</u>	<u>83,065</u>

(a) ordinary shares

At 31 March 2015 there were 307,039 ordinary shares (31 March 2014: 307,039) on issue.

The value of ordinary shares within contributed equity has been restated during the period as 19,678 of the previously recognised ordinary shares (2014: 19,678) are in fact in-substance options. Refer to note 25 for further details.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

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

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

21. Contributed equity (continued)

(b) Mandatory Convertible Notes

At 31 March 2015 there were 61,327,527 Mandatory Convertible Notes on issue (31 March 2014: 61,327,527).

The value of Mandatory Convertible Notes within contributed equity has been restated during the period as 921,492 of the previously recognised mandatory convertible notes (2014: 921,492) are in fact in-substance options. Refer to note 25 for further details.

The notes are convertible into ordinary shares of the parent entity in the event of the parent encountering financial difficulties or immediately prior to any sale of the parent entity or immediately prior to any listing of the parent entity.

As issuer, the Company may elect to pay the annual interest accruing on the anniversary date of the issue in cash. Should the Company not elect to pay the interest in cash, the eventual conversion ratio of the notes into ordinary shares shall be adjusted to reflect an increase in the conversion ratio such that when added to the amount of any cash interest paid to the note holder since the issue date, produce a return of the issue price of the notes together with a 15% annual yield (compounding on an annual basis) from the issue date to the conversion date on the initial issue price of the notes.

The Group has entered into a Deed of Settlement with the Inland Revenue Department on 2 April 2014 which is conditional on the unwind of the Mandatory Convertible Notes at a future date at an agreed value of \$0.96 per security. Certain features of the instruments have been amended, in particular that the 15% yield will no longer be applicable to the mandatory notes. This is now reflected in the reserves as outlined in note 22. The movement in the Mandatory Convertible Notes reserve reflects the yield being derecognised and reclassified to Retained Earnings.

(c) Convertible Preference Shares

At 31 March 2015 there were 21,087,958 (31 March 2014: 21,087,958) cumulative preference shares on issue.

The value of Convertible Preference Shares within contributed equity has been restated during the period as 4,359,984 of the previously recognised convertible preference shares (2014: 4,359,984) are in fact in-substance options. Refer to note 25 for further details.

The value of contributed equity has reduced due to the treatment of additional in-substance options issued during the period.

The shares are convertible into ordinary shares of the parent entity in the event of the parent encountering financial difficulties or immediately prior to any sale of the parent entity or immediately prior to any listing of the parent entity.

On the conversion date the Company shall declare a non-taxable bonus issue of a number of Convertible Preference Shares to each holder of the Convertible Preference Shares which when added to any dividends or distributions paid to the Convertible Preference Shareholder since the issue date, produce a 15% annual yield (compounding on an annual basis) from such issue date to the conversion date on the initial issue price of the Convertible Preference Shares.

The Group has entered into a Deed of Settlement with the Inland Revenue Department on 2 April 2014 which is conditional on the cancellation of the Convertible Preference Shares at a future date at an agreed value of \$0.96 per security. Certain features of the instruments have been amended, in particular that the 15% yield will no longer be applicable to the convertible preference shares. This is now reflected in the reserves as outlined in note 22. The movement in the Convertible Preference Shares reserve reflects the yield being derecognised and reclassified to Retained Earnings.

Vitaco Health Group Limited

Notes to the Financial Statements

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22. Reserves

The reserves in the Statement of Equity comprise the following:

(i) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve, as described in note 2(c). The reserve is recognised in profit and loss when the net investment is disposed of.

(ii) Mandatory notes conversion reserve

Mandatory convertible note coupon accruals in prior years were accumulated in this reserve. Following the Deed of Settlement noted in 21 (b) the yield on the mandatory convertible notes has been derecognised from this reserve in 2015.

(iii) Convertible preference shares conversion reserve

Convertible preference shares coupon accruals are accumulated in this reserve. Following the Deed of Settlement noted in 21 (c) the yield on the convertible preference shares has been derecognised from this reserve in 2015.

(iv) Share options conversion reserve

Share based compensation accruals are accumulated in this reserve.

23. Earnings per share

	Group Cents per Share 2015 \$000's	Group Cents per Share 2014 \$000's
Basic earnings per share	0.02	0.07
Diluted earnings per share	0.02	0.07
	Group 31 March 2015 \$000's	Group 31 March 2014 \$000's

The earnings and number of ordinary shares used in the calculation above are as follows:

EARNINGS – BASIC AND DILUTED

Earnings (reconciles directly to net profit/(loss) after tax per the Statement of Comprehensive Income)

4,764 15,266

Number
2015 2014

NUMBER OF SHARES – BASIC

Number of ordinary shares on issue
Adjustment for in-substance options

245,478,956 214,160,888
(5,301,154) (5,301,154)
240,177,802 208,859,734

NUMBER OF SHARES – DILUTED

Number of ordinary shares on issue
Shared deemed to be issued for no consideration in respect of:
Employee share options

245,478,956 214,160,888

316,333 316,333

Number of ordinary shares and potential shares used in the calculation of diluted earnings per share

245,795,289 214,477,221

Note that the ordinary shares used above include Convertible Preference Shares and Mandatory Convertible Notes which will convert into ordinary shares in the future as outlined in note 21(b) and (c).

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

24. Dividends Paid

No dividends were paid during the reporting period (31 March 2014: none).

25. Prior period restatements

- a) During the year the Group reassessed the Group's consolidation treatment of the trademark licence and related amortisation expense. On initial recognition, the trademark licence was recognised as a finite life intangible asset and amortised accordingly. Subsequently it has been clarified that the trademark licence should have been eliminated on consolidation and an indefinite life intangible asset carried for the value of the trademark. The impact of this reclassification is to increase the value of indefinite life intangibles by \$13,602,000 and reduce the net book value of finite life intangible assets by \$3,855,000 at 31 March 2014 (2013: \$5,377,000). An adjustment to accumulated losses of \$9,747,000 was also required at 31 March 2014 (2013: \$8,387,000) to reverse previously recognised amortisation.

Details of changes to reported values are as follows:

	Group Previously Reported \$000's	Group Adjustment \$000's	Group Restated \$000's	Parent Previously Reported \$000's	Parent Adjustment \$000's	Parent Restated \$000's
As at 31 March 2014						
Non-current assets						
Computer software						
Net book value	1,223	-	1,223	-	-	-
Finite Life Intangibles						
Cost	21,806	(13,602)	8,204	-	-	-
Accumulated depreciation	(17,951)	9,747	(8,204)	-	-	-
Net book value	3,855	(3,855)	-	-	-	-
Indefinite Life Intangibles	67,071	13,602	80,673	-	-	-
Goodwill	32,736	-	32,736	-	-	-
Intangible assets	104,885	9,747	114,632	-	-	-
Equity						
Accumulated losses	(126,522)	9,747	(116,775)	(130,615)	-	(130,615)
Statement of Comprehensive Income						
Depreciation and amortisation expense	4,393	(1,360)	3,033	-	-	-
Net profit after tax	13,906	1,360	15,266	1,617	-	1,617

Vitaco Health Group Limited

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25. Prior period restatements (continued)

	Group Previously Reported \$000's	Group Adjustment \$000's	Group Restated \$000's	Parent Previously Reported \$000's	Parent Adjustment \$000's	Parent Restated \$000's
As at 31 March 2013						
Non-current assets						
Computer software						
Net book value	1,550	-	1,550	-	-	-
Finite Life Intangibles						
Cost	21,806	(13,602)	8,204	-	-	-
Accumulated depreciation	(16,429)	8,387	(8,042)	-	-	-
Net book value	5,377	(5,215)	162	-	-	-
Indefinite Life Intangibles	67,071	13,602	80,673	-	-	-
Goodwill	32,736	-	32,736	-	-	-
Intangible assets	106,734	8,387	115,121	-	-	-
Equity						
Accumulated losses	(112,286)	8,387	(103,899)	(104,090)	-	(104,090)
Statement of Comprehensive Income						
Depreciation and amortisation expense	4,023	(1,360)	2,663	-	-	-
Net profit after tax	15,287	1,360	16,647	(7)	-	(7)

- b) Employees were advanced loans to purchase shares in the Company in 2010 and 2013. These loans were previously recognised as a receivable and a corresponding issue of equity was recorded. Subsequently the terms of the loans have been reviewed and it has been determined that these loans are in substance options. Adjustments to the initially recorded transaction have been reflected in these financial statements by reversing the previously recognised equity and receivables of \$2,809,000 as at 31 March 2014 (2013: \$1,542,000). No adjustment has been made to the income statement in relation to the value of the options issued as this was determined to be insignificant.

Details of changes to reported values are as follows:

	Group Previously Reported \$000's	Group Adjustment \$000's	Group Restated \$000's	Parent Previously Reported \$000's	Parent Adjustment \$000's	Parent Restated \$000's
As at 31 March 2014						
Non-current assets						
Loans to related parties	2,809	(2,809)	-	4,252	(2,809)	1,443
Equity						
Contributed equity	85,874	(2,809)	83,065	85,874	(2,809)	83,065
As at 31 March 2013						
Non-current assets						
Loans to related parties	1,542	(1,542)	-	3,009	(1,542)	1,467
Equity						
Contributed equity	85,874	(1,542)	84,332	85,874	(1,542)	84,332

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For the year ended 31 March 2015

26. Reconciliation of profit/(loss) after income tax to net cash inflow/(outflow) from operating activities

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Profit/(loss) for the year	4,764	15,266	(1,381)	1,617
Non-cash expenses/ (income)	2,676	4,282	-	-
Net exchange differences unrealised	2,606	(8,214)	-	-
Decrease/(increase) in trade debtors	2,198	1,835	(232)	(234)
Decrease/(Increase) in inventories	1,398	(4,031)	-	-
Decrease /(increase) in deferred tax asset	859	3,206	7	(3,498)
(Decrease)/ increase in current income tax liability	(1,177)	(1,784)	-	-
Increase/(decrease) in trade creditors	2,602	(1,342)	(849)	1,013
Increase in other operating liabilities	114	105	-	-
Net Inflow/(outflow) from operating activities	16,040	9,323	(2,455)	(1,102)

27. Contingencies

(a) Contingent liabilities

In November 2013 the Group received a claim for A\$3.4 million from the liquidators of a customer that went into receivership in November 2011. The claim relates to alleged unfair preference payments received by the Group pursuant to section 588F of the Corporations Act 2001. The Directors of the Company have sought legal advice and consider that the liquidator's claim is without merit. Accordingly, it is considered unlikely that the Group will make any payment in settlement or satisfaction of the liquidator's claim and therefore no provision has been made in the financial statements of the Group.

Refer to note 15 for a contingent liability in relation to tax deductions.

There are no other contingent liabilities.

(b) Guarantees

One of the Company's subsidiaries has put in place a standby letter of credit to a supplier for USD \$660,000 NZD\$882,058 (31 March 2014: USD \$660,000; NZD\$760,806). The Company's Australian subsidiaries have issued a guarantee in favour of Vitaco Australia Pty Limited's landlord of AUD\$185,542; NZ\$189,174 (31 March 2014: AUD\$185,542; NZ\$198,292).

In addition, the Company's New Zealand subsidiaries have issued cross guarantees in favour of the major lenders, refer to note 29 (e).

Vitaco Health Group Limited

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For the year ended 31 March 2015

28. Commitments

(a) Capital commitments

The Group had \$540,000 (31 March 2014: \$230,000) committed for capital expenditure at 31 March 2015.

(b) Lease commitments: Group as lessee

Operating leases

The Group leases its warehouse and offices under non-cancellable operating leases expiring within one to fifteen years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

The Group also leases vehicles under non-cancellable operating leases of 1 - 4 years.

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows :				
Within one period	3,037	3,048	-	-
Later than one period but not later than five periods	10,847	9,183	-	-
Later than five periods	13,060	14,591	-	-
Total	26,944	26,822	-	-

29. Related party transactions

(a) Parent entities

The parent company is Vitaco Health Group Limited which is incorporated in New Zealand and owns 100% of Vitaco Health Limited.

Aside from items mentioned in note 29(f), there are no known transactions or balances between the Group and the Directors.

(b) Transactions with related parties

The following transactions took place during the financial period.

	Year to 31 March 2015 \$000's	Year to 31 March 2014 \$000's
<i>Management share option</i>		
Expense charged to subsidiaries by parent	16	65
<i>Share capital</i>		
Share capital issued by Vitaco Health Limited to Vitaco Health Group Limited	1,401	-

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For the year ended 31 March 2015

29. Related party transactions (continued)

(c) Outstanding balances

	Year to 31 March 2015 \$000's	Year to 31 March 2014 \$000's
The following balances are outstanding at the reporting date in relation to transactions with related parties:		
<i>Loans to related parties</i>		
Loan payable to by Vitaco Health Limited to: Vitaco Health Group Limited	60	1,443
Loans payable to Vitaco Health (NZ) Limited by: Vitaco Health Group Limited	5,373	2,498

No provisions for doubtful debts have been raised in relation to any outstanding balances, and no expense has been recognised in respect of bad or doubtful debts covered by provision.

(d) Terms and conditions

Interest at an annual rate of between 0% and 7.90% (31 March 2014: 0% to 7.93%) was charged on intercompany loans. There are no fixed terms for the repayment of loans between the parties.

Outstanding balances are unsecured and are repayable in cash.

(e) Guarantees

All subsidiaries have provided cross guarantees under the loan agreements with Senior Lenders.

Details of these guarantees are disclosed in note 20(a).

(f) Other transactions involving related parties

Premises occupied by Vitaco Health (NZ) Limited in East Tamaki, Auckland are leased from The M L Thompson Family Trust, an entity associated with Michael Leith Thompson, a director of Vitaco Health Group Limited. The annual lease cost is \$1,659,912.

(g) Key management and personnel compensation

- i. Key management personnel compensation for the year ended 31 March 2015 is set out below. The key management personnel are all the Directors of the Company and the eight executives (31 March 2014: ten) with the greatest authority for the strategic direction and management of the Company.

	Group Year to 31 March 2015 \$000's	Group Year to 31 March 2014 \$000's	Parent Year to 31 March 2015 \$000's	Parent Year to 31 March 2014 \$000's
Wages and salaries	2,605	3,363	-	-
Post-employment benefits	179	-	-	-
Share-based compensation	16	65	-	-
Total	2,800	3,428	-	-

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For the year ended 31 March 2015

29. Related party transactions (continued)

(g) Key management and personnel compensation (continued)

ii. Other transactions with key management personnel

The ultimate shareholders, Next Capital (Services A) Pty Limited and Next Capital (Services B) Pty Limited, have provided limited recourse loans to key management personnel to partly fund the purchase of shares in Vitaco Health Group Limited. These loans were issued between 1 December 2006 and 31 January 2007. The total value of these loans is principal of \$2,149,857 (31 March 2014: \$2,149,857) and accrued interest of \$2,173,173 (31 March 2014: \$1,794,597). These loans have not been recognised in the Group's balance sheet and the value of an in-substance option was determined to be insignificant.

Vitaco Health Group Limited has provided limited recourse loans to new investing key management personnel to partly fund the purchase of ordinary shares, convertible preference shares and mandatory convertible notes in Vitaco Health Group Limited. These loans were issued between 29 January 2010 and 17 December 2012. The total value of these loans is principal of \$1,542,462 (31 March 2014: \$1,542,462) and accrued interest of \$865,415 (31 March 2014: \$648,509). These loans have been treated as in substance options in the financial statements – refer to note 21 for further details.

For both loans above, interest is charged at 9.9% (31 March 2014: 9.9%) and is payable on repayment of the loan. The security provided is all rights in the shares and notes held.

Vitaco Health Group Limited has provided limited recourse loans to key management personnel to fund the purchase of ordinary and convertible preference shares in Vitaco Health Group Limited. These loans were issued between 31 December 2013 and 31 March 2015. The total value of these loans is principal of \$1,666,332 (2014: \$1,266,332). Interest is charged at 0%. These loans have been treated as in substance options in the financial statements – refer to note 21 for further details.

All loans are repayable if there is a substantial change in shareholding and may be repayable if an employee leaves the employment of the Group.

30. Executive Share Option Plan

The Company's parent has a share-based remuneration scheme for executives (including Directors) of the Company. In accordance with the provisions of the scheme, as approved by the shareholders, certain executives may be granted options to purchase parcels of ordinary shares (with stapled securities attached) at an exercise price of between \$1.00 and \$1.18 per share. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of expiry. These are outlined in note 30(a) below.

In addition to the scheme above, Vitaco Health Group Limited has provided limited recourse loans to key management personnel as outlined in note 29(g). These loans have been treated as in-substance options and are outlined in note 30(b) below.

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

30. Executive Share Option Plan (continued)

a) The following share based payment arrangements were in existence at the end of the period.

31 March 2015

Option Series	Number	Vesting Date	Grant Date	Expiry Date	Exercise Price \$/share	Fair value at grant date \$/share
Issued 29 Jan 2010	133,000	31 Jan 11 (1/3) 31 Jan 12 (1/3) 31 Jan 13 (1/3)	29 Jan 2012	30 March 2017	\$1.00	\$0.25
Issued 17 Aug 2010	50,000	1 July 2013 (1/2) 1 July 2013 (1/2)	17 Aug 2012	17 Aug 2015	\$1.00	\$0.25
Issued 18 Dec 2012	133,333	5 Sept 2013 (1/3) 5 Sept 2014 (1/3) 5 Sept 2015 (1/3)	18 Dec 2012	18 Dec 2015	\$1.1768	\$0.30

Inputs into the Black-Scholes model

Exercise price	\$0.8 - \$1.18
Expected volatility, based on best estimate considering comparable entities	20.88% - 32%
Option life	3 – 5 years
Dividend yield	0.0%
Risk-free interest rate	2.82% - 6.04%

31 March 2014

Option Series	Number	Vesting Date	Grant Date	Expiry Date	Exercise Price \$/share	Fair value at grant date \$/share
Issued 29 Jan 2010	133,000	31 Jan 11 (1/3) 31 Jan 12 (1/3) 31 Jan 13 (1/3)	29 Jan 2012	29 Jan 2015	\$1.00	\$0.25
Issued 17 Aug 2010	50,000	1 July 2013 (1/2) 1 July 2013 (1/2)	17 Aug 2012	17 Aug 2015	\$1.00	\$0.25
Issued 18 Dec 2012	133,333	5 Sept 2013 (1/3) 5 Sept 2014 (1/3) 5 Sept 2015 (1/3)	18 Dec 2012	18 Dec 2015	\$1.1768	\$0.30

Inputs into the Black-Scholes model

Exercise price	\$0.8 - \$1.18
Expected volatility, based on best estimate considering comparable entities	20.88% - 32%
Option life	3 – 5 years
Dividend yield	0.0%
Risk-free interest rate	2.82% - 6.04%

44,444 options vested during the financial period (31 March 2014: 44,444). No options were exercised or granted during the financial period (31 March 2014: 1,479,665 options were exercised and 133,000 options were granted), however the options issued 29 January 2010 were extended to 30 March 2017. No options were forfeited during the period (2014: 133,000).

Vitaco Health Group Limited

Notes to the Financial Statements

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30. Executive Share Option Plan (continued)

b) The following in-substance options were in existence at the end of the period.

31 March 2015	Value Of instruments issued \$000's	Paid To date \$000's	Issue Price \$	Fair Value at grant date \$
Grant Date				
January 2010	2,585	1,292	\$0.80	\$0.58
December 2012	500	250	\$1.1768	\$0.86
December 2013 to March 2015	1,666	-	\$1.00	\$0.26
Total	4,751	1,542		-

31 March 2014	Value Of instruments issued \$000's	Paid To date \$000's	Issue Price \$	Fair Value at grant date \$
Grant Date				
January 2010	2,585	1,292	\$0.80	\$0.58
December 2012	500	250	\$1.1768	\$0.86
December 2013 to March 2015	1,266	-	\$1.00	\$0.26
Total	4,351	1,542		-

31. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2(b) (i):

Name of entity	Country of incorporation	Class of shares	Equity holding	
			31 March 2015 %	31 March 2014 %
Vitaco Health Limited	New Zealand	Ordinary	100	100
Vitaco Health (NZ) Limited	New Zealand	Ordinary	100	100
Health Foods International Limited	New Zealand	Ordinary	100	100
Healtheries of New Zealand Limited	New Zealand	Ordinary	100	100
Nutrition Laboratories Limited	New Zealand	Ordinary	100	100
Nutra-Life Health & Fitness (NZ) Limited	New Zealand	Ordinary	100	100
Kiwi Health Foods Limited	New Zealand	Ordinary	100	100
Healtheries Nutritional Products Limited	New Zealand	Ordinary	100	100
Healthy Life Limited	New Zealand	Ordinary	100	100
Health Brands New Zealand Limited	New Zealand	Ordinary	100	100
McFarlane Laboratories New Zealand Limited	New Zealand	Ordinary	100	100
Nutra-Life Health & Fitness Australia Pty Limited	Australia	Ordinary	100	100
Vitaco Health Australia Pty Limited	Australia	Ordinary	100	100
Healtheries Brands Pty Limited	Australia	Ordinary	100	100
Healtheries of Australia Pty Limited	Australia	Ordinary	100	100

Vitaco Health Group Limited

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32. Events occurring after the balance sheet date

In addition to items disclosed in note 19, on 1 July 2015 the Group acquired 100% of the share capital of Post Foods Australia Pty Limited from Post Holdings Inc and the intellectual property relating to the Post Foods business from a related vendor. Various elements of the purchase price, influencing the final calculation of the goodwill as well as the fair value assessment of the assets and liabilities acquired, are dependent on a number of factors and are therefore provisional.

Details of the provisional net assets acquired and goodwill in Australian dollars are as follows:

	1 July 2015 A\$000's
Purchase Consideration	7,580
Total Purchase Consideration	7,580
Fair value of net assets acquired	5,529
Identifiable Intangible assets	1,900
Goodwill	151
	7,580

The estimated goodwill is attributable to the profitability and expected improvement in future performance of the acquired Group.

Identifiable intangible assets comprise the value of brands and trademarks acquired.

The estimates of the assets and liabilities arising from the acquisition are as follows:

	Provisional Fair Value A\$000
Cash and cash equivalents	1,093
Property, plant and equipment	
- Plant and machinery	1,184
Inventories	4,508
Receivables	3,425
Payables	(3,433)
Identified intangibles	1,900
Employee entitlements	(1,248)
Goodwill	151
Cash outflow on acquisition	7,580

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33. Financial risk

Liquidity risk

The following table sets out the maturity analysis of the financial liabilities based on contractual undiscounted cash flows. Note 19 confirms that rollover funding arrangements are in place for borrowings which expire within the next 3 months from balance date.

Group	Less than 3 months \$000's	1 year or less \$000's	Between 1 to 2 years \$000's	Between 2 to 5 years \$000's	Beyond 5 years \$000's
31 March 2015					
Borrowings excluding finance company	78,253	-	-	-	-
Finance company loans per note 20(b)	88	262	332	564	-
Derivative financial instruments	4,460	-	-	-	-
Trade and other payables	26,680	-	-	-	-
	109,481	262	332	564	-
Parent					
31 March 2015					
Trade and other payables	207	-	-	-	-
Loans from related parties	-	-	-	-	5,373
	207	-	-	-	5,373
Group					
31 March 2014					
Borrowings excluding finance company	10,170	7,500	70,287	-	-
Finance company loans per note 20(b)	152	406	351	378	-
Derivative financial instruments	79	361	2,424	-	-
Trade and other payables	24,078	-	-	-	-
	34,479	8,267	73,062	378	-
Parent					
31 March 2014					
Trade and other payables	1,056	-	-	-	-
Loans from related parties	-	-	-	-	2,498
	1,056	-	-	-	2,498

Vitaco Health Group Limited

Notes to the Financial Statements

For the year ended 31 March 2015

33. Financial risk (continued)

Fair values

For all financial assets and liabilities the fair value approximates the carrying value.

Credit quality of financial assets

The following table sets out the Group's exposure to credit risk.

	Group 2015 Carrying Amount	Group 2014 Carrying amount	Parent 2015 Carrying Amount	Parent 2014 Carrying Amount
Cash				
AA-	3,826	1,044	21	3
Trade and other receivables				
Counterparties without external credit rating				
Group 2	29,664	31,862	939	707
Derivative Financial Assets				
AA-	1,451	3,999	-	-
Related party receivables				
Group 2	-	-	60	1,443
	<u>34,941</u>	<u>36,905</u>	<u>1,020</u>	<u>2,153</u>

Trade and other receivables- Group 2. Trade and other receivables are primarily debtors arising from the ordinary course of business. The trade debtors carrying amount does not include any debtors that have a history of credit default known to the business. The Group uses a third party agency to verify that there is no history of default prior to trading with any significant new customers. If it is discovered that a customer or potential customer has a history of credit default, the Group may enforce a policy that payment must be received before goods are delivered to the customer.

Related party receivables – Group 2. These are primarily loans between the parent and subsidiaries for which no allowance has been made for non-collection as these entities are entirely under the control of the parent.

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33. Financial risk (continued)

Foreign currency risk

The following table sets out the Group's exposure to foreign currency risk at year end.

	Group 2015 Carrying Amount \$000's	Group 2014 Carrying amount \$000's	Parent 2015 Carrying Amount \$000's	Parent 2014 Carrying Amount \$000's
Trade and other receivables denominated in:				
- New Zealand dollars	9,948	9,184	939	707
- United States dollars	2,352	1,450	-	-
- Australia dollars	17,364	21,228	-	-
	29,664	31,862	939	707
Related party receivables denominated in:				
- New Zealand dollars	-	-	60	1,443
	-	-	60	1,443
Trade payables denominated in:				
- New Zealand dollars	11,328	10,705	207	1,056
- United States dollars	3,476	2,564	-	-
- Australia dollars	4,982	5,098	-	-
- Euros	116	136	-	-
	19,902	18,503	207	1,056
Borrowings denominated in :				
- New Zealand dollars	48,859	49,893	-	-
- Australian dollars	30,283	38,428	-	-
	79,142	88,321	-	-

As the Group trades in both New Zealand and Australia, it carries debtors, payables and borrowings in both currencies.

In currency trading terms there is a residual risk to an upward movement in the NZ dollar against the Australian dollar, which is partially offset by scheduled senior debt repayments.

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34. Financial instruments by category

Group – 31 March 2015	Loans and receivables at amortised cost \$000's	Assets at fair value through the profit and loss (level 2) \$000's	Total \$000's
Assets as per balance sheet			
Derivative financial instruments	-	1,451	1,451
Trade and other receivables	29,664	-	29,664
Cash and cash equivalents	3,826	-	3,826
	<u>33,490</u>	<u>1,451</u>	<u>34,941</u>

Group – 31 March 2014			
Assets as per balance sheet			
Derivative financial instruments	-	3,999	3,999
Trade and other receivables	31,862	-	31,862
Cash and cash equivalents	1,044	-	1,044
	<u>32,906</u>	<u>3,999</u>	<u>36,905</u>

Group – 31 March 2015	Other financial liabilities at amortised cost \$000's	Liabilities at fair value through the profit and loss (level 2) \$000's	Total \$000's
Liabilities as per balance sheet			
Derivative financial instruments	-	4,460	4,460
Trade and other payables	28,896	-	28,896
Borrowings	79,142	-	79,142
	<u>108,038</u>	<u>4,460</u>	<u>112,498</u>

Group – 31 March 2014			
Liabilities as per balance sheet			
Derivative financial instruments	-	2,864	2,864
Trade and other payables	26,180	-	26,180
Borrowings	88,321	-	88,321
	<u>114,501</u>	<u>2,864</u>	<u>117,365</u>

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34. Financial instruments by category

	Loans and receivables at amortised cost \$000's	Assets at fair value through the profit and loss (level 2) \$000's	Total \$000's
Parent – 31 March 2015			
Assets as per balance sheet			
Trade and other receivables	939	-	939
Cash and cash equivalents	21	-	21
	<u>960</u>	<u>-</u>	<u>960</u>
Parent – 31 March 2014			
Assets as per balance sheet			
Trade and other receivables	707	-	707
Cash and cash equivalents	3	-	3
	<u>710</u>	<u>-</u>	<u>710</u>
	Other financial liabilities at amortised cost \$000's	Liabilities at fair value through the profit and loss (level 2) \$000's	Total \$000's
Parent – 31 March 2015			
Liabilities as per balance sheet			
Trade and other payables	207	-	207
	<u>207</u>	<u>-</u>	<u>207</u>
Parent – 31 March 2014			
Liabilities as per balance sheet			
Trade and other payables	1,056	-	1,056
	<u>1,056</u>	<u>-</u>	<u>1,056</u>