Freedom Foods Group Limited A.B.N 41 002 814 235

Appendix 4D

Half Yearly Report Half year ended 31 December 2013 (Previous corresponding reporting period 31 December 2012)

Results for announcement to the market

		Percentage change over previous corresponding
In thousands of AUD	\$'000	period
Revenues	43,774	4.18% increase
Net profit	4,004	60.28% decrease
Dividends (distributions)	Amount per security	Franked amount per security
Interim dividends payable Ordinary Shares	\$0.015	\$0.015
Record date for determining entitlements to the dividend	1 st April 2014	
Interim Dividend payable Converting Redeemable Preference Shares	\$0.0135	\$0.0135
Record date for determining entitlements to the dividend	1 st /	April 2014

Net tangible assets per security

	31-Dec-13	30-Jun-13
Net tangible assets (in thousands of AUD)	93,722	60,907
Net assets (in thousands of AUD)	115,210	82,395
Total number of ordinary shares (in thousands)	148,876	113,754
Total number of converting redeemable preference shares (in thousands)	233	17,219
Total number of shares (ordinary + CRPS)	149,109	130,973
Net assets per security (in dollars of AUD)	0.77	0.63
Net tangible assets per security (in dollars of AUD)	0.63	0.47

The attached interim financial report has been subject to review. The half yearly report should be read in conjunction with the Management commentary attached.

Rory Macleod Managing Director Company Secretary 27th February 2014

Directors' Report

Your directors submit the financial report of the consolidated entity for the half-year ended 31 December 2013. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Directors

The names of directors who held office during or since the end of the half-year:

P.R. Gunner - Chairman (Non Executive)

R.J.F. Macleod – Director (Executive)

A.M. Perich - Director (Non Executive)

R. Perich – Director (Non Executive)

M. Miles - Director (Non Executive)

T.J. Allen - Director (Non Executive)

M.R. Perich - Alternate Director (Non Executive)

Review of operations

Refer to commentary in the half year financial results announcement...

Auditor's independence declaration

The auditor's independence declaration is included on page 15 of the half-year report.

Rounding off of amounts

The company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the directors' report and the half-year financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

The report is signed in accordance with a resolution of the Board of Directors made pursuant to s 306 (3) of the Corporations Act 2001.

Signed on behalf of the Directors

Rory J F Macleod Managing Director

Dated on this 27th day of February 2014 Sydney

Consolidated

Freedom Foods Group Limited Condensed consolidated statement of comprehensive income For the half-year ended 31 December 2013

		Half-year ended		
		-		
		31-Dec-13	31-Dec-12	
	Note	\$'000	\$'000	
		40.774	42.040	
Revenue from sale of goods		43,774	42,019	
Cost of sales		(28,232)	(29,798)	
Gross Profit		15,542	12,221	
Other income		375	_	
Marketing expenses		(1,218)	(1,143)	
Selling and distribution expenses		(5,298)	(4,988)	
Administrative expenses		(2,763)	(2,130)	
Profit before depreciation, income tax, finance costs and equity		6,638	3,960	
accounted investments		0,030	3,300	
December 1		(4.200)	(4.205)	
Depreciation		(1,289)	(1,285)	
Profit before income tax, finance costs and equity accounted		5,349	2,675	
Finance costs		(237)	(1,360)	
Profit on sale of A2C shares	6	-	11,843	
Share of profit of associates accounted for using the equity method		450	513	
Profit before income tax		5,562	13,671	
Income tax (expense)/benefit		(1,558)	(3,591)	
Profit for the year		4,004	10,080	
Other Comprehensive Income		-	-	
Total Comprehensive Income for the Period		4,004	10,080	
Profit attributable to:				
Owners of the parent		4,004	10,080	
Non-controlling interests		-	-	
		4,004	10,080	
Total comprehensive income attributable to:				
Owners of the parent		4,004	10,080	
Non-controlling interests		-	-	
		4,004	10,080	
Earnings per share				
Basic (cents per share)		3.06	12.00	
Diluted (cents per share)		2.78	10.50	
Phatea (series per share)		2.70	10.50	

Notes to the condensed consolidated statement of comprehensive income are included on pages 7 to 11.

Freedom Foods Group Limited Condensed consolidated statement of financial position as at 31 December 2013

		Consolidated	
		31-Dec-13	30-Jun-13
		\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents	4	6,776	14,106
Trade and other receivables		18,962	19,076
Other financial assets	5	18,222	148
Inventories		16,786	14,886
Prepayments		1,162	918
Total current assets		61,908	49,134
Non-current assets			
Investments in associates	6	14,900	9,909
Deferred tax assets		1,146	1,146
Property, plant and equipment		47,783	45,162
Goodwill		5,214	5,214
Other intangible assets		16,274	16,274
Total non-current assets	-	85,317	77,705
Total assets	-	147,225	126,839
A S. A. Strate	-	·	· ·
Liabilities			
Current liabilities		42.022	45.047
Trade and other payables		12,823	15,847
Borrowings	8	3,416	14,282
Current tax liabilities		5,934	4,375
Other liabilities		1,310	472
Provisions	_	1,331	1,217
Total current liabilities		24,814	36,193
Non-current liabilities			
Trade and other payables		63	63
Borrowings	8	6,996	8,066
Provisions	<u>-</u>	142	122
Total non-current liabilities		7,201	8,251
Total liabilities	- -	32,015	44,444
Net assets	- -	115,210	82,395
Equity			
Issued capital		93,457	62,978
Reserves		(3,826)	(3,549)
Retained earnings		25,579	22,966
Total equity	-	115,210	82,395
rotal Equity	-	113,410	02,333

Notes to the condensed consolidated statement of financial position are included on pages 7 to 11.

Attributable to equity holders of the parent

	Fully paid ordinary shares \$'000	CRPS Shares \$'000	Retained earnings \$'000	Equity - settled employee benefits reserve \$'000	Other Reserve \$'000	Asset revaluation reserve \$'000	Total \$'000	Non controlling interest \$'000	Total Equity \$'000
CONSOLIDATED									
Balance as at 1 July 2012	33,875	5,633	11,663	639	(5,013)	473	47,270	-	47,270
Equity issues	6,528	-	-	-	-	-	6,528	-	6,528
Share issue costs	(19)	(3)	-	-	-	-	(22)	-	(22)
Related income tax Acquisition of subsidiary under	-	-	-	-	-	-	0	-	0
common control	_	_	-	_	-		0		0
Profit for the period	_	_	10,080	-	-	-	10,080	-	10,080
Other comprehensive income for the			-,				, , , , ,		-,
period	-	_	-	-	-	-	-	-	-
Total comprehensive income for the									
period	40,384	5,630	21,743	639	(5,013)	473	63,856	-	63,856
Recognition of share-based payments	-	-	-	172	-	-	172	-	172
Dividends paid	-	-	(1,213)	-	-	-	(1,213)		(1,213)
Balance as at 31 December 2012	40,384	5,630	20,530	811	(5,013)	473	62,815	-	62,815
Balance as at 1 July 2013	58,008	4,970	22,966	991	(5,013)	473	82,395	-	82,395
Equity issues	36,703	(5,096)	-	-	-	-	31,607	-	31,607
Share issue costs	(1,322)	194	-	-	-	-	(1,128)	-	(1,128)
Related income tax	-	-	-	-	-	-	-	-	-
Acquisition of subsidiary under									
common control	-	-	-	-	(451)	-	(451)	-	(451)
Profit for the period	-	-	4,004	-	-	-	4,004	-	4,004
Foreign Currency Translation Reserve	-	-	-	-	(6)	-	(6)		(6)
Total comprehensive income for the period	93,389	68	26,970	991	(5,470)	473	116,421	_	116,421
p 000	33,303	00	20,570	<i>33</i> ±	(3,470)	7/3	110,721		110,721
Recognition of share-based payments	-	-	-	180	-	-	180	-	180
Dividends paid	-	-	(1,391)	-	-	-	(1,391)		(1,391)
Balance as at 31 December 2013	93,389	68	25,579	1,171	(5,470)	473	115,210		115,210

Notes to the condensed consolidated statement of changes in equity are included on pages 7 to 11.

Consolidated

Freedom Foods Group Limited Condensed consolidated statement of cash flows For the half-year ended 31 December 2013

		Half-year ended		
		31-Dec-13	31-Dec-12	
	Note	\$'000	\$'000	
Cash flows from operating activities				
Receipts from customers		43,385	48,269	
Payments to suppliers and employees		(38,634)	(43,685)	
Cash generated from operations	_	4,751	4,584	
Interest and other costs of finance paid		(562)	(1,186)	
Receipt of government grants		-	5	
Net cash provided by operating activities	-	4,189	3,403	
Cash flows from investing activities				
Payment for property, plant and equipment		(5,847)	(3,110)	
Investment in Equity Interest		(4,541)	-	
Proceeds from sale of Equity shares		-	15,396	
Advance to Associates	5	(17,500)	-	
Net cash used in investing activities	-	(27,888)	12,286	
Cash flows from financing activities				
Proceeds from issue of shares		31,558	6,526	
Payment of share issue costs		(1,128)	(19)	
Dividends paid		(1,342)	(1,171)	
Proceeds from borrowings		-	2,562	
Repayment of borrowings		(12,131)	(10,990)	
Repayment of related party loan	_	(588)	-	
Net cash provided by financing activities	_	16,369	(3,092)	
Cash and cash equivalents at the beginning of the period		14,106	12,597	
Net (decrease)/increase in cash and cash equivalents		(7,330)	767	
Cash and cash equivalents at the end of the period	4	6,776	13,364	

Notes to the condensed consolidated statement of cash flows are included on pages 7 to 11.

1. Significant accounting policies

Statement of Compliance

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

Basis of Preparation

The condensed consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

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

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the company's 2013 annual financial report for the financial year ended 30 June 2013, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards. The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current half-year.

Prior period comparatives have been restated for Revenue from sale of goods and Cost of sales to eliminate intercompany transactions.

New and revised Standards and amendments thereof and Interpretations effective for the current half-year that are relevant to the Group include the below and has not had any material impact on the amounts recognised in the consolidated half-year financial statements:

- AASB 10 'Consolidated Financial Statements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 11 'Joint Arrangements' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 12 'Disclosure of Interests in Other Entities' and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 127 'Separate Financial Statements' (2011) and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 128 'Investments in Associates and Joint Ventures' (2011) and AASB 2011-7 'Amendments to Australian Accounting Standards arising from the consolidation and Joint Arrangements standards'
- AASB 13 'Fair Value Measurement' and AASB 2011-8 'Amendments to Australian Accounting Standards arising from AASB 13'
- AASB 119 'Employee Benefits' (2011) and AASB 2011-10 'Amendments to Australian Accounting Standards arising from AASB 119 (2011)'
- AASB 2012-2 'Amendments to Australian Accounting Standards Disclosures Offsetting Financial Assets and Financial Liabilities'

- AASB 2012-5 'Amendments to Australian Accounting Standards arising from Annual Improvements 2009–2011
 Cycle'
- AASB 2012-10 'Amendments to Australian Accounting Standards Transition Guidance and Other Amendments'

2. Segment information

The operating segments analysed below are those regularly reviewed by the Board of Directors in their capacity as the chief operating decision maker of the company in order to allocate resources to the segments and assess their performance. The segments identified do not represent a significant change from those presented in prior years.

The following is an analysis of the Group's revenue and results by reportable operating segment for the periods under review:

	Extern	al sales	Other revenue		Total	
	Half-yea	ar ended	Half-yea	ar ended	Half-year ended	
	31 Dec 2013	31 Dec 2012	31 Dec 2013	31 Dec 2012	31 Dec 2013	31 Dec 2012
Segment revenue	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Continuing operations						
Seafood	6,317	8,510	-	-	6,317	8,510
Freedom Foods	21,880	19,118	-	-	21,880	19,118
Pactum	15,577	14,368	-	-	15 <i>,</i> 577	14,368
Thorpedo Foods	-	23	-	-		23
Total revenue of the co	nsolidated grou	р			43,774	42,019

Revenue generated by equity accounted associates from external sales is not consolidated, instead under the equity method of accounting the carrying amounts of interest in minority interest entities are increased or decreased to recognise the Group's share of post-acquisition profits or losses and other changes in net assets of the joint ventures/minority interest.

97% of total external sales of the consolidated group and equity accounted associates are generated in Australia (2012: 97%).

	To	otal
	Half-yea	ar ended
	31 Dec 2013	31 Dec 2012
Segment result	\$'000	\$'000
Continuing operations		
Seafood	1,230	1,286
Freedom Foods	3,285	2,519
Pactum	3,652	2,202
Thorpedo Foods	-	(9)
Other Income	375	-
FFGL share of equity accounted associates	450	513
	8,992	6,511
Shared services	(1,904)	(2,038)
Finance costs	(237)	(1,360)
Depreciation	(1,289)	(1,285)
David I O		

Profit on sale of A2C shares		11,843
Profit before tax	5,562	13,671
Income tax (expense)/benefit	(1,558)	(3,591)
Profit for the period from continuing operations	4,004	10,080

Estimate of total profit from equity accounted associates for the period totalled \$2,486,000 (2012: \$1,039,000 profit). The consolidated entities share of these profits was \$450,000 (2012: \$513,000 profit).

3. Dividends	Half-yea	r ended	Half-year ended		
_	31 Dec	2013	31 Dec	2012	
	Cents per Share	Total \$'000	Cents per Share	Total \$'000	
Recognised amounts Fully paid ordinary shares				,	
Final Dividend	1.0	1,101	1.0	898	
Dividends Reinvested	2.46	49	0.72	43	
Unrecognised amounts Fully paid ordinary shares Interim Dividend	1.5	2,233	1.0	947	
Recognised amounts Fully paid convertible redeemable preference shares Final Dividend	1.4	241	1.4	272	
Unrecognised amounts Fully paid convertible redeemable preference shares Interim Dividend	1.35	3	1.35	259	

On 27th February 2014, the directors declared a fully franked interim dividend of \$0.015 cents per share to the holders of ordinary shares in respect of the 6 month period July 2013 to December 2013, which is to be paid to shareholders 30th April 2014. The record date for determining entitlements to the final dividend is Tuesday 1st April 2014. The dividend has not been included as a liability in these financial statements. The estimated total dividend to be paid is \$2,233,136.

On 27th February 2014, the directors declared a fully franked dividend of \$0.0135 cents per share to the holders of converting redeemable preference shares in respect of the 6 month period November 2013 to April 2014, which is to be paid to shareholders on 15th April 2014. The record date for determining entitlements to the final dividend is Tuesday 1st April 2014. The dividend has not been included as a liability in these financial statements. The total estimated dividend to be paid is \$3,149.

4. Cash and cash equivalents

	31 Dec 2013 \$'000	30 Jun 2013 \$'000
Cash and cash equivalents	6,776	14,106
	6,776	14,106

5. Other financial assets

Included in the current period is an advance to associates of \$17,500,000 for funding of their new investments, capital assets. The associate has committed funding with National Australia Bank that is due to be drawn down prior to 30th June 2014, at which point the advance will be repaid. The advance from the company earns a commercial rate of interest of 8 percent.

6. Investment in associate

In the prior period Freedom Foods Group Limited sold a portion of its shareholding in A2 Corporation for a total net consideration of \$15,396,000. After allowing for costs of sale the profit on sale of these shares amounted to \$11,843,000. In the current period the A2 Corporation's investment totals \$10,400,000. The new investment in Pactum Dairy Group totals \$4,500,000.

Half-year ended			
31 Dec 2013 \$'000	31 Dec 2012 \$'000		
	1.4		
-	14		
31 Dec 2013	30 Jun 2013		
\$'000	\$'000		
-	1,741		
9,700	7,959		
9,700	9,700		
10,412	20,607		
13,620	5,238		
24,032	25,845		
23,320	13,197		
	31 Dec 2013 \$'000 31 Dec 2013 \$'000 9,700 9,700 10,412 13,620 24,032		

Financing Facilities

The bank finance facilities are arranged with HSBC Australia with general terms and conditions and certain facility components are subject to annual review. The bank facilities of the Group are secured by a first registered mortgage over all of the Group's property, excluding items specifically discharged under the Freedom Food's equipment finance arrangement, and a first equitable mortgage over the whole of the Group's assets and undertakings including uncalled capital. The mortgage is held by HSBC Australia.

Debtor finance and trade finance facilities are automatically renewing subject to annual review. The bank facilities of the Group are secured by a registered fixed and floating charge over all of the Group's assets and undertakings, excluding items specifically discharged under the Freedom Food's equipment finance arrangement, and a registered first mortgage over the land and buildings at Stanbridge (Leeton).

Freedom Food's equipment finance facility has been arranged with the National Australia Bank. This facility is secured over the assets financed under the facility, which have been specifically discharged from the first registered mortgage held over all of the Group's property. Interest rates are variable and subject to adjustment.

9. Issuances, repurchases and repayment of equity securities

During the half-year reporting period Freedom Foods Group Limited did not issue any options under its executive share option plan. All options currently issued under the executive share option plan must be exercised by date detailed or they will otherwise lapse.

The below shows the movement in the half year in our share account

	31-Dec-13		31-Dec-12	
	No of Shares	Value \$	No of Shares	Value \$
Employee Share Options Exercised	1,683,333	710,000	-	-
Unlisted Options Exercised	2,147,612	849,897	16,206,353	6,482,541
CRPS conversions	16,985,766	5,095,730	-	-
DRP (Dividend Replacement Plan) shares	20,126	49,059	59,749	43,067
Capital Raising Allotment (including Entitlement Offer)	14,284,819	29,998,120	-	-
	35,121,656	36,702,806	16,266,102	6,525,608
Costs incurred		1,321,500		19,300

10. Subsequent events

There have been no significant events or transactions since the period end.

Directors' declaration

The directors declare that:

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

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

On behalf of the directors

Rory J F Macleod Managing Director

Dated on this 27th day of February 2014 Sydney



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Independent Auditor's Review Report to the Members of Freedom Foods Group Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Freedom Foods Group Limited, which comprises the condensed consolidated statement of financial position as at 31 December 2013, and the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of cash flows and the condensed consolidated statement of changes in equity for the half-year ended on that date, selected explanatory notes and, the directors' declaration consolidated entity comprising the company and the entities it controlled at the end of the half-year or from time to time during the half-year as set out on pages 3 to 12.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Freedom Foods Group Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Auditor's Independence Declaration

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

Conclusion

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

DELOITTE TOUCHE TOHMATSU

Catherine Itu

Derorte Tauche Tohmaton

Catherine Hill

Partner

Chartered Accountants

Parramatta, 27 February 2014



The Board of Directors Freedom Foods Group Limited 80 Box Road TAREN POINT NSW 2229 ABN: 74 490 121 060

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27 February 2014

Dear Board Members

Freedom Foods Group Limited

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

As lead audit partner for the review of the financial statements of Freedom Foods Group Limited for the financial half-year ended 31 December 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely

DELOITTE TOUCHE TOHMATSU

Catherine Hu

Catherine Hill

Partner

Chartered Accountants

Derotte Touche Tohmaton