## Freedom Foods Group Limited Appendix 4E Preliminary final report



\$'000

## 1. Company details

Name of entity: Freedom Foods Group Limited

ABN: 41 002 814 235

Reporting period: For the year ended 30 June 2015
Previous period: For the year ended 30 June 2014

#### 2. Results for announcement to the market

				,	
Revenues from ordinary activities	up	4.1%	to	91,460	
Profit from ordinary activities after tax attributable to the owners of Freedom Foods Group Limited	up	366.8%	to	56,631	
Profit for the year attributable to the owners of Freedom Foods Group Limited	up	366.8%	to	56,631	
Dividends					
		A	mount per security Cents	Franked amount per security Cents	
Final dividend for the year ended 30 June 2014 for ordinary shares paid on 3 No Interim dividend for the year ended 30 June 2015 for ordinary shares paid on 30 Final dividend for the year ended 30 June 2014 for convertible redeemable pref	) April 2015	on	1.500 1.500	1.500 1.500	
15 October 2014	•		1.350	1.350	
Interim dividend for the year ended 30 June 2015 for convertible redeemable pron 15 April 2015	reference shares pa	aiu	1.350	1.350	

#### Comments

For further details, refer to the "Results for announcement to the market"

## 3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	106.35	66.88

## 4. Dividend reinvestment plans

The following dividend or distribution plans are in operation:

The Dividend Reinvestment Plan "DRP" is current and remains unchanged from recent prior years. All Shareholders when initially registered, receive a copy of the DRP Plan and details concerning participation in the DRP Plan. The DRP provides shareholders with the opportunity to receive ordinary shares, in lieu of cash dividends, at a discount (set by the directors) from the market price at the time of issue.



## 5. Details of associates and joint venture entities

	Reporting entity	's percentage holding	Contribution to (who	profit/(loss) ere material)
Name of associate / joint venture	Reporting period %	Previous period %	Reporting period \$'000	Previous period \$'000
The a2 Milk Company Limited (a2MC)* Pactum Dairy Group Pty Limited (PDG)	-% 1.00%	17.70% 1.00%	- (42)	(26)
Group's aggregate share of associates and joint venture entities' profit/(loss) (where material) Profit/(loss) from ordinary activities before income tax			(42)	(26)
Income tax on operating activities			-	-
*The a2 Milk Company Limited ceased being an associate from 19 No	ovember 2014.			

## 6. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements are currently in the process of being audited.

# 7. Signed

Signed

Rory J F Macleod Managing Director Sydney Date: 31 August 2015



# **Freedom Foods Group Limited**

ABN 41 002 814 235

**Preliminary Financial Report - 30 June 2015** 

## Freedom Foods Group Limited Contents 30 June 2015



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#### **Freedom Foods Group Limited Directors' report** 30 June 2015



The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Freedom Foods Group Limited (referred to hereafter as the 'group' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2015.

#### **Directors**

The following persons were directors of Freedom Foods Group Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Perry R. Gunner - Chairman (Non-Executive) Rory J.F. Macleod - Managing Director (Executive) Anthony M. Perich - Director (Non-Executive) Ronald Perich - Director (Non-Executive) Melvyn Miles - Director (Non-Executive) (resigned on 14 August 2015)

Trevor J. Allen - Director (Non-Executive)

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

#### **Rounding of amounts**

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

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Rory J F Macleod **Managing Director** 

31 August 2015 Sydney





			Consolidated
		2015	
	Note	(unaudited)	2014
		\$'000	\$'000
Revenue			
Revenue from sale of goods		91,460	87,856
Cost of sales		(58,385)	(53,960)
	=		
Gross profit	_	33,075	33,896
Other income		896	665
Gain from reclassification of a2MC investment	3	53,148	-
Guilt Holli reclassification of azive investment	3	33,140	
Marketing expenses		(4,264)	(3,070)
Selling and distribution expenses		(12,221)	(12,075)
Administrative expenses		(5,040)	(4,472)
Depreciation		(3,354)	(2,743)
Net finance (costs)/income		(218)	498
Share of losses of associates accounted for using the equity method		(42)	(26)
Share of losses of associates accounted for asing the equity method	_	( /	(23)
Profit before income tax expense		61,980	12,673
Income tax expense	_	(5,349)	(541)
Profit after income tax expense for the year attributable to the owners of Freedom Foods			
Group Limited		56,631	12,132
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Gain on the revaluation of land and buildings, net of tax		1,026	_
		_,,	
Items that may be reclassified subsequently to profit or loss			
Revaluation of investment in a2MC, net of tax		5,841	-
Foreign currency translation	_	(193)	4
Other community income for the year not of toy		6.674	4
Other comprehensive income for the year, net of tax	-	6,674	4
Total comprehensive income for the year attributable to the owners of Freedom Foods			
Group Limited	_	63,305	12,136
	=		
		Cents	Cents
Basic earnings per share	11	37.11	8.65
Diluted earnings per share	11	36.33	8.21
		30.33	0.21



			Consolidated
		2015	
	Note	(unaudited)	2014
		\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents		2,329	4,873
Trade and other receivables		25,303	20,655
Inventories		24,475	18,967
Other financial assets		1,700	689
Prepayments	=	2,094	1,211
Total current assets	_	55,901	46,395
Non-current assets			
Investments accounted for using the equity method		4,432	15,061
Investment in a2MC	3	72,618	-
Property, plant and equipment		103,430	55,077
Intangibles		21,488	21,488
Deferred tax		-	385
Loans due from associated entities	4 _	13,136	12,823
Total non-current assets	=	215,104	104,834
Total assets	-	271,005	151,229
Liabilities			
Current liabilities			
Trade and other payables		18,779	13,068
Borrowings	5	22,025	3,899
Income tax		8,316	4,155
Provisions		1,776	1,438
Other financial liabilities	<del>-</del>	193	287
Total current liabilities	=	51,089	22,847
Non-current liabilities			
Payables		52	53
Borrowings	6	30,890	5,927
Deferred tax		2,785	-
Provisions	_	260	169
Total non-current liabilities	-	33,987	6,149
Total liabilities	_	85,076	28,996
Net assets	=	185,929	122,233
Equity			
Issued capital	7	99,028	94,419
Reserves	8	3,398	(3,636)
Retained profits	<u>-</u>	83,503	31,450
Total equity		185,929	122,233
	=		

## Freedom Foods Group Limited Statement of changes in equity For the year ended 30 June 2015



	Issued capital	Reserves	Retained profits	Total equity
Consolidated	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2013	62,978	(3,549)	22,966	82,395
Profit after income tax expense for the year	-	-	12,132	12,132
Other comprehensive income for the year, net of tax (note 8)		4		4
Total comprehensive income for the year	-	4	12,132	12,136
Transactions with owners in their capacity as owners:	1 220			1 220
Issue of ordinary shares under employee share option plan (note 7) Issue of ordinary shares from unlisted options exercised (note 7)	1,239 992	-	-	1,239 992
Issue of ordinary shares in accordance with the dividend				
replacement plan (note 7) Issue of ordinary shares from a capital raising allotment (including	462	-	-	462
an entitlement offer) (note 7)	29,998	-	-	29,998
Share issue costs, net of tax (note 7)	(1,250)	-	-	(1,250)
Share-based payments (note 8)	-	360	-	360
Acquisition of subsidiary under common control (note 8)	-	(451)	- (2.640)	(451)
Dividends paid (note 9)	<u> </u>		(3,648)	(3,648)
Balance at 30 June 2014	94,419	(3,636)	31,450	122,233
	Issued		Retained	Total
	capital	Reserves	profits	equity
Consolidated	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2014	94,419	(3,636)	31,450	122,233
Profit after income tax expense for the year	-	-	56,631	56,631
Other comprehensive income for the year, net of tax (note 8)		6,674		6,674
Total comprehensive income for the year	-	6,674	56,631	63,305
Transactions with owners in their capacity as owners:				
Issue of ordinary shares under employee share option plan (note 7) Issue of ordinary shares in accordance with the dividend	1,264	-	-	1,264
replacement plan (note 7)	3,422	-	-	3,422
Share issue costs, net of tax (note 7)	(77)	-	-	(77)
Share-based payments (note 8)	-	360		360
Dividends paid (note 9)		<u>-</u>	(4,578)	(4,578)
Balance at 30 June 2015	99,028	3,398	83,503	185,929



Cash flows from operating activities87,10487,783Receipts from customers (inclusive of GST)87,10487,783Payments to suppliers and employees (inclusive of GST)88,3077,188Interest received10-Interest and other finance costs paid(1,691)(1,010)Other income received-578Receipts of government grants371143Income taxes paid(960)-Net cash from operating activities126,0376,899Cash flows from investing activities126,0376,899Purchase of shares in associated entity(529)(678)Advances to associates(2,758)(14,146)Repayment of loan by associate1,20017,500Proceeds from disposal of associate shares107-Investment in equity interest-(4,500)				Consolidated
Cash flows from operating activities Receipts from customers (inclusive of GST) Payments to suppliers and employees (inclusive of GST) Receipts from customers (inclusive of GST) Receipts of suppliers and employees (inclusive of GST)  Interest received Receipts of government grants Receipts of government g			2015	
Cash flows from operating activitiesReceipts from customers (inclusive of GST)87,10487,783Payments to suppliers and employees (inclusive of GST)(78,797)(80,595)Interest received10-Interest and other finance costs paid(1,691)(1,010)Other income received-578Receipts of government grants371143Income taxes paid(960)-Net cash from operating activities126,0376,899Cash flows from investing activities26,0376,899Cash flows from investing activities(49,625)(19,937)Purchase of shares in associated entity(529)(678)Advances to associates(2,758)(14,146)Repayment of loan by associate1,20017,500Proceeds from disposal of associate shares107-Investment in equity interest(51,605)(21,761)Net cash used in investing activities(51,605)(21,761)		Note		
Receipts from customers (inclusive of GST)         87,104         87,783           Payments to suppliers and employees (inclusive of GST)         (78,797)         (80,595)           Interest received         10         -           Interest and other finance costs paid         (1,691)         (1,010)           Other income received         -         578           Receipts of government grants         371         143           Income taxes paid         (960)         -           Net cash from operating activities         12         6,037         6,899           Cash flows from investing activities         2         6,037         6,899           Cash flows from investing activities         12         6,037         6,899 <tr< td=""><td></td><td></td><td>\$'000</td><td>\$'000</td></tr<>			\$'000	\$'000
Payments to suppliers and employees (inclusive of GST)         (78,797)         (80,595)           Interest received         10         -           Interest and other finance costs paid         (1,691)         (1,010)           Other income received         -         578           Receipts of government grants         371         143           Income taxes paid         (960)         -           Net cash from operating activities         12         6,037         6,899           Cash flows from investing activities         2         (49,625)         (19,937)           Purchase of shares in associated entity         (529)         (678)           Advances to associates         (2,758)         (14,146)           Repayment of loan by associate         1,200         17,500           Proceeds from disposal of associate shares         107         -           Investment in equity interest         (51,605)         (21,761)	Cash flows from operating activities			
Net cash from investing activities   12   6,037   6,899     Cash flows from investing activities   12   6,037   6,899	Receipts from customers (inclusive of GST)		87,104	87,783
Interest received 10 10 1-1 11 11 11 11 11 11 11 11 11 11 11 11	Payments to suppliers and employees (inclusive of GST)		(78,797)	(80,595)
Interest received 10 10 1-1 11 11 11 11 11 11 11 11 11 11 11 11		_		
Interest and other finance costs paid (1,691) (1,010) Other income received - 578 Receipts of government grants 371 143 Income taxes paid (960) -  Net cash from operating activities 12 6,037 6,899  Cash flows from investing activities Payments for property, plant and equipment (49,625) (19,937) Purchase of shares in associated entity (529) (678) Advances to associates (2,758) (14,146) Repayment of loan by associate hares 10,200 17,500 Proceeds from disposal of associate shares 10,7 - Investment in equity interest 51,605) (21,761)  Net cash used in investing activities (51,605) (21,761)			8,307	7,188
Other income received-578Receipts of government grants371143Income taxes paid(960)-Net cash from operating activities126,0376,899Cash flows from investing activitiesPayments for property, plant and equipment(49,625)(19,937)Purchase of shares in associated entity(529)(678)Advances to associates(2,758)(14,146)Repayment of loan by associate1,20017,500Proceeds from disposal of associate shares107-Investment in equity interest-(4,500)Net cash used in investing activities(51,605)(21,761)	Interest received		10	-
Receipts of government grants Income taxes paid  Net cash from operating activities  Cash flows from investing activities  Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates  Repayment of loan by associate  Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  371 143 (960) -  (49,625) (19,937) (678) (529) (678) (14,146) (758) (14,146) (759) (750) (750) (750) (751,605) (751,605)	Interest and other finance costs paid		(1,691)	(1,010)
Income taxes paid (960) -  Net cash from operating activities 12 6,037 6,899  Cash flows from investing activities  Payments for property, plant and equipment (49,625) (19,937)  Purchase of shares in associated entity (529) (678)  Advances to associates (2,758) (14,146)  Repayment of loan by associate 1,200 17,500  Proceeds from disposal of associate shares 107 -  Investment in equity interest - (4,500)  Net cash used in investing activities (51,605) (21,761)	Other income received		-	578
Net cash from operating activities  Cash flows from investing activities  Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  12 6,037 6,899  (49,625) (19,937)  (529) (678)  (14,146)  1,200 17,500  1,500  (51,605) (21,761)	Receipts of government grants		371	143
Cash flows from investing activities Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates Repayment of loan by associate Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  (49,625) (19,937) (678) (14,146) (14,146) (17,500) (17	Income taxes paid	_	(960)	
Cash flows from investing activities Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates Repayment of loan by associate Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  (49,625) (19,937) (678) (14,146) (14,146) (17,500) (17				
Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates (2,758) (14,146) Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities (19,937) (678) (14,146) (17,500) (	Net cash from operating activities	12 _	6,037	6,899
Payments for property, plant and equipment Purchase of shares in associated entity Advances to associates (2,758) (14,146) Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities (19,937) (678) (14,146) (17,500) (	Cash flows from investing activities			
Purchase of shares in associated entity Advances to associates (2,758) (14,146) Repayment of loan by associate 1,200 17,500 Proceeds from disposal of associate shares 107 - Investment in equity interest  Net cash used in investing activities (51,605) (21,761)			(49,625)	(19,937)
Advances to associates  Repayment of loan by associate  Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  (2,758) (14,146)  1,200 17,500  - (4,500)  (21,761)				
Repayment of loan by associate Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  1,200 17,500 - (4,500)  (51,605) (21,761)	•			
Proceeds from disposal of associate shares Investment in equity interest  Net cash used in investing activities  107 - (4,500)  (51,605) (21,761)	Repayment of loan by associate			
Investment in equity interest       -       (4,500)         Net cash used in investing activities       (51,605)       (21,761)				-
Net cash used in investing activities (51,605) (21,761)			-	(4,500)
	• ,	-		· · · · · · ·
Cash flows from financing activities	Net cash used in investing activities	_	(51,605)	(21,761)
Cash flows from financing activities	Cook flows from financing activities			
Proceeds from issue of equity instruments of the company 7 1,264 32,198		7	1 264	22 100
		/	•	(1,227)
		0		(3,186)
		9		(12,539)
			•	(9,617)
rayment of related party transactions (30) (3,017)	rayment of related party transactions	-	(90)	(9,017)
Net cash from financing activities 43,024 5,629	Net cash from financing activities	_	43,024	5,629
Net decrease in cash and cash equivalents (2,544) (9,233)	Net decrease in cash and cash equivalents		(2,544)	(9,233)
Cash and cash equivalents at the beginning of the financial year 4,873 14,106	•	_		
Cash and cash equivalents at the end of the financial year 2,329 4,873	Cash and cash equivalents at the end of the financial year		2,329	4,873



#### Note 1. Operating segments

The group is organised into four segments which is the basis on which the group reports and the principal products and services of each of these operating segments are as follows:

Freedom Foods - Cereals and Snacks

A range of products for consumers requiring a solution to specific dietary or medical conditions including allergen free (ie gluten free, wheat free, nut free) low sugar or salt or highly fortified. The product range covers breakfast cereals, snack bars, soy, almond and rice beverages and other complimentary products. These products are manufactured and sold in Australia and

overseas.

Freedom Foods North America - Cereal and Snacks

A range of products for consumers requiring a solution to specific dietary or medical conditions including allergen free (ie gluten free, wheat free, nut free) low sugar or salt or highly fortified. The product range covers breakfast cereals and other complimentary products. These products

are manufactured in Australia and sold in North America.

Seafood A range of canned seafood covering sardines, salmon and specialty seafood. These products are

manufactured overseas and sold in Australia and overseas.

Pactum Australia - Beverages A range of UHT (long life) food and beverage products including liquid stocks, soy, rice, almond

and dairy milk beverages. These products are manufactured and sold in Australia and overseas.

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

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Note 1. Operating segments (continued)

	Fuendous	Franklana Fanda			Unallocated Shared	
	Freedom Foods	Freedom Foods North America	Seafood	Pactum	Services	Total
Consolidated - 2015 (unaudited)	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Consolidated - 2015 (unaudited)	\$ 000	\$ 000	\$ 000	\$ 000	\$ 000	\$ 000
Revenue						
Sales to external customers	46,934	1,560	12,802	30,164	-	91,460
Intercompany sales elimination	1,229	<u>-</u>		18,436	(19,665)	
Total sales revenue	48,163	1,560	12,802	48,600	(19,665)	91,460
Total revenue	48,163	1,560	12,802	48,600	(19,665)	91,460
EBITDA	3,350	(903)	2,535	10,457	-	15,439
Depreciation and amortisation	(1,920)	-	-	(1,316)	(118)	(3,354)
Shared services	-	-	-	-	(3,931)	(3,931)
Net finance costs	-	-	-	-	(218)	(218)
Gain on a2MC investment	-	-	-	-	53,148	53,148
Convertible loan note interest	-	-	-	-	525	525
Other income	-	-	-	-	371	371
Profit/(loss) before income tax						
expense	1,430	(903)	2,535	9,141	49,777	61,980
Income tax expense						(5,349)
Profit after income tax expense						56,631
Assets						
Segment assets	86,622	1,707	19,141	67,272	-	174,742
Unallocated assets:						
Shared services						19,213
Investment in associate						4,432
Investment in a2MC						72,618
Total assets						271,005
Total assets includes:						
Investments in associates		<u> </u>	<u> </u>		72,618	72,618
Acquisition of non-current assets	15,160	-		29,933	4,530	49,623
Liabilities						
Segment liabilities	24,398	2,491	5,494	38,232		70,615
Unallocated liabilities:						
Shared services						14,461
Total liabilities						85,076

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Note 1. Operating segments (continued)

					Unallocated	
	Freedom	Freedom Foods			Shared	
	Foods	North America	Seafood	Pactum	Services	Total
Consolidated - 2014	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue						
Sales to external customers	43,415	696	13,239	30,506	-	87,856
Intersegment sales	828		-	15,932	(16,760)	
Total sales revenue	44,243	696	13,239	46,438	(16,760)	87,856
Total revenue	44,243	696	13,239	46,438	(16,760)	87,856
EBITDA	7,131	(684)	2,431	9,748	_	18,626
Depreciation and amortisation	(1,639)	-	-	(1,045)	(59)	(2,743)
Shared services	-	-	-	-	(3,682)	(3,682)
Net finance costs	-	-	-	-	498	498
Share of equity accounted						
associates		<u> </u>			(26)	(26)
Profit/(loss) before income tax						
expense	5,492	(684)	2,431	8,703	(3,269)	12,673
Income tax expense						(541)
Profit after income tax expense					_	12,132
Assets						
Segment assets	61,679	1,219	20,184	33,908	19	117,009
Unallocated assets:						
Shared services						19,159
Investment in associate						4,474
Investment in a2MC						10,587
Total assets						151,229
Total assets includes:						
Investments in associates	<u> </u>	<u> </u>	<u> </u>		15,061	15,061
Acquisition of non-current assets	9,135	3,394			129	12,658
Liabilities						
Segment liabilities	7,637	1,095	1,956	13,258	7	23,953
Unallocated liabilities:						
Shared services						5,043
Total liabilities						28,996



Note 2. Expenses

		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Profit before income tax includes the following specific expenses:		
Research and development costs expensed	500	500
Superannuation expense		
Defined contribution superannuation expense	1,254	974
Share-based payments expense		
Share-based payments expense	360	360
Employee benefits expense excluding superannuation and share-based payment expense		
Employee benefits expense excluding superannuation and share-based payment expense	6,860	7,226
		7,223
Note 3. Non-current assets - investment in a2MC		
		Consolidated
	2015	Consolidated
	(unaudited)	2014
	\$'000	\$'000
Investment in The a2 Milk Company Limited	72,618	-
Reconciliation		
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:		
are set out below.		
Opening fair value	-	-
Reclassification of investment	11,125	-
Gain on reclassification	53,148	-
Revaluation increments	8,345	
Closing fair value	72,618	_
Closing rail value	/2,010	

The group holds 117,699,229 (17.8%) of the ordinary shares of The a2 Milk Company (a2MC), a company listed on the main board of the New Zealand Stock Exchange (NZX:ATM).

Mr P R Gunner resigned from the board of a2MC at the conclusion of the a2MC Annual General Meeting on 18 November 2014, leaving Mr M Miles as the only common director on the a2MC board.

As a result of the resignation of Mr P R Gunner, the directors of the group have re-assessed whether the group continues to exercise significant influence over this investment as contemplated in AASB 128 Investments in Associates and Joint Ventures (AASB 128). The directors have considered the following factors in assessing their significant influence; the total number of directors on a2MC, the group's intent and ability to appoint directors to a2MC, the group's extent of ownership relative to other a2MC shareholders, the lack of any material transactions with a2MC and the ability of the group to participate in the policy-making processes, including participation in decisions about dividends or other distributions of a2MC. In the directors' judgment, these considerations in conjunction with the view that the directors retain the option to realise capital from the investment to support further growth opportunities, result in the group no longer being able to clearly demonstrate that they exercise significant influence over a2MC.



## Note 3. Non-current assets - investment in a2MC (continued)

Significant influence was deemed to be lost at the conclusion of the a2MC AGM and therefore on this date the group has reclassified the investment to an Available for Sale investment (AFS) under the requirements of AASB 139 Financial Instruments: Recognition and Measurement on this date.

#### Note 4. Non-current assets - loans due from associated entities

Note 4. Non-current assets - loans due from associated entities		
		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Loan to Pactum Dairy Group	13,136	12,823
The loan to Pactum Dairy Groups attracts interest at 8%.		
Note 5. Current liabilities - borrowings		
		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Loan payable	5,698	228
Finance facility	12,143	670
Bank bill facility	1,650	-
Lease liability	2,534	3,001
	22,025	3,899
Note 6. Non-current liabilities - borrowings		
		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Bank bill facility	16,500	-
Lease liability	14,390	5,927
	30,890	5,927



## Note 6. Non-current liabilities - borrowings (continued)

#### Total secured liabilities

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

		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Loan payable	5,698	228
Finance facility	12,143	670
Lease liability	16,924	8,928
Bank bill facility	18,150	<u>-</u>
	52,915	9,826

#### Assets pledged as security

Bank loans are secured by all the Group's non-current assets. The holder of the security does not have the right to sell or repledge the assets. The Group does not hold title to the equipment under finance lease pledged as security.

The lease liabilities are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default. Included as part of the finance leases is the equipment utilised to purchase equipment for Leeton and Taren Point 3rd Line.

## Note 7. Equity - issued capital

				Consolidated
	2015		2015	
	(unaudited)	2014	(unaudited)	2014
	Shares	Shares	\$'000	\$'000
Ordinary shares - fully paid	154,624,900	150,645,371	98,995	94,378
Convertible redeemable preference shares - fully paid	137,027	152,127	33	41
	154,761,927	150,797,498	99,028	94,419



# Note 7. Equity - issued capital (continued)

## Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2013	113,754,106		58,008
Employee share options exercised	, ,	408,332	\$0.60	245
Employee share options exercised		2,483,333	\$0.40	994
Unlisted options exercised		2,478,533	\$0.40	992
Convertible redeemable preference shares ('CRPS')		, -,	,	
conversions		17,066,888	\$0.30	5,120
Dividend Replacement Plan ('DRP') shares		20,126	\$2.46	50
Dividend Replacement Plan ('DRP') shares		149,234	\$2.76	412
Buy back of unmarketable parcels		14,284,819	\$0.95	29,998
Transaction costs		- 1,-5 1,5-5	\$0.00	(1,441)
			Ψο.σσ	(=)::=)
Balance	30 June 2014	150,645,371		94,378
Employee share options exercised		2,350,000	\$0.40	940
Employee share options exercised		333,332	\$0.60	200
Employee share options exercised		75,000	\$1.65	124
Convertible redeemable preference shares ('CRPS')		-,	,	
conversions		15,100	\$0.30	5
Dividend Replacement Plan ('DRP') shares		604,193	\$2.85	1,717
Dividend Replacement Plan ('DRP') shares		601,904	\$2.83	1,705
Transaction costs		-	\$0.00	(74)
Balance	30 June 2015	154,624,900		98,995
Movements in convertible redeemable preference shares	5			
Details	Date	Shares	Issue price	\$'000
Balance	1 July 2013	17,219,015		4,970
Conversion to ordinary shares	1301, 2013	(17,066,888)	\$0.30	(5,120)
Costs incurred and reallocated to fully paid ordinary		(17,000,000)	ψ0.50	(3)123)
shares		_	\$0.00	191
shares			Ψ0.00	
Balance	30 June 2014	152,127		41
Conversion to ordinary shares		(15,100)	\$0.30	(5)
Transaction costs			\$0.00	(3)
			,	(-7
Balance	30 June 2015	137,027		33



Note 8. Equity - reserves

		Consolidated
	2015	
(un	audited)	2014
	\$'000	\$'000
Land and buildings revaluation reserve	1,499	473
Investment revaluation reserve	5,841	-
Foreign currency translation reserve	(189)	4
Equity-settled employee benefits reserve	1,711	1,351
Common control reserve	(5,464)	(5,464)
	3,398	(3,636)

#### Land and buildings revaluation reserve

The reserve is used to recognise increments and decrements in the fair value of land and buildings. Where a revalued land or building is sold that portion of the asset revaluation reserve which relates to the asset, and is effectively realised, is transferred directly to retained earnings.

#### Investment revaluation reserve

The reserve is used to recognise increments and decrements in the fair value of the Groups investments in a2 Milk Company Limited ('a2MC').

#### Foreign currency translation reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

#### Equity-settled employee benefits reserve

The equity-settled employee benefits reserve arises on the grant of share options to executives and senior employees under the Employee Share Option Plan. Amounts are transferred out of the reserve and into issued capital when the options are exercised.

#### Common control reserve

The acquisition of Pactum by the group is accounted for as a common control transaction. As a consequence, the difference between the fair value of the consideration paid and the existing book values of assets & liabilities of Pactum has been debited to a common control reserve (\$5,464,000). Upon disposal of all interests in Pactum by the group this reserve would be transferred to retained earnings.



#### Note 8. Equity - reserves (continued)

#### Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	Land and		Foreign	<b>Equity-settled</b>		
	buildings	Investment	currency	employee		
	revaluation	revaluation	translation	benefits	Common	
	reserve	reserve	reserve	reserve	control reserve	Total
Consolidated	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2013	473	-	-	991	(5,013)	(3,549)
Share-based payments	-	-	-	360	-	360
Acquisition of subsidiary under						
common control	-	-	-	-	(451)	(451)
Foreign exchange translation	<u>-</u> _		4			4
Balance at 30 June 2014	473	-	4	1,351	(5,464)	(3,636)
Land and building revaluation	1,026	-	-	-	-	1,026
Revaluation of a2MC investment	-	5,841	-	-	-	5,841
Foreign currency translation	-	-	(193)	-	-	(193)
Share-based payments	<u> </u>		<u> </u>	360		360
Balance at 30 June 2015	1,499	5,841	(189)	1,711	(5,464)	3,398

#### Note 9. Equity - dividends

Dividends paid during the financial year were as follows:

	Consolidated
2015	
(unaudited)	2014
\$'000	\$'000
Final fully franked dividend for the year ended 30 June 2014 (2014: 30 June 2013) of 1.5 cents (2014:	
1.0 cents) per ordinary share 556	1,101
Dividends reinvested: fully franked at 30% tax rate 1,718	49
Interim fully franked dividend for the year ended 30 June 2015 (2014: 30 June 2014) of 1.5 cents	
(2014: 1.5 cents) per ordinary share	1,842
Dividends reinvested: fully franked at 30% tax rate 1,705	413
Final fully franked dividend for the year ended 30 June 2014 (2014: 30 June 2013) of 1.35 cents	
(2014: 1.4 cents) per convertible redeemable preference share	241
Interim fully franked dividend for the year ended 30 June 2015 (2014: 30 June 2014) of 1.35 cents	
(2014: 1.35 cents) per convertible redeemable preference share2	2
4,578	3,648

On 31 August 2015, the directors declared a fully franked final dividend of 1.50 cents per share to the holders of fully paid ordinary shares in respect of the financial year ending 30 June 2015, which is to be paid to shareholders on 30 November 2015. The record date for determining the entitlements to the final dividend is 1 November 2015. The dividend has not been included as a liability in these financial statements. The total estimated dividend to be paid is \$2,319k.

On 31 August 2015, the directors declared a fully franked final dividend of 1.35 cents per share to the holders of the converting redeemable preference shares in respect of the financial year ending 30 June 2015, which is to be paid to shareholders on 30 November 2015. The record date for determining the entitlements to the final dividend is 1 November 2015. The dividend has not been included as a liability in these financial statements. The total estimated dividend to be paid is \$2k.



#### Note 10. Events after the reporting period

The group entered into an Asset Purchase Agreement with the Ringwood Group of Companies to acquire the business and assets of the Ringwood Mill (to be known as Darlington Point Mill) based at Darlington Point in the Riverina district of New South Wales on 13 July 2015 (Acquisition).

Darlington Point Mill operates an established grain processing facility for the supply of milled flours and popping corn. It is a significant processor of popping corn in Australia and processes gluten free and non GMO grains. Darlington Point Mill currently supplies customers in food service and processing markets in Australia as well as in export markets.

The Acquisition will enable Freedom Foods to expand its milling operations for internal use and external third party customers through increased capabilities and capacity, access to cost efficiencies and the ability to consider expansion into processing of other key grains. Freedom Foods existing milling operations will be relocated to the Darlington Point Mill, providing for increased finished goods warehousing capabilities at its current operations.

Under the terms of the Acquisition, Freedom Foods will acquire assets located at the site including 7.5 hectares of land, several modern large and medium sized grain silos, flour processing plants, other machinery and equipment and buildings including an export container facility. Freedom Foods will also acquire raw materials including popping corn and maize. The acquisition price for the assets (excluding raw materials) is approximately \$5.9 million (exclusive of stamp duty) and working capital.

Settlement has occurred today, 31 August 2015.

The group, as part of the consortium Australian Fresh Milk Holdings Pty Limited (AFMH), completed the acquisition of Moxey Farms on 3 August 2015. Moxey Farms is one of Australia's largest single-site dairy operations. The consortium comprises Leppington Pastoral Company Pty Limited (LPC), New Hope Dairy Holdings Co Ltd (New Hope Dairy) and Freedom Foods Group Limited. The group acquired 10% of the consortium for \$6 million.

Moxey Farms operates a fully integrated dairy farming operation located in the Lachlan Valley, New South Wales, 340 km west of Sydney. Moxey Farms' land portfolio covers an area of 2,700 hectares and includes 3,700 milking cows that produce approximately 50 million litres of milk per year.

Under the terms of the Acquisition, the Moxey family will continue to operate Moxey Farms in a joint venture with the Perich family under a Farm Management Agreement with AFMH, ensuring continuity of existing operations for key customers and staff.

The completion of the Acquisition ensures AFMH has in place a scalable operating platform to invest in additional greenfield dairy sites, enabling the consortium to become a significant player in the Australian dairy industry.

The group has entered into an exclusive term sheet to acquire a major Australian based manufacturer of Oat based Cereal and Snacks.

Oats is an expanding consumer preference in Australia and Asia.

The acquisition will enable Freedom Foods to expand its brand and category segment offering in oat based products in Australia and into Asia, and for the first time allow access to manufacturing capability in both Allergen free (Leeton) and nut based capabilities (the new business) on a cost competitive basis. There will also be integration opportunities in milling and ingredients supplies into the new business from our in-house facilities.

The acquisition is expected to be accretive to earnings in its first full year of operation and is expected to provide operational efficiencies in the medium term. The acquisition is subject to confirmatory due diligence and other customary documentation and closing requirements.

Apart from the dividend declared as disclosed in note 9, no other matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.



Note 11. Earnings per share

		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Profit after income tax attributable to the owners of Freedom Foods Group Limited	56,631	12,132
Share-based payments expense	360	360
Profit after income tax attributable to the owners of Freedom Foods Group Limited used in	FC 004	12 102
calculating diluted earnings per share	56,991	12,492
	Number	Number
	Trainisci.	Hamber
Weighted average number of ordinary shares used in calculating basic earnings per share	152,587,346	140,246,504
Adjustments for calculation of diluted earnings per share:		
CRPS	141,205	4,720,898
ESOP	4,121,304	7,280,982
Weighted average number of ordinary shares used in calculating diluted earnings per share	156,849,855	152,248,384
Weighted average number of orallary shares used in calculating anated carmings per share	130,0 13,033	132,2 10,30 1
	Cents	Cents
Basic earnings per share	37.11	8.65
Diluted earnings per share	36.33	8.21
Note 12. Reconciliation of profit after income tax to net cash from operating activities		
Note 12. Reconciliation of profit after income tax to fiet cash from operating activities		
		Consolidated
	2015	
	(unaudited)	2014
	\$'000	\$'000
Profit after income tax expense for the year	56,631	12,132
The state of the state of the year	30,031	
Adjustments for:		
Depreciation and amortisation	3,354	2,743
Share based payments	360	360
Interest received	(10)	(42)
Interest on associates loan	(1,086)	(1,265)
Interest capitalised	(617)	(244)
Share of loss/(profit) of associates	42	26
Fair value gain on a2MC	(53,148)	-
Movement for provision in employee entitlements	(429)	(305)
Change in operating assets and liabilities:		
Increase in trade and other receivables	/E 727\	(2.120)
Increase in trade and other receivables  Increase in inventories	(5,727) (5,508)	(2,120)
	(5,508)	(4,081)
Decrease in deferred tax assets	3,170	761 (200)
Decrease/(increase) in other operating assets	95	(290)
Increase/(decrease) in trade and other payables	4,749	(556)
Increase/(decrease) in provision for income tax	4,161	(220)
Net cash from operating activities	6,037	6,899
	-,	,



Note 12. Reconciliation of profit after income tax to net cash from operating activities (continued)

Non-cash financing and investing activities

In accordance with the Company's Dividend Reinvestment Plan, \$3,422,483 was reinvested in the year to 30 June 2015 (2014: \$462,154)